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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

, and ending

Name of foundation THE SIRAGUSA FOUNDATION		A Employer identification number 36-3100492
Number and street (or P O box number if mail is not delivered to street address) 1 EAST WACKER	Room/suite 2910	B Telephone number (312) 755-0064
City or town, state, and ZIP code CHICAGO, IL 60601-1474		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) \$ 23,766,211.	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

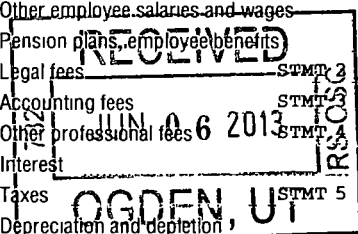
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,000.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		564,409.	564,409.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,617,445.			
b Gross sales price for all assets on line 6a	7,091,525.				
7 Capital gain net income (from Part IV, line 2)			1,617,445.		
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		2,182,854.	2,181,854.		
13 Compensation of officers, directors, trustees, etc		139,800.	34,950.		104,850.
14 Other employee salaries and wages		137,205.	34,301.		102,904.
15 Pension plans, employee benefits		32,907.	8,227.		24,680.
16a Legal fees	STMT 3	20,081.	5,020.		15,061.
b Accounting fees	STMT 3	36,900.	27,675.		9,225.
c Other professional fees	STMT 4	140,081.	139,856.		225.
17 Interest					
18 Taxes	STMT 5	45,302.	12,456.		14,346.
19 Depreciation and depletion		6,897.	4,629.		
20 Occupancy		86,306.	21,577.		64,729.
21 Travel, conferences, and meetings		38,431.	6,608.		31,781.
22 Printing and publications					
23 Other expenses	STMT 6	69,130.	17,283.		51,847.
24 Total operating and administrative expenses. Add lines 13 through 23		753,040.	312,582.		419,648.
25 Contributions, gifts, grants paid		1,183,497.			1,183,497.
26 Total expenses and disbursements. Add lines 24 and 25		1,936,537.	312,582.		1,603,145.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		246,317.			
b Net investment income (if negative, enter -0-)			1,869,272.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	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	896,840.	1,252,078.	1,252,078.
	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	7,500.		
	10a Investments - U.S. and state government obligations STMT 7	2,511,660.	1,464,226.	1,544,427.
	b Investments - corporate stock STMT 8	14,019,281.	12,924,446.	16,218,366.
	c Investments - corporate bonds STMT 9	1,583,878.	1,958,528.	2,036,673.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 98,559.				
Less accumulated depreciation STMT 10 ▶ 78,818.	17,165.	19,741.	19,741.	
15 Other assets (describe ▶ STATEMENT 11)	1,004,144.	2,694,926.	2,694,926.	
16 Total assets (to be completed by all filers)	20,040,468.	20,313,945.	23,766,211.	
Liabilities	17 Accounts payable and accrued expenses	644.	27,804.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	644.	27,804.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	20,039,824.	20,286,141.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	20,039,824.	20,286,141.		
31 Total liabilities and net assets/fund balances	20,040,468.	20,313,945.		

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	20,039,824.
2 Enter amount from Part I, line 27a	2	246,317.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	20,286,141.
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	20,286,141.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 7,091,525.		5,474,080.	1,617,445.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,617,445.

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	1,617,445.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	1,639,913.	24,188,552.	.067797
2010	1,642,851.	24,128,409.	.068088
2009	1,935,783.	23,213,308.	.083391
2008	2,100,456.	30,361,633.	.069181
2007	1,840,976.	34,581,470.	.053236

2 Total of line 1, column (d)	2	.341693
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	.068339
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	23,124,586.
5 Multiply line 4 by line 3	5	1,580,311.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,693.
7 Add lines 5 and 6	7	1,599,004.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,610,250.

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	18,693.
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	18,693.
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	18,693.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,846.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	29,846.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	11,153.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 11,153. Refunded <input checked="" type="checkbox"/> 0.	11		

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
b 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"/> IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 ► <u>WWW.SIRAGUSA.ORG</u>	13	X	
14	The books are in care of ► <u>IRENE PHELPS</u> Telephone no. ► <u>(312) 755-0064</u> Located at ► <u>1 E. WACKER, SUITE 2910, CHICAGO, IL</u> ZIP+4 ► <u>60601-1474</u>			
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 ► <u>15</u> 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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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
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

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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**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?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		139,800.	16,500.	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
SHARMILA THAKKAR - ONE EAST WACKER DRIVE SUITE 2910, CHICAGO, IL	PROGRAM OFFICER	97,071.	11,275.	0.

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

☒ 0

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Part VIII

Information About Officers, Directors, Trustees, Paid Employees, and Contractors (continued)

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

[illegible]

0

Total number of others receiving over \$50,000 for professional services		7	
Part IX-A Summary of Direct Charitable Activities			

Expenses

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

Amount

1		N/A	
2			
3			
All other program-related investments. See instructions.			
Total. Add lines 1 through 3			0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	23,404,672.
b	Average of monthly cash balances	1b	72,065.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	23,476,737.
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	23,476,737.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	352,151.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,124,586.
6	Minimum investment return. Enter 5% of line 5	6	1,156,229.

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	1,156,229.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	18,693.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	18,693.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,137,536.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,137,536.
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	1,137,536.

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	1,603,145.
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	7,105.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,610,250.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	18,693.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,591,557.

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				1,137,536.
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	834,487.			
b From 2008	2,100,456.			
c From 2009	1,937,636.			
d From 2010	1,654,162.			
e From 2011	1,645,503.			
f Total of lines 3a through e	8,172,244.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,610,250.				
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				1,137,536.
e Remaining amount distributed out of corpus	472,714.			
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	8,644,958.			
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	834,487.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	7,810,471.			
10 Analysis of line 9:				
a Excess from 2008	2,100,456.			
b Excess from 2009	1,937,636.			
c Excess from 2010	1,654,162.			
d Excess from 2011	1,645,503.			
e Excess from 2012	472,714.			

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				
STATEMENT 14 - SEE ATTACHED LIST	NONE		SEE STATEMENT BELOW	1,164,321.
MATCHING GIFTS GREATER THAN \$1,000	NONE		SEE STATEMENT BELOW	12,870.
MATCHING GIFTS LESS THAN \$1,000	NONE		SEE STATEMENT BELOW	6,306.
EACH OF THE CONTRIBUTIONS LISTED WERE MADE FOR THE GENERAL CHARITABLE,				
RELIGIOUS, OR SCIENTIFIC PURPOSE OF EACH DONEE ORGANIZATION.				
Total			3a	1,183,497.
b Approved for future payment				
STATEMENT 15 - SEE ATTACHED LIST	NONE		SEE STATEMENT BELOW	1,081,667.
EACH OF THE CONTRIBUTIONS LISTED WILL BE MADE FOR THE GENERAL CHARITABLE,				
RELIGIOUS, OR SCIENTIFIC PURPOSE OF DONEE.				
Total			3b	1,081,667.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	564,409.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,617,445.	
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.		2,181,854.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 2,181,854.	2,181,854.

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

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

[illegible]

THE SIRAGUSA FOUNDATION

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	BOYD WATTERSON - LONG TERM	P	VARIOUS	VARIOUS
b	BOYD WATTERSON - SHORT TERM	P	VARIOUS	VARIOUS
c	CLASS SETTLEMENTS	P	VARIOUS	VARIOUS
d	DELAWARE INVESTMENTS - LONG TERM	P	VARIOUS	VARIOUS
e	DELAWARE INVESTMENTS - SHORT TERM	P	VARIOUS	VARIOUS
f	EAGLE ASSET MANAGEMENT - LONG TERM	P	VARIOUS	VARIOUS
g	EAGLE ASSET MANAGEMENT - SHORT TERM	P	VARIOUS	VARIOUS
h	LARCH LANE - LONG TERM	P	VARIOUS	VARIOUS
i	MORGAN DEMPSEY - LONG TERM	P	VARIOUS	VARIOUS
j	MORGAN DEMPSEY - SHORT TERM	P	VARIOUS	VARIOUS
k	PACIFIC INCOME - LONG TERM	P	VARIOUS	VARIOUS
l	PACIFIC INCOME - SHORT TERM	P	VARIOUS	VARIOUS
m	SCHAFER CULLEN - LONG TERM	P	VARIOUS	VARIOUS
n	SCHAFER CULLEN - SHORT TERM	P	VARIOUS	VARIOUS
o	TIRSCHWELL & LOEWY - LONG TERM	P	VARIOUS	VARIOUS

(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	983,474.	961,664.	21,810.
b	613,736.	613,225.	511.
c	660.		660.
d	72,414.	65,838.	6,576.
e	6,232.	5,859.	373.
f	131,360.	141,118.	-9,758.
g	143,680.	150,853.	-7,173.
h	2,693,695.	1,600,000.	1,093,695.
i	12,815.	12,807.	8.
j	29,506.	25,012.	4,494.
k	900,102.	829,744.	70,358.
l	581,490.	573,070.	8,420.
m	49,524.	39,236.	10,288.
n	122,873.	114,056.	8,817.
o	603,249.	292,375.	310,874.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			21,810.
b			511.
c			660.
d			6,576.
e			373.
f			-9,758.
g			-7,173.
h			1,093,695.
i			8.
j			4,494.
k			70,358.
l			8,420.
m			10,288.
n			8,817.
o			310,874.

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 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	WENTWORTH HAUSER & VIOLICH - LONG TERM	P	VARIOUS	VARIOUS
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 270,896.		173,404.	97,492.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			97,492.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,617,445.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOYD WATTERSON	123,856.	0.	123,856.
DELAWARE INVESTMENTS	39,781.	0.	39,781.
EAGLE ASSET MANAGEMENT	5,046.	0.	5,046.
EMERGING MARKETS FUND	3,478.	0.	3,478.
HIGH YIELD BOND FUND	58,144.	0.	58,144.
MISCELLANEOUS DIVIDEND	271.	0.	271.
MISCELLANEOUS INTEREST INCOME	278.	0.	278.
MORGAN DEMPSEY	25,522.	0.	25,522.
NORTHERN TRUST	10.	0.	10.
PACIFIC INCOME	55,569.	0.	55,569.
SCHAFFER CULLEN	138,770.	0.	138,770.
SCHWAB MISC CASH	886.	0.	886.
TIRSCHWELL & LOEWY	92,919.	0.	92,919.
WENTWORTH HAUSER & VIOLICH	19,879.	0.	19,879.
TOTAL TO FM 990-PF, PART I, LN 4	564,409.	0.	564,409.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	20,081.	5,020.		15,061.
TO FM 990-PF, PG 1, LN 16A	20,081.	5,020.		15,061.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	36,900.	27,675.		9,225.
TO FORM 990-PF, PG 1, LN 16B	36,900.	27,675.		9,225.

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	
CONSULTANT FEES	300.	75.		225.	
INVESTMENT MANAGEMENT FEES	139,781.	139,781.		0.	
TO FORM 990-PF, PG 1, LN 16C	140,081.	139,856.		225.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	18,500.	0.		0.	
FOREIGN TAXES	7,679.	7,679.		0.	
MISCELLANEOUS TAX	15.	0.		15.	
PAYROLL TAX	19,108.	4,777.		14,331.	
TO FORM 990-PF, PG 1, LN 18	45,302.	12,456.		14,346.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES AND SUBSCRIPTIONS	3,971.	993.		2,978.	
INSURANCE	21,562.	5,391.		16,171.	
MISC OFFICE EXPENSES	15,305.	3,826.		11,479.	
REPAIRS AND MAINTENANCE	28,292.	7,073.		21,219.	
TO FORM 990-PF, PG 1, LN 23	69,130.	17,283.		51,847.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BOYD WATTERSON - SEE ATTACHED	x		661,402.	677,860.
BOYD WATTERSON - SEE ATTACHED	x		509,859.	554,865.
PACIFIC INCOME MARKET - SEE ATTACHED	x		99,528.	99,848.
PACIFIC INCOME MARKET - SEE ATTACHED	x		193,437.	211,854.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,464,226.	1,544,427.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,464,226.	1,544,427.

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
DELAWARE INVESTMENTS - SEE ATTACHED			1,010,362.	1,109,799.
EAGLE ASSET MANAGEMENT - SEE ATTACHED			751,280.	847,276.
EMERGING MARKETS FUND - SEE ATTACHED			850,000.	886,733.
MORGAN DEMPSEY - SEE ATTACHED			887,555.	906,490.
LARCH LANE OFFSHORE FUND			0.	0.
PAR FUND SPV			547,509.	281,079.
PAR OFFSHORE			1,652,491.	2,087,262.
SCHAFER CULLEN - SEE ATTACHED			3,017,454.	3,618,647.
TIRSCHWELL & LOEWY - SEE ATTACHED			3,407,789.	5,522,171.
WENTWORTH, HAUSER & VIOLICH - SEE ATTACHED			800,006.	958,909.
TOTAL TO FORM 990-PF, PART II, LINE 10B			12,924,446.	16,218,366.

FORM 990-PF	CORPORATE BONDS		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
BOYD WATTERSON - SEE ATTACHED			919,189.	938,096.
HIGH YIELD BOND FUND - SEE ATTACHED			800,000.	832,634.
PACIFIC INCOME MARKET - SEE ATTACHED			239,339.	265,943.
TOTAL TO FORM 990-PF, PART II, LINE 10C			1,958,528.	2,036,673.

FEIN 36-3100492
Boyd Watterson
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name	Shares	Cost	Market Value
CASH	322	32,200	32,200
AMERICA MOVIL SAB DE CV 5.625 15-NOV-2017	40,000	46,049	48,178
BANK OF AMERICA CORP 7.375 20140515	45,000	48,506	49,152
BEAR STEARNS COSDTD 10/02/0 6.400% 10/02/17	35,000	39,962	42,589
BOSTON PROPERTIES LP 5.625 20201115	35,000	39,393	41,657
CCO HOLDINGS LLC 7.875 30-APR-2018	45,000	49,075	49,032
CHESAPEAKE ENERGDTD 02/02/0 9.500% 02/15/15	40,000	46,640	46,636
CONSTELLATION BRDTD 11/15/0 7.250% 05/15/17	35,000	41,013	41,537
FIRST HORIZON NADTD 12/20/1 5.375% 12/15/15	40,000	41,450	43,822
FORD MOTOR CREDIT CO 7 20131001	40,000	43,890	42,504
GENERAL ELEC CAP CORP 6.75 20320315	35,000	39,220	46,151
GOLDMAN SACHS GROUP INC 5.75 20161001	35,000	40,135	40,328
HANESBRANDS INC 8 20161215	20,000	21,610	22,021
HEALTH CARE REIT, INC. (DELAWARE) 4.7 15-SE	40,000	40,768	45,172
HEWLETT PACKARD CO CRP 02.1 2.125% 20150913	20,000	19,609	20,114
INTL LEASE FINANCE CORP 5.625 20130920	40,000	40,970	41,631
LIMITED INC DTD 07/17/0 6.900% 07/15/17	40,000	44,620	47,173
PEABODY ENERGY CDTD 10/12/0 7.375% 11/01/16	40,000	44,920	46,292
PETROBRAS INTL DTD 11/01/0 5.875% 03/01/18	40,000	42,753	46,580
REGIONS FINANCIAL CORP 7.75 20141110	25,000	25,119	27,994
REGIONS FINANCIAL CORP 7.75 20141110	15,000	16,515	16,797
ROYAL CARIBBEAN DTD 11/21/0 6.875% 12/01/13	40,000	43,200	41,979
SLM CORP 5.375 20130115	30,000	30,720	30,743
VALE OVERSEAS LIMITED 5.625 20190915	35,000	38,875	40,375
YUM BRANDS INC DTD 10/19/0 6.250% 03/15/18	25,000	28,341	30,853
YUM BRANDS INC DTD 10/19/0 6.250% 03/15/18	5,000	5,837	6,171
		919,189	955,479
Less Accrued Income:		-	(17,383)
		919,189	938,096

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 Boyd Watterson
 The Siragusa Foundation
 December 31, 2012

Summary of Account Holdings

Issue Name	Shares	Cost	Market Value
FANNIE MAE 4.900% 02/01/35	1,665	1,755	1,789
FANNIE MAE 4.900% 02/01/35	14	15	15
FANNIE MAE 5 20350601	42,576	45,183	46,652
FANNIE MAE 5.5 20340401	28,435	30,829	31,642
FANNIE MAE 6 20350401	38,686	42,738	43,599
FEDERAL HOME LN MTG CORP 1. 1.000% 20170929	50,000	50,194	50,653
FEDERAL HOME LN MTG CORP 1. 1.000% 20170929	30,000	30,351	30,392
FEDL HOME LN MTG DTD 03/27/09 3.750 03/27/19	40,000	46,375	46,628
FGLMC 30YR PL#Q08998 3.50% 20420601	75,123	79,674	80,331
FHLMC #G12578 5.50000% 02/0 5.500% 20220201	46,160	50,116	50,876
FNCI 15-YEAR PL#AJ7717 3.000% 20261201	103,601	107,961	109,691
FNCI POOL AE0375 4 20250701	54,981	56,197	59,990
FNCL POOL AE3049 4.5 2040090	58,326	61,001	64,082
FNMA #AI7778 4.00000% 07/01 4.000% 20410701	56,264	59,014	61,517
		661,402	677,860
U S TREAS BDS DTD 08/15/10 3.875%% 08/15/40	40,000	39,384	48,661
U S TREAS BDS DTD 08/15/10 3.875%% 08/15/40	20,000	23,072	24,330
U S TREAS BDS DTD 08/15/10 3.875%% 08/15/40	30,000	33,796	36,496
U S TREAS BDS DTD 08/15/10 3.875%% 08/15/40	10,000	11,872	12,165
U S TREAS BDS DTD 08/15/10 3.875%% 08/15/40	15,000	19,105	18,248
U S TREAS NTS DTD 02/15/09 2.750%% 02/15/19	40,000	41,594	44,706
U S TREAS NTS DTD 02/15/09 2.750%% 02/15/19	50,000	50,533	55,883
U S TREAS NTS DTD 02/15/09 2.750%% 02/15/19	5,000	5,451	5,588
U S TREAS NTS DTD 02/15/10 3.625%% 02/15/20	55,000	60,329	65,017
U S TREAS NTS DTD 05/15/12 1.750%% 05/15/22	50,000	50,792	50,547
U S TREAS NTS DTD 05/15/12 1.750%% 05/15/22	25,000	25,118	25,274
U S TREAS NTS DTD 11/15/10 2.625% 11/15/20	60,000	55,989	66,054
U S TREAS NTS DTD 11/15/10 2.625% 11/15/20	50,000	46,507	55,045
UNITED STATES TREAS NTS 4.2 0.250% 20171115	40,000	46,317	46,851
		509,859	554,865
Total:		2,122,650	2,203,022
Less Cash:		(32,200)	(32,200)
Total Securities:		2,090,450	2,170,821

FEIN 36-3100492
Delaware Investments
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name		Shares	Cost	Market Value
ABB LTD	ADR SPONSORED Total	1,234	22,844	25,655
AMCOR LIMITED-SPONS	ADR Total	405	7,055	13,573
ASTELLAS PHARMA INC	ADR Total	588	22,157	26,352
BANCO SANTANDER CEN	Total	1,692	11,720	13,824
BG PLC	ADR FNL INSTLLM Total	1,106	8,976	18,203
BP AMOCO PLC AD	Total	805	37,456	33,520
CANON INC ADR	Total	1,031	27,104	40,426
CARREFOUR SA	SPONSORED ADR Total	6,346	36,728	32,555
CASH	Total	329	32,938	32,938
DEUTSCHE TELEKO	Total	2,468	38,326	28,041
ENI SPA SPONSORED ADR	Total	507	21,645	24,914
FRANCE TELECOM	ADR SPONSORED Total	2,367	42,216	26,155
GDF SUEZ SPONS ADR	Total	511	16,335	10,493
GLAXO WELLCO AD	Total	766	33,082	33,741
IBERDROLA SA	SPON ADR Total	1,696	37,962	37,521
KAO CORP SPONSORED ADR	Total	1,217	31,305	31,655
KONINKLIJKE AHOLD N V	SPON ADR Total	2,196	28,293	29,343
NATIONAL GRID PLC	Total	397	19,099	23,142
NOVARTIS AG-ADR	Total	832	46,691	52,666
QBE INS GROUP LTD	SPONSORED ADR Total	784	10,181	8,872
REED ELSEVIER N V SPONS	ADR NEW Total	859	22,949	25,409
ROYAL DUTCH SHELL PLC	SPONS ADR A Total	329	15,247	22,685
RWE AKTIENG ADR	Total	867	33,722	35,709
SANOFI-SYNTHELABO	SPONSORED ADR Total	952	33,343	45,106
SEVEN & I HLDGS CO LTD	ADR Total	528	25,056	29,763
SINGAPORE TELECOMMUNICATIONS LTD	ADR NEW Total	828	17,972	22,369
SOC GENL-SP ADR	Total	1,564	11,198	11,688
TAIWAN SEMICONDUCTOR MFG CO	ADR SPONSORED Total	1,590	14,470	27,284
TAKEDA PHARMACEUTICAL CO LTD	SPONSORED ADR Total	1,625	39,262	36,225
TELEFONICA SA	Total	2,251	32,928	30,366
TESCO PLC	ADR SPONSORED Total	2,298	42,532	37,653
TEVA PHARMACEUTICAL INDS LTD	ADR Total	513	23,152	19,155
TOKIO MARINE HOLDINGS INC	Total	1,267	21,297	34,919
TOKYO ELECTRON LTD	ADR Total	1,322	15,849	15,040
TOTAL FINA S.A.	ADR Total	745	28,005	39,237
TOYOTA MOTOR CR	Total	298	20,021	27,789
UNILEVER PLC AD	Total	1,056	25,886	40,888
UNITED OVERSEAS BK LTD	ADR SPONSORED Total	634	12,871	20,564

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Delaware Investments
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name		Shares	Cost	Market Value
VINCI S A	ADR Total	2,454	29,054	29,085
VODAFONE GROUP INC	Total	1,013	23,410	26,033
ZURICH INSURANCE GROUP LTD SPONS	ADR Total	955	22,963	25,394
Total:			1,043,300	1,145,949
Less Cash:			(32,938)	(32,938)
Less Accrued Income:			-	(3,213)
Total Securities:			1,010,362	1,109,799

FEIN 36-3100492
Eagle Asset Management
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Summary of Account Holdings

Issue Name	Shares	Cost	Market Value
ACORDA THERAPEUTICS INC COM	163	4,205	4,052
ACORDA THERAPEUTICS INC COM	114	2,811	2,834
ANSYS INC COM	93	4,740	6,263
ARIAD PHARMACEUTICALS INC COM	16	237	307
ARIAD PHARMACEUTICALS INC COM	52	1,263	997
ARIAD PHARMACEUTICALS INC COM	211	3,139	4,047
ARIAD PHARMACEUTICALS INC COM	98	1,652	1,880
ARIAD PHARMACEUTICALS INC COM	106	1,718	2,033
ATLAS AIR WORLDWIDE HLDGS INCOM NEW	68	3,877	3,014
ATLAS AIR WORLDWIDE HLDGS INCOM NEW	2	94	89
ATLAS AIR WORLDWIDE HLDGS INCOM NEW	27	1,246	1,197
ATLAS AIR WORLDWIDE HLDGS INCOM NEW	5	252	222
ATLAS AIR WORLDWIDE HLDGS INCOM NEW	12	605	532
ATWOOD OCEANICS INC COM	19	828	870
ATWOOD OCEANICS INC COM	59	2,218	2,702
ATWOOD OCEANICS INC COM	3	135	137
ATWOOD OCEANICS INC COM	2	90	92
ATWOOD OCEANICS INC COM	17	746	778
BALLY TECHNOLOGIES INC COM	45	2,084	2,012
BALLY TECHNOLOGIES INC COM	43	2,101	1,923
BALLY TECHNOLOGIES INC COM	158	6,667	7,064
BALLY TECHNOLOGIES INC COM	17	561	760
BALLY TECHNOLOGIES INC COM	23	983	1,028
BIOMARIN PHARMACEUTICAL INC COM	103	2,800	5,068
BJ'S RESTAURANT INC	16	608	526
BJ'S RESTAURANT INC	100	3,803	3,290
BJ'S RESTAURANT INC	79	3,004	2,599
BJ'S RESTAURANT INC	35	1,517	1,152
BROADSOFT INC COM	69	2,728	2,507
BROADSOFT INC COM	14	471	509
BROADSOFT INC COM	30	1,219	1,090
BROADSOFT INC COM	6	186	218
BROADSOFT INC COM	13	518	472
BUFFALO WILD WINGS INC COM	8	683	583
BUFFALO WILD WINGS INC COM	98	7,435	7,136

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Issue Name	Shares	Cost	Market Value
CASH	269	26,879	26,879
CASH AMER INTL INC COM	116	4,290	4,602
CASH AMER INTL INC COM	35	1,568	1,388
CASH AMER INTL INC COM	17	746	674
CASH AMER INTL INC COM	8	308	317
CATAMARAN CORPORATION	13	663	612
CATAMARAN CORPORATION	17	492	809
CATAMARAN CORPORATION	29	833	1,369
CATAMARAN CORPORATION	22	644	1,058
CATAMARAN CORPORATION	4	117	187
CATAMARAN CORPORATION	22	663	1,058
CATAMARAN CORPORATION	32	840	1,493
CATAMARAN CORPORATION	8	326	373
CATAMARAN CORPORATION	25	1,069	1,182
CATAMARAN CORPORATION	18	879	854
CAVIUM INC COM	39	1,290	1,217
CAVIUM INC COM	75	2,645	2,341
CAVIUM INC COM	15	480	468
CAVIUM INC COM	88	2,936	2,746
CAVIUM INC COM	41	1,162	1,280
CHART INDS INC COM PAR \$0.01	66	4,279	4,401
CHEMTURA CORP COM NEW	38	645	808
CHEMTURA CORP COM NEW	46	787	978
CHEMTURA CORP COM NEW	181	3,037	3,848
CHICOS FAS INC COM	210	3,095	3,877
CHICOS FAS INC COM	46	709	849
CHICOS FAS INC COM	47	843	868
COGNEX CORP COM	22	781	809
COGNEX CORP COM	2	65	74
COGNEX CORP COM	39	1,519	1,435
COGNEX CORP COM	19	794	699
COGNEX CORP COM	70	2,105	2,575
COGNEX CORP COM	62	2,190	2,281
COHERENT INC	168	7,468	8,506
COHERENT INC	41	2,200	2,076

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Issue Name	Shares	Cost	Market Value
COHERENT INC	30	1,366	1,519
COLFAX CORP COM	31	1,129	1,251
COLFAX CORP COM	98	3,175	3,954
COLFAX CORP COM	197	6,196	7,949
COLFAX CORP COM	44	1,401	1,775
CONCUR TECHNOLOGIES INC COM	15	1,085	1,013
CONCUR TECHNOLOGIES INC COM	4	216	270
CONCUR TECHNOLOGIES INC COM	40	2,050	2,701
CONCUR TECHNOLOGIES INC COM	54	2,041	3,646
CUBIST PHARMACEUTICALS INC COM	65	2,322	2,733
CUBIST PHARMACEUTICALS INC COM	33	1,604	1,388
CUBIST PHARMACEUTICALS INC COM	13	545	547
CUBIST PHARMACEUTICALS INC COM	60	2,340	2,523
CUBIST PHARMACEUTICALS INC COM	31	1,232	1,304
DEL FRISCOS RESTAURANT GROUPCOM	221	2,893	3,445
DEL FRISCOS RESTAURANT GROUPCOM	24	375	374
DOMINOS PIZZA INC COM	9	341	392
DOMINOS PIZZA INC COM	107	3,640	4,660
DUFF & PHELPS CORP NEW CL A	46	624	719
DUFF & PHELPS CORP NEW CL A	27	422	422
DUFF & PHELPS CORP NEW CL A	47	729	734
DUFF & PHELPS CORP NEW CL A	11	126	172
DUFF & PHELPS CORP NEW CL A	174	2,653	2,718
ENSTAR GROUP LIMITED COM	40	4,298	4,479
EZCHIP SEMICONDUCTOR LIMITED ORD	135	3,957	4,464
EZCHIP SEMICONDUCTOR LIMITED ORD	7	234	231
EZCHIP SEMICONDUCTOR LIMITED ORD	25	1,107	827
EZCHIP SEMICONDUCTOR LIMITED ORD	22	716	728
EZCHIP SEMICONDUCTOR LIMITED ORD	79	2,357	2,613
FORTINET INC COM	39	911	820
FORTINET INC COM	261	5,275	5,486
FORTINET INC COM	222	4,469	4,666
FORTINET INC COM	117	2,039	2,459
FORTINET INC COM	110	2,336	2,312
FORTINET INC COM	81	2,213	1,703

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Issue Name		Shares	Cost	Market Value
FORTINET INC	COM	19	439	399
FRESH MKT INC	COM	131	5,011	6,300
FRESH MKT INC	COM	25	1,477	1,202
FRESH MKT INC	COM	10	449	481
FRESH MKT INC	COM	10	529	481
FRESH MKT INC	COM	54	2,284	2,597
FRESH MKT INC	COM	10	412	481
FUSION-IO INC	COM	15	416	344
FUSION-IO INC	COM	158	4,346	3,623
FUSION-IO INC	COM	102	2,862	2,339
FUSION-IO INC	COM	241	5,879	5,526
GENESCO INC		58	3,766	3,190
GENESCO INC		66	4,862	3,630
GENESCO INC		288	11,403	15,840
GEO GROUP INC		206	3,136	5,815
GEO GROUP INC		23	350	650
GEO GROUP INC		26	416	747
GEO GROUP INC		67	1,032	1,884
GEO GROUP INC		65	1,157	1,819
GEO GROUP INC		69	1,668	1,944
GEOSPACE TECHNOLOGIES CORP	COM	148	6,167	13,153
GEOSPACE TECHNOLOGIES CORP	COM	22	752	1,955
GEOSPACE TECHNOLOGIES CORP	COM	8	410	711
GLIMCHER RLTY TR	SH BEN INT	71	758	794
GLIMCHER RLTY TR	SH BEN INT	680	7,207	7,609
GULFPORT ENERGY CORP	COM NEW	81	2,292	3,096
GULFPORT ENERGY CORP	COM NEW	1	31	38
GULFPORT ENERGY CORP	COM NEW	49	1,435	1,873
GULFPORT ENERGY CORP	COM NEW	35	915	1,338
GULFPORT ENERGY CORP	COM NEW	3	101	115
GULFPORT ENERGY CORP	COM NEW	163	4,231	6,230
HERBALIFE LTD	COM USD SHS	18	940	593
HERBALIFE LTD	COM USD SHS	12	691	395
HERBALIFE LTD	COM USD SHS	19	1,342	626
HERBALIFE LTD	COM USD SHS	84	2,911	2,767

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Issue Name		Shares	Cost	Market Value
HEXCEL CORP NEW	COM	30	716	809
HEXCEL CORP NEW	COM	105	2,269	2,831
HEXCEL CORP NEW	COM	82	1,900	2,211
HEXCEL CORP NEW	COM	34	854	917
HEXCEL CORP NEW	COM	49	1,273	1,321
HUNTSMAN CORP COM		73	1,090	1,161
HUNTSMAN CORP COM		100	1,493	1,590
HUNTSMAN CORP COM		35	447	557
HUNTSMAN CORP COM		267	3,847	4,245
HUNTSMAN CORP COM		389	6,095	6,185
INTREPID POTASH INC		100	3,275	2,129
INTREPID POTASH INC		48	1,572	1,022
INTREPID POTASH INC		40	930	852
INTREPID POTASH INC		21	535	447
INTREPID POTASH INC		36	747	766
IPG PHOTONICS CORP	COM	50	2,424	3,333
IPG PHOTONICS CORP	COM	5	265	333
IPG PHOTONICS CORP	COM	27	1,508	1,800
IPG PHOTONICS CORP	COM	18	895	1,200
IPG PHOTONICS CORP	COM	45	2,435	2,999
JETBLUE AWYS CORP	COM	109	556	623
JETBLUE AWYS CORP	COM	70	407	400
JETBLUE AWYS CORP	COM	100	480	572
JETBLUE AWYS CORP	COM	55	264	315
JETBLUE AWYS CORP	COM	13	56	74
JETBLUE AWYS CORP	COM	413	2,878	2,362
JETBLUE AWYS CORP	COM	200	1,394	1,144
KRATON PERFORMANCE POLYMERS COM		139	5,259	3,340
KRATON PERFORMANCE POLYMERS COM		10	178	240
KRATON PERFORMANCE POLYMERS COM		51	1,324	1,226
KRATON PERFORMANCE POLYMERS COM		76	1,683	1,826
KRATON PERFORMANCE POLYMERS COM		7	197	168
LANDSTAR SYS INC	COM	19	911	997
LANDSTAR SYS INC	COM	3	132	157
LANDSTAR SYS INC	COM	14	718	734

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Issue Name	Shares	Cost	Market Value
LANDSTAR SYS INC COM	32	1,789	1,679
LANDSTAR SYS INC COM	107	4,233	5,613
LIQUIDITY SERVICES INC COM	114	4,381	4,658
LOUISIANA-PACIFIC CORP	699	7,087	13,505
LOUISIANA-PACIFIC CORP	281	3,065	5,429
LOUISIANA-PACIFIC CORP	83	1,075	1,604
LUFKIN INDS INC	42	1,999	2,441
LUFKIN INDS INC	196	10,766	11,393
LUFKIN INDS INC	40	2,082	2,325
LUFKIN INDS INC	10	735	581
MADDEN STEVEN LTD COM	39	1,670	1,649
MADDEN STEVEN LTD COM	18	735	761
MADDEN STEVEN LTD COM	54	2,283	2,283
MADDEN STEVEN LTD COM	178	5,395	7,524
MEDASSETS INC COM	31	737	520
MEDASSETS INC COM	39	927	654
MEDASSETS INC COM	35	863	587
MEDASSETS INC COM	30	725	503
MEDASSETS INC COM	9	217	151
MEDASSETS INC COM	40	705	671
MEDASSETS INC COM	23	452	386
MEDASSETS INC COM	69	1,221	1,157
MEDASSETS INC COM	71	930	1,191
MEDASSETS INC COM	119	2,255	1,996
MEDASSETS INC COM	40	422	671
MEDIDATA SOLUTIONS INC COM	10	171	392
MEDIDATA SOLUTIONS INC COM	101	2,427	3,957
MEDIDATA SOLUTIONS INC COM	25	612	980
MEDIDATA SOLUTIONS INC COM	56	1,324	2,194
MEDIDATA SOLUTIONS INC COM	110	2,298	4,310
MEDIDATA SOLUTIONS INC COM	56	2,212	2,194
MEDIDATA SOLUTIONS INC COM	35	752	1,371
MONSTER WORLDWIDE INC	169	1,340	950
MONSTER WORLDWIDE INC	221	2,041	1,242
MONSTER WORLDWIDE INC	210	1,597	1,180

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Issue Name	Shares	Cost	Market Value
MONSTER WORLDWIDE INC	149	1,086	837
MONSTER WORLDWIDE INC	408	3,549	2,293
MONSTER WORLDWIDE INC	265	2,702	1,489
MONSTER WORLDWIDE INC	36	299	202
MONSTER WORLDWIDE INC	191	1,623	1,073
MONSTER WORLDWIDE INC	186	4,293	1,045
MWI VETERINARY SUPPLY INC COM	5	545	550
MWI VETERINARY SUPPLY INC COM	34	2,448	3,740
MWI VETERINARY SUPPLY INC COM	11	981	1,210
MWI VETERINARY SUPPLY INC COM	1	77	110
NICE SYS LTD ADR SPONSORED	15	575	502
NICE SYS LTD ADR SPONSORED	16	547	536
NICE SYS LTD ADR SPONSORED	82	3,204	2,745
NORTHWEST PIPE CO COM	129	2,913	3,078
NORTHWEST PIPE CO COM	50	1,006	1,193
NORTHWEST PIPE CO COM	14	331	334
NORTHWEST PIPE CO COM	24	591	573
OASIS PETE INC NEW COM	93	2,113	2,957
OASIS PETE INC NEW COM	1	32	32
OASIS PETE INC NEW COM	84	2,617	2,671
OASIS PETE INC NEW COM	26	848	827
OASIS PETE INC NEW COM	51	1,555	1,622
OASIS PETE INC NEW COM	26	763	827
ONYX PHARMACEUTICALS INC COM	13	542	982
ONYX PHARMACEUTICALS INC COM	50	2,072	3,777
ONYX PHARMACEUTICALS INC COM	60	2,301	4,532
ONYX PHARMACEUTICALS INC COM	35	1,368	2,644
ONYX PHARMACEUTICALS INC COM	24	2,072	1,813
PACIFIC DRILLING SA LUXEMBOUREG SHS	285	3,112	2,690
PACIFIC DRILLING SA LUXEMBOUREG SHS	60	587	566
PACIFIC DRILLING SA LUXEMBOUREG SHS	60	596	566
PANTRY INC COM	57	723	691
PANTRY INC COM	38	561	461
PANTRY INC COM	261	3,180	3,166
PARAMETRIC TECHNOLOGY CORP COM NEW	192	4,306	4,322

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Issue Name		Shares	Cost	Market Value
PAREXEL INTL CORP	COM	24	756	710
PAREXEL INTL CORP	COM	35	719	1,036
PAREXEL INTL CORP	COM	5	104	148
PAREXEL INTL CORP	COM	36	958	1,065
PAREXEL INTL CORP	COM	115	2,430	3,403
PAREXEL INTL CORP	COM	56	1,338	1,657
PINNACLE ENTMT INC	COM	48	526	760
PINNACLE ENTMT INC	COM	46	471	728
PINNACLE ENTMT INC	COM	235	2,465	3,720
PINNACLE ENTMT INC	COM	34	418	538
PROASSURANCE CORP	COM	18	807	759
PROASSURANCE CORP	COM	80	3,566	3,375
PROASSURANCE CORP	COM	34	1,525	1,434
QLIK TECHNOLOGIES INC	COM	110	3,194	2,389
QLIK TECHNOLOGIES INC	COM	87	1,834	1,890
QLIK TECHNOLOGIES INC	COM	75	2,273	1,629
QLIK TECHNOLOGIES INC	COM	12	342	261
QLIK TECHNOLOGIES INC	COM	3	79	65
QLIK TECHNOLOGIES INC	COM	198	5,076	4,301
QUAKER CHEM CORP	COM	13	603	700
QUAKER CHEM CORP	COM	61	2,043	3,285
QUAKER CHEM CORP	COM	16	644	862
QUAKER CHEM CORP	COM	8	350	431
REGAL BELOIT CORP	COM	30	1,921	2,120
REGAL BELOIT CORP	COM	6	296	424
REGAL BELOIT CORP	COM	19	1,075	1,343
REGAL BELOIT CORP	COM	25	1,717	1,767
REGAL BELOIT CORP	COM	113	7,056	7,985
RIVERBED TECHNOLOGY INC	COM	4	110	79
RIVERBED TECHNOLOGY INC	COM	67	1,637	1,321
RIVERBED TECHNOLOGY INC	COM	60	2,148	1,177
RIVERBED TECHNOLOGY INC	COM	46	1,090	907
RIVERBED TECHNOLOGY INC	COM	17	339	345
RIVERBED TECHNOLOGY INC	COM	2	48	49
RIVERBED TECHNOLOGY INC	COM	8	151	153

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Issue Name		Shares	Cost	Market Value
RIVERBED TECHNOLOGY INC	COM	14	280	284
RIVERBED TECHNOLOGY INC	COM	9	177	181
RIVERBED TECHNOLOGY INC	COM	68	958	1,341
RIVERBED TECHNOLOGY INC	COM	44	620	868
RIVERBED TECHNOLOGY INC	COM	44	640	868
RIVERBED TECHNOLOGY INC	COM	152	2,432	2,997
RTI INTL METALS INC	COM	2	51	55
RTI INTL METALS INC	COM	84	2,685	2,315
RTI INTL METALS INC	COM	76	1,765	2,095
RTI INTL METALS INC	COM	29	668	799
RTI INTL METALS INC	COM	17	423	469
RTI INTL METALS INC	COM	17	384	469
RYLAND GROUP INC	COM	10	314	365
RYLAND GROUP INC	COM	80	2,619	2,920
RYLAND GROUP INC	COM	82	2,783	2,993
RYLAND GROUP INC	COM	179	5,939	6,534
SALIX PHARMACEUTICALS LTD	COM	28	1,148	1,133
SALIX PHARMACEUTICALS LTD	COM	73	3,252	2,954
SALIX PHARMACEUTICALS LTD	COM	65	2,152	2,631
SALIX PHARMACEUTICALS LTD	COM	34	1,601	1,376
SALIX PHARMACEUTICALS LTD	COM	26	1,243	1,052
SALIX PHARMACEUTICALS LTD	COM	1	33	40
SAPIENT CORP		107	1,291	1,130
SAPIENT CORP		4	49	42
SAPIENT CORP		203	2,379	2,144
SAPIENT CORP		74	800	781
SEATTLE GENETICS INC	COM	193	2,897	4,472
SEATTLE GENETICS INC	COM	19	511	440
SHFL ENTMT INC COM		462	5,183	6,699
SHFL ENTMT INC COM		21	217	305
SHFL ENTMT INC COM		125	2,077	1,813
SHFL ENTMT INC COM		71	1,125	1,030
SIRONA DENTAL SYSTEMS INC COM		61	1,663	3,932
SIRONA DENTAL SYSTEMS INC COM		109	4,317	7,026
SIRONA DENTAL SYSTEMS INC COM		50	2,484	3,223

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Issue Name	Shares	Cost	Market Value
SIRONA DENTAL SYSTEMS INC COM	27	1,576	1,740
SIRONA DENTAL SYSTEMS INC COM	21	1,017	1,354
SOTHEBY'S HLDGS	16	477	538
SOTHEBY'S HLDGS	16	477	538
SOTHEBY'S HLDGS	19	566	639
SOTHEBY'S HLDGS	20	596	672
SOTHEBY'S HLDGS	24	756	807
SOTHEBY'S HLDGS	16	510	538
SOTHEBY'S HLDGS	1	39	34
SOTHEBY'S HLDGS	20	610	672
SOTHEBY'S HLDGS	10	304	336
SOTHEBY'S HLDGS	28	944	941
SOTHEBY'S HLDGS	68	2,526	2,286
STIFEL FINL CORP COM	10	341	320
STIFEL FINL CORP COM	35	1,237	1,119
STIFEL FINL CORP COM	77	2,129	2,462
STIFEL FINL CORP COM	4	147	128
TANGER FACTORY OUTLET CTRS COM	30	962	1,026
TANGER FACTORY OUTLET CTRS COM	212	7,089	7,250
TERADYNE	87	1,218	1,469
TERADYNE	15	252	253
TERADYNE	1	14	17
TERADYNE	300	4,010	5,067
TERADYNE	108	1,783	1,824
TEREX CORP NEW COM	54	1,304	1,518
TEREX CORP NEW COM	135	3,017	3,795
TEREX CORP NEW COM	6	136	169
TEREX CORP NEW COM	17	357	478
TEREX CORP NEW COM	122	2,597	3,429
TEREX CORP NEW COM	56	1,267	1,574
TEXAS INDUSTRIES INC	106	4,355	5,407
THERMON GROUP HLDGS INC COM	20	491	451
THERMON GROUP HLDGS INC COM	154	3,770	3,470
THORATEC LABS CORP COM NEW	86	2,929	3,227
THORATEC LABS CORP COM NEW	63	2,407	2,364

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Issue Name		Shares	Cost	Market Value
THORATEC LABS CORP	COM NEW	14	498	525
THORATEC LABS CORP	COM NEW	53	976	1,989
THORATEC LABS CORP	COM NEW	16	295	600
THORATEC LABS CORP	COM NEW	16	295	600
TIBCO SOFTWARE INC		29	860	637
TIBCO SOFTWARE INC		18	375	396
TIBCO SOFTWARE INC		30	625	659
TIBCO SOFTWARE INC		200	4,166	4,396
TRIUMPH GROUP		163	7,177	10,644
TRIUMPH GROUP		28	1,754	1,828
TRIUMPH GROUP		38	2,340	2,481
TRIUMPH GROUP		28	1,677	1,828
TUMI HLDGS INC	COM	271	5,753	5,650
TWO HBRS INVT CORP	COM	218	2,391	2,535
TWO HBRS INVT CORP	COM	100	1,031	1,163
TWO HBRS INVT CORP	COM	3	31	35
TWO HBRS INVT CORP	COM	38	379	442
TWO HBRS INVT CORP	COM	93	1,114	1,082
TWO HBRS INVT CORP	COM	148	1,507	1,721
TWO HBRS INVT CORP	COM	199	1,990	2,314
UMB FINL CORP	COM	1	36	44
UMB FINL CORP	COM	18	884	789
UMB FINL CORP	COM	14	539	613
UMB FINL CORP	COM	4	178	175
UMB FINL CORP	COM	58	2,271	2,542
UNITED NAT FOODS INC	COM	15	667	804
UNITED NAT FOODS INC	COM	60	2,391	3,215
UNITED NAT FOODS INC	COM	59	2,370	3,162
UNITED NAT FOODS INC	COM	33	1,577	1,768
UNITED NAT FOODS INC	COM	22	1,291	1,179
UNITED THERAPEUTICS CORP DELCOM		67	3,159	3,579
UNITED THERAPEUTICS CORP DELCOM		29	1,689	1,549
UNITED THERAPEUTICS CORP DELCOM		16	783	855
UNITED THERAPEUTICS CORP DELCOM		43	1,789	2,297
UNITED THERAPEUTICS CORP DELCOM		57	2,301	3,045

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Issue Name		Shares	Cost	Market Value
UNITED THERAPEUTICS CORP DELCOM		56	2,256	2,992
UNIVERSAL ELECTRS INC	COM	164	4,597	3,173
UNIVERSAL ELECTRS INC	COM	33	615	639
UNIVERSAL ELECTRS INC	COM	107	1,705	2,070
UNIVERSAL ELECTRS INC	COM	43	807	832
UNIVERSAL ELECTRS INC	COM	15	281	290
US AIRWAYS		15	174	203
US AIRWAYS		325	3,799	4,388
USG CORP		42	942	1,179
USG CORP		202	3,375	5,670
USG CORP		224	3,888	6,288
VEECO INSTRS INC DEL	COM	28	811	826
VEECO INSTRS INC DEL	COM	38	1,166	1,121
VEECO INSTRS INC DEL	COM	8	200	236
VEECO INSTRS INC DEL	COM	11	268	324
VEECO INSTRS INC DEL	COM	118	5,577	3,480
VITAMIN SHOPPE INC	COM	265	7,936	15,200
VITAMIN SHOPPE INC	COM	49	2,277	2,811
VITAMIN SHOPPE INC	COM	42	1,835	2,409
VITAMIN SHOPPE INC	COM	15	872	860
WABCO HLDGS INC	COM	22	1,271	1,434
WABCO HLDGS INC	COM	112	5,973	7,301
WABCO HLDGS INC	COM	1	47	65
WABCO HLDGS INC	COM	12	625	782
WABCO HLDGS INC	COM	40	2,304	2,608
WASTE CONNECTIONS INC	COM	1	35	34
WASTE CONNECTIONS INC	COM	60	1,760	2,027
WASTE CONNECTIONS INC	COM	115	2,750	3,886
WASTE CONNECTIONS INC	COM	114	1,966	3,852
WASTE CONNECTIONS INC	COM	42	1,097	1,419
WASTE CONNECTIONS INC	COM	56	1,812	1,892
WASTE CONNECTIONS INC	COM	65	2,114	2,196
WEB COM GROUP INC	COM	36	640	533
WEB COM GROUP INC	COM	221	3,318	3,271
WELLCARE HEALTH PLANS INC	COM	28	1,572	1,363

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FEIN 36-3100492
Eagle Asset Management
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name	Shares	Cost	Market Value
WELLCARE HEALTH PLANS INC COM	132	7,431	6,427
WELLCARE HEALTH PLANS INC COM	58	3,533	2,824
ZILLOW INC CL A	121	4,182	3,358
Total:		778,159	874,706
Less Cash:		(26,879)	(26,879)
Less Accrued Income:		-	(551)
Total Securities:		751,280	847,276

FEIN 36-3100492
Emerging Markets Fund
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name	Shares	Cost	Market Value
OPPENHEIMER DEVELOPING MARKETS	14,543	500,000	513,234
OPPENHEIMER DEVELOPING MARKETS	7,573	250,000	267,268
OPPENHEIMER DEVELOPING MARKETS	3,010	100,000	106,231
Total:		850,000	886,733
Less Cash:		-	-
Total Securities:		850,000	886,733

FEIN 36-3100492
High Yield Bond Fund
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name		Shares	Cost	Market Value
FEDERATED INSTL TR	HI YIELD BD	81,711	800,000	832,634
CASH		50	5,017	5,017
		Total:	805,017	837,651
		Less Cash:	(5,017)	(5,017)
		Total Securities:	800,000	832,634

FEIN 36-3100492
Morgan Dempsey
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name	Shares	Cost	Market Value
APOGEE ENTRPRS Total	700	9,463	16,779
APTARGROUP INC COM Total	775	40,663	36,983
ASTEC INDS INC COM Total	240	8,545	8,006
ASTRONICS CORP COM Total	390	8,879	8,923
ATRION CORP COM Total	35	7,682	6,860
BADGER METER INC COM Total	145	5,450	6,874
BALCHEM CORP CL B Total	210	8,510	7,655
BAR HARBOR BANKSHARES COM Total	120	3,765	4,038
BIO-RAD LABORATORIES INC CL A Total	50	5,576	5,253
BUCKLE INC COM Total	190	8,753	8,482
CABELAS INC COM Total	185	6,008	7,724
CABOT MICROELECTRONICS CORP COM Total	260	10,332	9,233
CAL MAINE FOODS INC COM NEW Total	350	13,006	14,077
CASH Total	195	19,526	19,526
COLUMBUS MCKINNON CORP N Y COM Total	175	2,855	2,891
CPI AEROSTRUCTURES INC COM NEW Total	560	7,915	5,606
CUBIC CORP COM Total	255	12,601	12,232
DAWSON GEOPHYSICAL CO COM Total	165	5,923	4,353
DRIL-QUIP INC COM Total	200	14,040	14,610
EAGLE MATLS INC COM Total	165	4,123	9,669
ERIE INDY CO CL A Total	120	8,791	8,306
ESPEY MFG & ELECTRS CORP COM Total	235	5,957	5,922
FIRST LONG IS CORP COM Total	235	6,621	6,655
FLOWERS FOODS INC COM Total	840	18,380	19,547
FOSTER L B CO COM Total	730	23,766	31,711
GORMAN RUPP CO COM Total	1,360	43,738	40,569
GRAHAM CORP COM Total	405	7,904	7,898
GRANITE CONSTR INC COM Total	1,375	33,136	46,406
GULF IS FABRICATION INC COM Total	685	21,623	16,461
GULFMARK OFFSHORE INC CL A NEW Total	220	9,837	7,579
HARDINGE BROS INC COM Total	1,005	10,700	9,990
HARRIS TEETER SUPERMARKETS INC COM Total	455	19,065	17,613
HAWKINS INC COM Total	260	9,788	10,046
ICU MED INC COM Total	170	7,904	10,358
J & J SNACK FOODS CORP COM Total	690	36,329	44,079

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FEIN 36-3100492
Morgan Dempsey
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name	Shares	Cost	Market Value
JOHNSON OUTDOORS INC CL A Total	725	14,454	14,442
JOS A BANK CLOTHIERS INC COM Total	1,075	54,873	45,774
KBW INC COM Total	140	2,482	2,142
KIRBY CORP COM Total	125	7,356	7,736
KMG-B INC COM Total	570	9,913	10,015
KOSS CORP COM Total	680	3,988	3,230
LAKELAND INDS INC COM Total	1,225	9,927	6,076
LINCOLN ELECTRI Total	120	4,781	5,842
LSI INDS INC OHIO COM Total	510	3,924	3,575
LUFKIN INDS INC Total	235	15,851	13,661
MARCUS CORP Total	600	6,664	7,482
MARTEN TRANS LTD COM Total	260	5,350	4,781
MERIT MED SYS INC COM Total	775	11,783	10,773
MFRI INC COM Total	870	7,246	4,933
MINE SAFETY APPLIANCES CO Total	340	12,255	14,521
MKS INSTRS INC COM Total	350	9,187	9,023
MONARCH CASINO & RESORT INC COM Total	740	8,085	8,073
NATIONAL PRESTO INDS INC COM Total	270	25,394	18,657
OIL DRI CORP AMER COM Total	280	5,684	7,728
POWELL INDS INC COM Total	300	11,594	12,459
RPC INC COM Total	615	7,868	7,528
SANDERSON FARMS INC COM Total	170	8,212	8,084
SIFCO INDS INC COM Total	550	10,008	8,663
SPAN AMER MED SYS INC COM Total	670	10,791	12,006
STARRETT LS CO Total	270	3,446	2,619
STEPAN CHEMICAL CO Total	110	4,192	6,109
STURM RUGER & CO INC COM Total	1,130	36,398	51,302
SUN HYDRAULICS CORP COM Total	525	15,429	13,692
SYNALLOY CORP COM Total	900	10,467	12,879
TOOTSIE ROLL INDS INC COM Total	92	2,467	2,385
TWIN DISC INC COM Total	190	4,167	3,312
UNIT CORP COM Total	845	44,141	38,067
UTAH MED PRODS INC COM Total	910	25,850	32,806
VALUE LINE INC COM Total	95	1,241	852
WEIS MARKETS Total	310	12,983	12,143

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FEIN 36-3100492
Morgan Dempsey
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name		Shares	Cost	Market Value
WERNER ENTERPRISES INC	COM Total	305	7,412	6,609
ZEP INC	COM Total	230	4,065	3,321
Total:			907,081	926,211
Less Cash:			(19,526)	(19,526)
Less Accrued Income:			-	(195)
Total Securities:			887,555	906,490

FEIN 36-3100492
Pacific Income
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name	Shares	Cost	Market Value
CASH	145	14,548	14,548
AT&T INC DTD 02/03/0 5.800% 02/15/19	14,000	13,715	17,485
CONOCO INC 6.95 20290415	13,000	13,665	18,315
DEERE JOHN CAP DTD 06/29/1 2.800% 01/27/23	17,000	17,477	17,600
FREPORT MCMORANDTD 02/13/1 3.550% 03/01/22	18,000	17,813	18,065
GENERAL ELEC CAP CORP 5.875 20380114	15,000	10,791	18,503
GOLDMAN SACHS GRDTD 07/27/1 5.250% 07/27/21	16,000	15,966	18,599
JPMORGAN CHASE & CO 3.7 20150120	17,000	17,140	18,180
KRAFT FOODS INC DTD 05/22/0 6.125% 08/23/18	14,000	14,305	17,516
NBCUNIVERSAL MEDIA LLC 2.875 15-JAN-2023	18,000	18,031	18,200
PFIZER INC 6.2 20190315	5,000	5,671	6,411
PFIZER INC 6.2 20190315	9,000	10,207	11,540
TYCO INTERNATIONAL FINAN 3.375 20151015	17,000	17,051	18,154
TYSON FOODS INC DTD 06/13/1 4.500% 06/15/22	17,000	16,888	18,437
VERIZON COMMUNICATIONS 6.35 20190401	14,000	15,359	17,915
WALGREEN CO	18,000	18,197	18,320
WELLS FARGO & CODTD 03/08/1 3.500% 03/08/22	17,000	17,063	18,320
		239,339	271,560
Less Accrued Income:		-	(5,617)
		239,339	265,943
FEDL HOME LN MTGDTD 09/10/10 1.750 09/10/15	51,000	52,987	53,144
FEDL NATL MTG ASDTD 06/14/10 2.375 07/28/15	44,000	46,541	46,704
		99,528	99,848
U S TREAS BDS DTD 02/15/10 4.625%% 02/15/40	13,000	14,120	17,791
U S TREAS BDS DTD 08/15/98 5.500%% 08/15/28	2,000	2,364	2,868
U S TREAS BDS DTD 08/15/98 5.500%% 08/15/28	14,000	16,499	20,077
U S TREAS BDS DTD 08/15/98 5.500%% 08/15/28	1,000	1,179	1,434
U S TREAS NTS DTD 01/31/10 3.125%% 01/31/17	32,000	32,035	35,746
U S TREAS NTS DTD 02/28/11 2.125%% 02/29/16	14,000	14,880	14,863
U S TREAS NTS DTD 02/28/11 2.125%% 02/29/16	19,000	20,170	20,172
U S TREAS NTS DTD 05/15/10 3.500%% 05/15/20	45,000	45,408	52,450
U S TREAS NTS DTD 05/15/12 1.750%% 05/15/22	17,000	17,215	17,186

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FEIN 36-3100492
Pacific Income
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name	Shares	Cost	Market Value
U S TREAS NTS DTD 05/31/10 2.125%% 05/31/15	28,000	29,566	29,266
		193,437	211,854
Total:		546,852	592,192
Less Cash:		(14,548)	(14,548)
Total Securities:		532,305	577,645

FEIN 36-3100492
Schafer Cullen
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name	Shares	Cost	Market Value
3M COMPANY COM	560	41,822	51,996
3M COMPANY COM	430	37,238	39,926
A T & T INC (NEW)	1,850	52,173	62,364
A T & T INC (NEW)	1,300	37,474	43,823
ALTRIA GROUP INC COM	2,200	56,987	70,136
ALTRIA GROUP INC COM	1,450	34,590	46,226
ASTRAZENECA PLC	690	35,102	32,616
ASTRAZENECA PLC	1,710	74,186	80,832
BOEING COMPANY	670	41,540	50,491
BOEING COMPANY	530	35,137	39,941
BOEING COMPANY	100	6,988	7,536
CASH	3,222	322,249	322,249
CHEVRONTEXACO CORPORATION	430	34,937	46,500
CHEVRONTEXACO CORPORATION	620	55,813	67,047
CISCO SYSTEMS	3,830	73,401	75,257
CONOCOPHILLIPS COM	610	26,591	35,374
CONOCOPHILLIPS COM	940	45,264	54,511
CONOCOPHILLIPS COM	500	27,293	28,995
DIAGEO PLC-ADR	640	49,182	74,611
DIAGEO PLC-ADR	510	35,397	59,456
DOMINION RESOURCES INC	690	30,258	35,742
DOMINION RESOURCES INC	665	33,601	34,447
DUPONT	1,310	54,043	58,922
DUPONT	840	37,355	37,782
GENL ELECTRIC	4,000	61,325	84,720
GENL ELECTRIC	1,850	29,699	39,183
GENUINE PARTS	820	41,248	52,542
GENUINE PARTS	255	15,623	16,339
GENUINE PARTS	525	23,317	33,639
HCP INC	1,660	58,753	74,966
HCP INC	840	30,047	37,934
HEALTH CARE REIT INC COM	630	30,022	38,613
HEALTH CARE REIT INC COM	1,220	58,221	74,774
HEINZ H.J.	1,160	58,748	66,909
HEINZ H.J.	740	35,055	42,683

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FEIN 36-3100492
Schafer Cullen
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name	Shares	Cost	Market Value
HSBC HOLDING PLC ADR	1,720	66,742	91,280
HSBC HOLDING PLC ADR	580	29,988	30,781
INTEL CORP	1,600	30,119	32,992
INTEL CORP	2,450	54,031	50,519
INTEL CORP	1,150	26,307	23,713
JOHNSON & JOHNS	570	35,086	39,957
JOHNSON & JOHNS	1,080	67,592	75,708
JPMORGAN CHASE & CO.	445	18,230	19,566
JPMORGAN CHASE & CO.	1,505	68,736	66,174
KIMBERLY-CL	710	50,197	60,471
KIMBERLY-CL	540	35,222	45,992
KRAFT FOODS GROUP INC COM	400	12,838	18,388
KRAFT FOODS GROUP INC COM	616	21,849	28,318
LILLY ELI	1,880	68,739	92,722
LILLY ELI	970	35,151	47,840
MERCK & COMPANY	2,780	86,333	115,009
MICROSOFT CORP	840	20,034	22,436
MICROSOFT CORP	2,515	63,361	67,175
MICROSOFT CORP	495	13,575	13,221
MONDELEZ INTL INC COM	1,200	24,322	30,700
MONDELEZ INTL INC COM	1,850	41,438	47,329
NEXTERA ENERGY INC COM	1,250	67,693	86,488
NEXTERA ENERGY INC COM	650	35,076	44,974
PHILIP MORRIS INTL INC COM	540	29,870	45,625
PHILIP MORRIS INTL INC COM	860	55,245	72,661
RAYTHEON CO NEW COM	915	48,442	53,125
RAYTHEON CO NEW COM	1,045	55,210	60,673
ROYAL DUTCH SHELL PLC SPON ADR B	450	32,532	31,901
ROYAL DUTCH SHELL PLC SPON ADR B	1,000	62,346	70,890
ROYAL DUTCH SHELL PLC SPON ADR B	200	14,328	14,178
TRAVELERS COMPANIES INC	580	30,197	41,656
TRAVELERS COMPANIES INC	1,120	53,325	80,438
UNILEVER N.V.	1,000	29,668	38,300
UNILEVER N.V.	1,850	57,818	70,855
VERIZON COMMUNI	1,370	49,693	59,280

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FEIN 36-3100492
Schafer Cullen
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name	Shares	Cost	Market Value
VERIZON COMMUNI	1,150	37,900	49,761
VODAFONE GROUP INC	2,050	51,730	52,684
VODAFONE GROUP INC	1,500	38,062	38,549
Total:		3,339,703	3,951,405
Less Cash:		(322,249)	(322,249)
Less Accrued Income:		-	(10,508)
Total Securities:		3,017,454	3,618,647

FEIN 36-3100492
Tirschwell & Loewy
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name		Shares	Cost	Market Value
3M COMPANY	COM	2,500	185,929	232,125
ANALOG DEVICES		8,900	14,916	374,334
BIOGEN IDEC INC		20	70	2,927
BIOGEN IDEC INC		3,780	182,411	553,279
BROWN FORMAN CORP	CL B	4,000	130,701	253,000
BROWN FORMAN CORP	CL B	500	16,338	31,625
BROWN FORMAN CORP	CL B	1,500	51,564	94,875
CASH		895	89,463	89,463
CITRIX SYSTEMS		3,000	185,938	196,860
COCA COLA FEMSA		4,500	29,127	670,680
COGNEX CORP	COM	3,000	90,871	110,370
DANAHER CORP		3,000	164,136	167,700
GRUPO TELEVISA		4,400	26,898	116,952
GRUPO TELEVISA		4,000	23,585	106,320
HALOZYME THERAPEUTICS INC	COM	5,000	35,809	33,550
HALOZYME THERAPEUTICS INC	COM	10,000	81,985	67,100
HENRY SCHEIN IN		3,000	112,847	241,260
HENRY SCHEIN IN		1,000	53,209	80,420
HEWLETT-PACKARD		4,000	192,262	57,528
ISHARES MSCI BRAZIL INDEX FUND		2,000	99,060	112,138
ISHARES MSCI HONG KONG INDEX FUND		7,000	91,280	135,940
OCCIDENTAL PETROLEUM CORP		1,000	60,420	76,610
OCCIDENTAL PETROLEUM CORP		1,000	75,943	76,610
ROCKWELL COLLINS INC	COM	1,000	1,556	58,170
SCHLUMBERGER		2,000	99,955	139,147
SCHLUMBERGER		1,000	61,560	69,574
STATE STREET CR		1,000	45,168	47,250
STATE STREET CR		1,800	71,915	85,050
STATE STREET CR		500	19,976	23,625
STATE STREET CR		500	19,976	23,625
STATE STREET CR		200	7,987	9,450
STRATASYS LTD SHS		4,000	282,010	320,600
STRATASYS LTD SHS		2,000	156,050	160,300
SYNGENTA AG	ADR SPONSORED	2,000	105,154	161,600
SYNGENTA AG	ADR SPONSORED	1,000	43,740	80,800

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FEIN 36-3100492
Tirschwell & Loewy
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name		Shares	Cost	Market Value
TEVA PHARMACEUTICAL INDS LTDADR		2,500	132,873	93,350
TEVA PHARMACEUTICAL INDS LTDADR		1,000	53,138	37,340
TIFFANY & CO		3,700	150,626	213,342
VCA ANTECH INC	COM	1,000	28,303	21,050
VCA ANTECH INC	COM	1,000	27,028	21,050
VCA ANTECH INC	COM	4,000	104,184	84,200
VCA ANTECH INC	COM	1,000	27,318	21,050
VCA ANTECH INC	COM	800	16,646	16,840
VCA ANTECH INC	COM	200	4,160	4,210
VCA ANTECH INC	COM	700	15,108	14,735
VCA ANTECH INC	COM	700	15,108	14,735
VCA ANTECH INC	COM	200	4,317	4,210
VCA ANTECH INC	COM	100	2,158	2,105
VCA ANTECH INC	COM	100	2,158	2,105
VCA ANTECH INC	COM	100	2,158	2,105
VCA ANTECH INC	COM	100	2,158	2,105
Total:			3,183,373	5,615,389
Less Cash:			(89,463)	(89,463)
Less Accrued Income:			-	(3,755)
Total Securities:			3,093,910	5,522,171

FEIN 36-3100492
Wentworth, Hauser & Violich
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name		Shares	Cost	Market Value
AGRIUM INC	COM	225	18,676	22,584
AXA-SPON ADR		110	1,662	2,004
AXA-SPON ADR		440	8,585	8,017
BASF AG		250	9,937	23,750
BAT INDUST-ADR		35	3,711	3,544
BAT INDUST-ADR		100	5,434	10,125
BAT INDUST-ADR		100	5,434	10,125
BAT INDUST-ADR		50	2,718	5,063
BHP LTD	SPONSORED ADR	40	2,722	3,137
BHP LTD	SPONSORED ADR	575	6,465	45,092
BROOKFIELD ASSET MANAGEMENT INC		440	12,727	16,126
CAMERON INTRNATIONAL CORP		335	8,075	18,914
CANADIAN NAT RES LTD	COM	205	6,277	5,940
CANADIAN NAT RES LTD	COM	310	10,505	8,983
CANADIAN NAT RES LTD	COM	100	3,801	2,898
CANADIAN NAT RES LTD	COM	175	6,652	5,071
CANADIAN NATL RY CO	COM	225	9,015	20,477
CANADIAN NATL RY CO	COM	65	2,604	5,916
CANADIAN NATL RY CO	COM	100	4,007	9,101
CANADIAN PAC RY LTD	COM	305	14,499	31,102
CANADIAN PAC RY LTD	COM	75	3,759	7,648
CANADIAN PAC RY LTD	COM	10	600	1,020
CASH		589	58,899	58,899
CORE LABORATORIES N V	ORD	100	3,179	10,931
DIAGEO PLC-ADR		270	21,446	31,477
EATON CORP PLC SHS		15	808	840
EATON CORP PLC SHS		154	8,049	8,361
EATON CORP PLC SHS		54	2,829	2,938
EATON CORP PLC SHS		155	8,083	8,396
EATON CORP PLC SHS		10	553	542
INGERSOLL-RAND PLC	SHS	390	8,151	18,704
MANULIFE FINL CORP	COM	350	4,278	4,757
MANULIFE FINL CORP	COM	395	12,226	5,368
NABORS INDUSTRIES LTD	NEW COM	1,040	30,772	15,028
NABORS INDUSTRIES LTD	NEW COM	1,000	26,138	14,450
NABORS INDUSTRIES LTD	NEW COM	1,470	20,114	21,242
NESTLES SA ADR		700	13,852	45,619

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FEIN 36-3100492
Wentworth, Hauser & Violich
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name		Shares	Cost	Market Value
AGRIUM INC	COM	225	18,676	22,584
NOBLE CORPORATION BAAR	NAMEN -AKT	80	2,714	2,786
NOBLE CORPORATION BAAR	NAMEN -AKT	390	13,229	13,580
NOBLE CORPORATION BAAR	NAMEN -AKT	790	25,280	27,508
NOBLE CORPORATION BAAR	NAMEN -AKT	100	3,476	3,482
NOBLE CORPORATION BAAR	NAMEN -AKT	40	1,390	1,393
NOVARTIS AG-ADR		520	19,133	32,916
NOVARTIS AG-ADR		330	18,313	20,889
PARTNERRE LTD	COM	235	14,590	18,915
PARTNERRE LTD	COM	5	341	402
POTASH CORP SASK INC	COM	355	8,485	14,445
POTASH CORP SASK INC	COM	65	2,704	2,645
POTASH CORP SASK INC	COM	630	6,457	25,635
RIO TINTO ADR		160	7,498	9,294
RIO TINTO ADR		175	8,353	10,166
RIO TINTO ADR		600	25,099	34,854
RIO TINTO ADR		5	277	290
SCHLUMBERGER		175	11,653	12,175
SCHLUMBERGER		425	26,047	29,569
SUNCOR ENERGY INC		1,050	47,841	34,629
SUNCOR ENERGY INC		275	9,119	9,070
TALISMAN ENERGY INC	COM	430	7,774	4,872
TALISMAN ENERGY INC	COM	200	2,673	2,266
TECK COR B		285	10,086	10,360
TENARIS S A	SPONSORED ADR	430	16,493	18,026
TENARIS S A	SPONSORED ADR	520	18,501	21,798
TRANSOCEAN INC NEW F		591	54,835	26,394
TRANSOCEAN INC NEW F		260	11,732	11,612
TRANSOCEAN INC NEW F		109	10,899	4,868
UNILEVER N.V.		685	25,051	26,236
VALE S A ADR		165	1,970	3,458
VALE S A ADR		1,370	14,926	28,715
VALE S A ADR		255	4,504	5,345
WEATHERFORD INTERNATIONAL LTD		100	1,202	1,119
WEATHERFORD INTERNATIONAL LTD		625	7,513	6,994
WEATHERFORD INTERNATIONAL LTD		200	3,582	2,238
WEATHERFORD INTERNATIONAL LTD		50	895	560

continued on next page

FEIN 36-3100492
Wentworth, Hauser & Violich
The Siragusa Foundation
December 31, 2012

Summary of Account Holdings

Issue Name		Shares	Cost	Market Value
AGRIUM INC	COM	225	18,676	22,584
WEATHERFORD INTERNATIONAL LTD		100	1,791	1,119
WEATHERFORD INTERNATIONAL LTD		100	1,791	1,119
WEATHERFORD INTERNATIONAL LTD		580	13,885	6,490
WEATHERFORD INTERNATIONAL LTD		200	4,161	2,238
WEATHERFORD INTERNATIONAL LTD		1,220	25,399	13,652
Total:			858,905	1,018,304
Less Cash:			(58,899)	(58,899)
Less Accrued Income:			-	(497)
Total Securities:			800,006	958,909

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
CHAIR	799.	799.	0.
SOFTWARE	1,260.	1,260.	0.
OFFICE FURNITURE	16,341.	16,339.	2.
TELEPHONE EQUIP	699.	699.	0.
REFRIG & MICROWAVE	276.	273.	3.
OFFICE EQUIPMENT	5,785.	5,785.	0.
OFFICE FURNITURE	10,145.	10,145.	0.
FURNITURE & FIXT	6,475.	6,475.	0.
FURNITURE & FIXT	1,895.	1,895.	0.
COMPUTER SOFTWARE	1,503.	1,503.	0.
COMPUTER SOFTWARE	1,830.	1,830.	0.
COMPUTER & EQUIP	7,110.	7,110.	0.
COMPUTER & EQUIP	5,500.	5,500.	0.
COMPUTER SOFTWARE	2,000.	2,000.	0.
FURNITURE & FIXT	3,008.	2,006.	1,002.
FURNITURE & FIXT	3,008.	1,971.	1,037.
FURNITURE & FIXT	3,143.	2,021.	1,122.
FURNITURE & FIXT	10,134.	6,033.	4,101.
COMPUTER & EQUIP	1,164.	893.	271.
COMPUTER & EQUIP	312.	212.	100.
COMPUTER & EQUIP	6,699.	2,680.	4,019.
COMPUTER & EQUIP	6,000.	1,100.	4,900.
COMPUTER & EQUIP	3,473.	289.	3,184.
TOTAL TO FM 990-PF, PART II, LN 14	98,559.	78,818.	19,741.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PURCHASED INTEREST	4,144.	1,231.	1,231.
REDEMPTION RECEIVABLE	1,000,000.	2,693,695.	2,693,695.
TO FORM 990-PF, PART II, LINE 15	1,004,144.	2,694,926.	2,694,926.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALEXANDER C. SIRAGUSA THE SIRAGUSA FOUNDATION 1 EAST WACKER, SUITE 2910 CHICAGO, IL 60601-1474	DIRECTOR 0.16	 0.	 0.	 0.
ALISA PERROTTE THE SIRAGUSA FOUNDATION 1 EAST WACKER, SUITE 2910 CHICAGO, IL 60601-1474	DIRECTOR 0.16	 2,300.	 0.	 0.
CAITLYN R. HICKS THE SIRAGUSA FOUNDATION 1 EAST WACKER, SUITE 2910 CHICAGO, IL 60601-1474	DIRECTOR 0.16	 0.	 0.	 0.
IRENE PHELPS THE SIRAGUSA FOUNDATION 1 EAST WACKER, SUITE 2910 CHICAGO, IL 60601-1474	DIRECTOR 50.00	 137,500.	 16,500.	 0.
ISABEL K. KLEIN THE SIRAGUSA FOUNDATION 1 EAST WACKER, SUITE 2910 CHICAGO, IL 60601-1474	DIRECTOR 0.08	 0.	 0.	 0.
JAMES DURKAN THE SIRAGUSA FOUNDATION 1 EAST WACKER, SUITE 2910 CHICAGO, IL 60601-1474	DIRECTOR 0.16	 0.	 0.	 0.
JOHN E. HICKS, JR. THE SIRAGUSA FOUNDATION 1 EAST WACKER, SUITE 2910 CHICAGO, IL 60601-1474	CHAIR 0.25	 0.	 0.	 0.
JOHN R. SIRAGUSA III THE SIRAGUSA FOUNDATION 1 EAST WACKER, SUITE 2910 CHICAGO, IL 60601-1474	TREASURER 0.16	 0.	 0.	 0.
MARTHA P. SIRAGUSA THE SIRAGUSA FOUNDATION 1 EAST WACKER, SUITE 2910 CHICAGO, IL 60601-1474	DIRECTOR 0.16	 0.	 0.	 0.

THE SIRAGUSA FOUNDATION

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MELVYN H. SCHNEIDER THE SIRAGUSA FOUNDATION 1 EAST WACKER, SUITE 2910 CHICAGO, IL 60601-1474	DIRECTOR	0.16	0.	0.	0.
ROSS D. SIRAGUSA, III THE SIRAGUSA FOUNDATION 1 EAST WACKER, SUITE 2910 CHICAGO, IL 60601-1474	DIRECTOR	0.16	0.	0.	0.
SINCLAIR C. SIRAGUSA THE SIRAGUSA FOUNDATION 1 EAST WACKER, SUITE 2910 CHICAGO, IL 60601-1474	SECRETARY	0.16	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII			139,800.	16,500.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

IRENE PHELPS
1 EAST WACKER, SUITE 2910
CHICAGO, IL 60601-1474

TELEPHONE NUMBER

(312)755-0064

FORM AND CONTENT OF APPLICATIONS

THE SIRAGUSA FOUNDATION IS CURRENTLY NOT ACCEPTING UNSOLICITED PROPOSALS.
PLEASE VISIT THE WEBSITE AT WWW.SIRAGUSA.ORG FOR MORE INFORMATION.

ANY SUBMISSION DEADLINES

THE FOUNDATION IS NOT ACCEPTING UNSOLICITED PROPOSALS. PLEASE VISIT THE
WEBSITE FOR MORE INFORMATION.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THERE ARE NO RESTRICTIONS OR LIMITS OTHER THAN GEOGRAPHIC PREFERENCE GIVEN
TO THE MIDWEST AND THE CHICAGO METRO AREA AND ORGANIZATIONS MUST BE
CHARITABLE AS QUALIFIED UNDER IRC SECTION 170(C). THE FOUNDATION SUPPORTS
ORGANIZATIONS IN THE AREAS OF ARTS & CULTURE, EDUCATION, THE ENVIRONMENT,
HEALTH SERVICES & MEDICAL RESEARCH, AND HUMAN SERVICES. THE FOUNDATION IS
PRIMARILY INTERESTED IN GRANTS TOWARDS BOTH SPECIFIC PROGRAMS AND GENERAL
OPERATING EXPENSES. THE FOUNDATION TYPICALLY DOES NOT SUPPORT CAPITAL
EXPENDITURES OR ENDOWMENTS, INDIVIDUALS OR POLITICAL ADVOCACY. GRANTS ARE
GIVEN PRIMARILY TO ORGANIZATIONS IN THE METROPOLITAN CHICAGO AREA. ALL
POTENTIAL GRANTEEES MUST BE QUALIFIED AS TAX EXEMPT UNDER IRS CODE
501(C)(3).

The Siragusa Foundation
2012 Grants List without Matching Gifts
Form 990 PF, Part XV
For the Year Ended December 31, 2012
FEIN: 36-3100492

Organization Name	Organization Address	Grant Amount
3Arts, Inc.	180 N. Michigan Ave., #305 Chicago, IL 60601	15,000
A Safe Haven Foundation	2750 West Roosevelt Road Chicago, IL 60608	10,000
Adler Planetarium & Astronomy Museum	1300 South Lake Shore Drive Chicago, IL 60605	7,500
AIDS Foundation of Chicago	200 W. Jackson, Suite 2200 Chicago, IL 60606	5,000
Alliance for the Great Lakes	17 N. State Street, Suite 1390 Chicago, IL 60602	5,000
Alzheimer's Association, Inc.	8430 West Bryn Mawr, Ste. 800 Chicago, IL 60631	2,500
American Brain Tumor Association	8550 W. Bryn Mawr, Ste 550 Chicago, IL 60631	5,000
American Indian College Fund	8333 Greenwood Blvd. Denver, CO 80221-4488	15,000
The Art Institute of Chicago	111 South Michigan Avenue Chicago, IL 60603-6404	7,500
The Art Institute of Chicago	111 South Michigan Avenue Chicago, IL 60603-6404	20,000
Art Resources in Teaching	11 East Adams, Suite 1600 Chicago, IL 60603	5,000
Arts & Business Council of Chicago	70 East Lake, Suite 1200 Chicago, IL 60601-5907	5,000
The Associated Colleges of Illinois	70 E. Lake St., #1418 Chicago, IL 60601	10,000
Association of Small Foundations	1720 N Street, NW Washington, DC 20036	2,500
The Big Shoulders Fund	309 W. Washington, Suite 550 Chicago, IL 60606	5,000
Boys & Girls Clubs of Chicago	550 W. Van Buren Street, Suite 350 Chicago, IL 60607	5,000
Boys Hope Girls Hope	1100 N. Laramie Avenue Wilmette, IL 60091	7,500
Breakthrough Sacramento	2636 Latham Drive Sacramento, CA 95864	10,000
BUILD	1223 North Milwaukee Avenue Chicago, IL 60642	5,000
Cabrini Connections	800 West Huron Chicago, IL 60642	5,000
Career Resource Center, Inc.	40 East Old Mill Road, Suite 105 Lake Forest, Ill 60045	5,000
Catholic Theological Union	5401 S. Cornell Avenue Chicago, IL 60615-5698	5,000
The Center for Disability and Elder Law	79 W. Monroe St., Ste 919 Chicago, IL 60603	5,000
Chatham Hall	800 Chatham Hall Circle Chatham, VA 24531-3085	5,000

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Organization Name	Organization Address	Grant Amount
Chicago Botanic Garden	1000 Lake Cook Road Glencoe, IL 60022	10,000
Chicago Children's Choir	78 E Washington St, 5th Floor Chicago, IL 60602-4801	5,000
The Chicago Lighthouse	1850 West Roosevelt Road Chicago, IL 60608-1298	5,000
Chicago Opera Theater	70 East Lake Street, Suite 815 Chicago, IL 60601	5,000
Chicago Shakespeare Theater	800 East Grand Avenue on Navy Pier Chicago, IL 60611	5,000
Chicago Sinfonietta	70 East Lake Street, Suite 226 Chicago, IL 60601	5,000
Chicago Symphony Orchestra	220 South Michigan Avenue Chicago, IL 60604	5,000
Chicago Volunteer Legal Services Foundation	100 N. LaSalle Street, Suite 900 Chicago, IL 60602	5,000
Chicago Women in Philanthropy	216 W. Jackson Blvd., Suite 625 Chicago, IL 60606	500
Children's Home & Aid Society of Illinois	125 South Wacker Drive, 14th Floor Chicago, IL 60606	5,000
Children's Hospital of Chicago Foundation (Lurie)	2300 Children's Plaza, Box 4 Chicago, IL 60614	200,000
Children's Hospital of Chicago Foundation (Lurie)	2300 Children's Plaza, Box 4 Chicago, IL 60614	7,500
Christ the King Jesuit College Preparatory School	5088 West Jackson Blvd. Chicago, IL 60644	5,000
Connections for Abused Women and their Children	1116 N. Kedzie, 5th Floor Chicago, IL 60651	7,500
Court Appointed Special Advocates of Cook County	910 West Van Buren PO Box #339	5,000
The Cove School	350 Lee Road Northbrook, IL 60062-1521	7,500
The Cradle	2049 Ridge Avenue Evanston, IL 60201-2713	10,000
Cristo Rey Jesuit High School	1852 West 22nd Place Chicago, IL 60608	5,000
Donors Forum	208 S. LaSalle, Suite 1540 Chicago, IL 60604	3,500
Donors Forum	208 S. LaSalle, Suite 1540 Chicago, IL 60604	46
Donors Forum	208 S. LaSalle, Suite 1540 Chicago, IL 60604	2,105
Elmhurst College	190 Prospect Avenue Elmhurst, IL 60126-3296	20,000
The Emergency Fund	651 W. Washington, Suite 504 Chicago, IL 60661	7,500
Exceptional Children's Foundation	8740 Washington Blvd Culver City, CA 90232	7,500

The Siragusa Foundation
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Organization Name	Organization Address	Grant Amount
Executive Service Corps of Chicago	25 East Washington, Suite 1500 Chicago, IL 60602-1804	55
Executive Service Corps of Chicago	25 East Washington, Suite 1500 Chicago, IL 60602-1804	5,000
The Field Museum	1400 South Lake Shore Drive Chicago, IL 60605-2496	7,500
Foundation for Hearing and Speech Rehabilitation	2423 West Bertau Chicago, IL 60618	5,000
Friends of the Chicago River	28 East Jackson, Suite 1800 Chicago, IL 60604-2272	7,500
The Goodman Theatre	170 North Dearborn Street Chicago, IL 60601-3205	5,000
Greater Chicago Food Depository	4100 West Ann Lurie Place Chicago, IL 60632	10,000
The Hadley School for the Blind	700 Elm Street P. O. Box 299	5,000
HarborQuest, Inc.	14 E. Jackson Blvd , Suite 1210 Chicago, IL 60604	7,500
Harris Theater for Music and Dance	205 East Randolph Dr. Chicago, IL 60601	5,000
Healthy Schools Campaign	175 N. Franklin, Suite 300 Chicago, IL 60606	5,000
Heartland Health Outreach	Resource Development 5543 N Broadway Ave.	5,000
Hispanic Scholarship Fund	Main Office 55 Second Street, Suite 1500	5,750
Holy Name Cathedral	730 North Wabash Avenue Chicago, IL 60611	7,500
Housing Opportunities and Maintenance for the Elderly	1419 W Carroll Ave., Flr 2 Chicago, IL 60607	7,500
Howard Brown Health Center	4025 North Sheridan Road Chicago, IL 60613	5,000
Hubbard Street Dance Company	1147 West Jackson Boulevard Chicago, IL 60607-2905	5,000
Illinois Wesleyan University	Post Office Box 2900 Bloomington, IL 61702-2900	20,000
Infant Welfare Society of Chicago	3600 West Fullerton Chicago, IL 60647	5,000
The Joffrey Ballet of Chicago	10 East Randolph Street Chicago, IL 60601	7,500
John G. Shedd Aquarium	1200 S Lake Shore Drive Chicago, IL 60605	20,000
John G. Shedd Aquarium	1200 S Lake Shore Drive Chicago, IL 60605	7,500
Juvenile Protective Association	1707 North Halsted Street Chicago, IL 60614	5,000
Keshet	617 Landwehr Rd Northbrook, IL 60062	5,000

The Siragusa Foundation
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Organization Name	Organization Address	Grant Amount
Ladder Up	233 S. Wacker #9100 Chicago, IL 60606-6332	5,000
Lake Forest Country Day School	145 South Green Bay Road Lake Forest, IL 60045	5,000
Lincoln Park Zoo	2001 North Clark Street Chicago, IL 60614	7,500
Lincoln Park Zoo	2001 North Clark Street Chicago, IL 60614	20,000
Literature for All of Us	2010 Dewey Avenue, 2nd Floor Evanston, IL 60201	2,500
Little Brothers Friends of the Elderly	355 North Ashland Avenue Chicago, IL 60607-1019	5,000
Little Sisters of the Poor	2325 North Lakewood Avenue Chicago, IL 60614-3193	5,000
Lookingglass Theater Company	875 N. Michigan Ave., Suite 2200 Chicago, IL 60611	5,000
Loyola Academy	1100 Laramie Avenue Wilmette, IL 60091-1089	10,000
Loyola University Chicago	Water Tower Campus 820 North Michigan Avenue, Suite 1512	15,000
Lyric Opera of Chicago	20 North Wacker Drive, Suite 860 Chicago, IL 60606	7,500
Marillac Social Center	212 South Francisco Ave Chicago, IL 60612	5,000
Mayo Foundation	200 First Street SW Rochester, MN 55905	15,000
Mercy Home for Boys & Girls	1140 W. Jackson Boulevard Chicago, IL 60607	5,000
Mercy Housing Lakefront	120 S. LaSalle, Suite 1850 Chicago, IL 60603	5,000
Merit School of Music	Joy Faith Knapp Music Center 38 South Peoria	7,500
Midtown Educational Foundation	718 South Loomis Street Chicago, IL 60607	5,000
Miss Hall's School	492 Holmes Road Pittsfield, MA 01202-1166	5,000
Museum of Contemporary Art	220 E. Chicago Avenue Chicago, IL 60611	5,000
Music Institute of Chicago	517 Green Bay Road Wilmette, IL 60091	5,000
National Center for Family Philanthropy	1101 Connecticut Avenue, NW, Suite 220 Washington, DC 20036	1,000
Neighborhood Writing Alliance	1313 East 60th Street, Suite 238 Chicago, Ill 60637	5,000
Neumann Family Services	5547 North Ravenswood Street Chicago, IL 60640-1199	5,000
The Newberry Library	60 West Walton Street Chicago, IL 60610-3380	20,000

The Siragusa Foundation
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Organization Name	Organization Address	Grant Amount
The Newberry Library	60 West Walton Street Chicago, IL 60610-3380	7,500
The Night Ministry	4711 North Ravenswood Avenue Chicago, IL 60640-4407 Galter Pavilion	5,000
The Northwestern Memorial Foundation	251 East Huron Street, Suite 3-200 Office of Foundation Relations	32,000
Northwestern University	2020 Ridge Ave Donald P. Jacobs Center	20,000
Northwestern University Kellogg School of Management	2001 Sheridan Road 1400 W Augusta Blvd	5,000
Northwestern University Settlement Association	Chicago, IL 60642-3939	5,000
Openlands	25 East Washington Street, Suite 1650 Chicago, Ill 60602-1708	115
Openlands	25 East Washington Street, Suite 1650 Chicago, Ill 60602-1708	7,500
Project Exploration	950 East 61st Street Chicago, IL 60637	5,000
Rehabilitation Institute of Chicago	345 East Superior Street, Suite 0-814 Chicago, IL 60611	5,000
The Renaissance Society	5811 South Ellis Avenue Chicago, IL 60637	5,000
Resurrection Development Foundation	2913 N. Commonwealth, Suite 431 Chicago, IL 60657	7,500
Roosevelt University	Office of Institutional Advancement 430 South Michigan Avenue, 827 600 South Paulina St., Suite 440	20,000
Rush University College of Nursing	Chicago, IL 60612	10,000
Sacred Heart Schools	6250 N. Sheridan Road Chicago, IL 60660-1799	750
The Salvation Army	5040 N. Pulaski Road Chicago, IL 60630-2788	7,500
The School of the Art Institute of Chicago	37 South Wabash Avenue Chicago, IL 60603	20,000
SHORE Community Services, Inc.	4232 Dempster Street Skokie, IL 60076	7,500
Silk Road Rising	680 S Federal Street, Suite 301 Chicago, IL 60605	5,000
Sit Stay Read!	3425 N. Milwaukee Ave Chicago, IL 60641	2,000
St. Ignatius College Prep	1076 West Roosevelt Road Chicago, IL 60608-1594	10,000
St. Vincent DePaul Center	2145 N Halsted St. Chicago, IL 60614-4366	5,000
Steppenwolf Theatre Company	758 W. North Ave., 4th Floor Chicago, IL 60610	5,000
Sunlight African Community Center	4538 N. Broadway Chicago, IL 60640	5,000

The Siragusa Foundation
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Organization Name	Organization Address	Grant Amount
Taproot Foundation	205 W. Randolph St., Suite 1220 Chicago, IL 60606	6,000
Teach for America	300 West Adams St., Suite 1000 Chicago, IL 60606	7,500
The Trust for Public Land	Chicago Area Office 120 South LaSalle St., #2000 4028 West Irving Park Road	7,500
Tuesday's Child	Chicago, IL 60641 2935 W Polk, Rm 116	7,500
Umoja Student Development Corporation	Chicago, IL 60612 105 W. Adams Street, Suite 2400	7,500
The United Negro College Fund	Chicago, IL 60603 333 S. Wabash Ave., 16th Floor	20,000
United Service Organizations of Illinois, Inc.	Chicago, IL 60604 5801 South Ellis Avenue	5,000
The University of Chicago	Chicago, IL 60637 205 W. Randolph St., Suite 1700	20,000
Urban Gateways	Chicago, IL 60606-1814 53 West Jackson Boulevard, ste 1015	3,000
The Wetlands Initiative	Chicago, IL 60604-3703 760 East Westleigh Road	7,500
Woodlands Academy of the Sacred Heart	Lake Forest, IL 60045-3298 801 North Dearborn	10,000
YMCA of Metropolitan Chicago	Chicago, IL 60610	5,000
Total 2012 Grants List without Matching Gifts:		<u>1,164,321</u>

The Siragusa Foundation
2013 Grants Approved for Future Payment
Form 990 PF, Part XV
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Organization Name	Organization Address	Grant Amount
3Arts, Inc.	180 N. Michigan Ave., #305 Chicago, IL 60601	15,000
A Safe Haven Foundation	2750 West Roosevelt Road Chicago, IL 60608	10,000
Adler Planetarium & Astronomy Museum	1300 South Lake Shore Drive Chicago, IL 60605	10,000
AIDS Foundation of Chicago	200 W. Jackson, Suite 2200 Chicago, IL 60606	7,500
Albany Park Theater Project	5100 North Ridgeway Avenue Chicago, IL 60625	5,000
Alliance for the Great Lakes	17 N. State Street, Suite 1390 Chicago, IL 60602	7,500
Alzheimer's Association, Inc.	8430 West Bryn Mawr, Ste. 800 Chicago, IL 60631	2,500
American Brain Tumor Association	8550 W. Bryn Mawr, Ste. 550 Chicago, IL 60631	5,000
American Indian College Fund	8333 Greenwood Blvd. Denver, CO 80221-4488	15,000
The Art Institute of Chicago	111 South Michigan Avenue Chicago, IL 60603-6404	7,500
The Art Institute of Chicago	111 South Michigan Avenue Chicago, IL 60603-6404	20,000
Arts & Business Council of Chicago	70 East Lake, Suite 1200 Chicago, IL 60601-5907	5,000
The Associated Colleges of Illinois	70 E. Lake St., #1418 Chicago, IL 60601	10,000
Association of Small Foundations	1720 N Street, NW Washington,, DC 20036	2,500
The Big Shoulders Fund	309 W. Washington, Suite 550 Chicago, IL 60606	5,000
Boys & Girls Clubs of Chicago	550 W. Van Buren Street, Suite 350 Chicago, IL 60607	5,000
Boys Hope Girls Hope	1100 N. Laramie Avenue Wilmette, IL 60091	7,500
Breakthrough Sacramento	2636 Latham Drive Sacramento, CA 95864	10,000
BUILD	1223 North Milwaukee Avenue Chicago, IL 60642	7,500
Cabrini Connections	800 West Huron Chicago, IL 60642	5,000
Career Resource Center, Inc.	40 East Old Mill Road, Suite 105 Lake Forest, Ill 60045	5,000
Catholic Theological Union	5401 S. Cornell Avenue Chicago, IL 60615-5698	5,000
CeaseFire Illinois	1603 W. Taylor St. Chicago, IL 60612	5,000

The Siragusa Foundation
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Organization Name	Organization Address	Grant Amount
The Center for Disability and Elder Law	79 W. Monroe St., Ste 919 Chicago, IL 60603	5,000
Chicago Botanic Garden	1000 Lake Cook Road Glencoe, IL 60022	10,000
Chicago Children's Choir	78 E Washington St, 5th Floor Chicago, IL 60602-4801	5,000
The Chicago High School for the Arts	521 E 35th St. Chicago, IL 60616	7,000
Chicago History Museum	1601 N Clark St Chicago, IL 60614	5,000
The Chicago Lighthouse	1850 West Roosevelt Road Chicago, IL 60608-1298	5,000
Chicago Opera Theater	70 East Lake Street, Suite 815 Chicago, Ill 60601	5,000
Chicago Shakespeare Theater	800 East Grand Avenue on Navy Pier Chicago, IL 60611	5,000
Chicago Sinfonietta	70 East Lake Street, Suite 226 Chicago, IL 60601	5,000
Chicago Symphony Orchestra	220 South Michigan Avenue Chicago, IL 60604	7,500
Chicago Volunteer Legal Services Foundation	100 N LaSalle Street, Suite 900 Chicago, IL 60602	5,000
Chicago Women in Philanthropy	216 W. Jackson Blvd., Suite 625 Chicago, IL 60606	500
Children's Home & Aid Society of Illinois	125 South Wacker Drive, 14th Floor Chicago, IL 60606	7,500
Children's Hospital of Chicago Foundation (Lurie)	2300 Children's Plaza, Box 4 Chicago, IL 60614	10,000
Christ the King Jesuit College Preparatory School	5088 West Jackson Blvd. Chicago, IL 60644	5,000
Connections for Abused Women and their Children	1116 N. Kedzie, 5th Floor Chicago, IL 60651	7,500
Court Appointed Special Advocates of Cook County	910 West Van Buren PO Box #339	5,000
The Cove School	350 Lee Road Northbrook, IL 60062-1521	7,500
The Cradle	2049 Ridge Avenue Evanston, IL 60201-2713	10,000
Cristo Rey Jesuit High School	1852 West 22nd Place Chicago, IL 60608	5,000
Donors Forum	208 S. LaSalle, Suite 1540 Chicago, IL 60604	3,500
Donors Forum	208 S LaSalle, Suite 1540 Chicago, IL 60604	2,500
Elmhurst College	190 Prospect Avenue Elmhurst, IL 60126-3296	20,000

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Organization Name	Organization Address	Grant Amount
The Emergency Fund	651 W. Washington, Suite 504 Chicago, IL 60661	7,500
Exceptional Children's Foundation	8740 Washington Blvd Culver City, CA 90232	7,500
Executive Service Corps of Chicago	25 East Washington, Suite 1500 Chicago, IL 60602-1804	5,000
The Field Museum	1400 South Lake Shore Drive Chicago, IL 60605-2496	10,000
Foundation for Hearing and Speech Rehabilitation	2423 West Bertau Chicago, IL 60618	5,000
Friends of the Chicago River	28 East Jackson, Suite 1800 Chicago, IL 60604-2272	7,500
The Goodman Theatre	170 North Dearborn Street Chicago, IL 60601-3205	7,500
Greater Chicago Food Depository	4100 West Ann Lurie Place Chicago, IL 60632	10,000
Grow Your Own Illinois	1542 W. 79th Chicago, IL 60620	5,000
The Hadley School for the Blind	700 Elm Street P. O. Box 299	7,500
HarborQuest, Inc.	14 E. Jackson Blvd., Suite 1210 Chicago, IL 60604	7,500
Harris Theater for Music and Dance	205 East Randolph Dr. Chicago, IL 60601	7,500
Healthy Schools Campaign	175 N. Franklin, Suite 300 Chicago, IL 60606	7,500
Heartland Health Outreach	Resource Development 5543 N. Broadway Ave.	5,000
Hispanic Scholarship Fund	Main Office 55 Second Street, Suite 1500	5,750
Holy Name Cathedral	730 North Wabash Avenue Chicago, IL 60611	7,500
Housing Opportunities and Maintenance for the Elderly	1419 W. Carroll Ave., Flr 2 Chicago, IL 60607	7,500
Howard Brown Health Center	4025 North Sheridan Road Chicago, IL 60613	5,000
Hubbard Street Dance Company	1147 West Jackson Boulevard Chicago, IL 60607-2905	7,500
Illinois Wesleyan University	Post Office Box 2900 Bloomington, IL 61702-2900	20,000
Infant Welfare Society of Chicago	3600 West Fullerton Chicago, IL 60647	7,500
The Joffrey Ballet of Chicago	10 East Randolph Street Chicago, IL 60601	7,500
John G. Shedd Aquarium	1200 S. Lake Shore Drive Chicago, IL 60605	20,000

The Siragusa Foundation
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Organization Name	Organization Address	Grant Amount
John G. Shedd Aquarium	1200 S. Lake Shore Drive Chicago, IL 60605	7,500
Juvenile Protective Association	1707 North Halsted Street Chicago, IL 60614	7,500
Keshet	617 Landwehr Rd Northbrook, IL 60062	5,000
Ladder Up	233 S. Wacker #9100 Chicago, IL 60606-6332	5,000
Lincoln Park Zoo	2001 North Clark Street Chicago, IL 60614	20,000
Lincoln Park Zoo	2001 North Clark Street Chicago, IL 60614	7,500
Literature for All of Us	2010 Dewey Avenue, 2nd Floor Evanston, IL 60201	2,500
Little Brothers Friends of the Elderly	355 North Ashland Avenue Chicago, IL 60607-1019	5,000
Little Sisters of the Poor	2325 North Lakewood Avenue Chicago, IL 60614-3193	7,500
Lookingglass Theater Company	875 N. Michigan Ave , Suite 2200 Chicago, IL 60611	7,500
Loyola Academy	1100 Laramie Avenue Wilmette, IL 60091-1089	10,000
Loyola University Chicago	Water Tower Campus 820 North Michigan Avenue, Suite 1512	15,000
Lyric Opera of Chicago	20 North Wacker Drive, Suite 860 Chicago, IL 60606	7,500
Marillac Social Center	212 South Francisco Ave Chicago, IL 60612	5,000
Mayo Foundation	200 First Street SW Rochester, MN 55905	15,000
Mercy Home for Boys & Girls	1140 W. Jackson Boulevard Chicago, IL 60607	5,000
Mercy Housing Lakefront	120 S. LaSalle, Suite 1850 Chicago, IL 60603	7,500
Merit School of Music	Joy Faith Knapp Music Center 38 South Peoria	7,500
Midtown Educational Foundation	718 South Loomis Street Chicago, IL 60607	5,000
Miss Hall's School	492 Holmes Road Pittsfield, MA 01202-1166	5,000
Museum of Contemporary Art	220 E. Chicago Avenue Chicago, IL 60611	7,500
Museum of Science and Industry	5700 S. Lake Shore Drive Chicago, IL 60637	10,000
Music Institute of Chicago	517 Green Bay Road Wilmette, IL 60091	5,000

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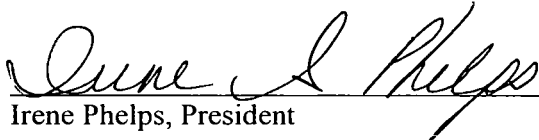
Organization Name	Organization Address	Grant Amount
National Center for Family Philanthropy	1101 Connecticut Avenue, NW, Suite 220 Washington, DC 20036	1,000
Neighborhood Writing Alliance	1313 East 60th Street, Suite 238 Chicago, Ill 60637	5,000
Neumann Family Services	5547 North Ravenswood Street Chicago, IL 60640-1199	5,000
The Newberry Library	60 West Walton Street Chicago, IL 60610-3380	7,500
The Newberry Library	60 West Walton Street Chicago, IL 60610-3380	20,000
The Night Ministry	4711 North Ravenswood Avenue Chicago, IL 60640-4407	7,500
North Chicago Community Partners	855 Skokie Highway, Suite E Lake Bluff, IL 60044	20,000
The Northwestern Memorial Foundation	Galter Pavilion 251 East Huron Street, Suite 3-200 Office of Foundation Relations	32,000
Northwestern University	2020 Ridge Ave Donald P. Jacobs Center	20,000
Northwestern University Kellogg School of Management	2001 Sheridan Road 1400 W Augusta Blvd	5,000
Northwestern University Settlement Association	Chicago, IL 60642-3939	5,000
Openlands	25 East Washington Street, Suite 1650 Chicago, Ill 60602-1708	7,500
Project Exploration	950 East 61st Street Chicago, IL 60637	5,000
Rehabilitation Institute of Chicago	345 East Superior Street, Suite 0-814 Chicago, IL 60611	5,000
The Renaissance Society	5811 South Ellis Avenue Chicago, IL 60637	5,000
Resurrection Development Foundation	2913 N Commonwealth, Suite 431 Chicago, IL 60657	7,500
Roosevelt University	Office of Institutional Advancement 430 South Michigan Avenue, 827 600 South Paulina St., Suite 440	20,000
Rush University College of Nursing	Chicago, IL 60612	10,000
Sacred Heart Schools	6250 N. Sheridan Road Chicago, IL 60660-1799	750
The Salvation Army	5040 N. Pulaski Road Chicago, IL 60630-2788	7,500
The School of the Art Institute of Chicago	37 South Wabash Avenue Chicago, IL 60603	20,000
SHORE Community Services, Inc.	4232 Dempster Street Skokie, IL 60076	7,500
Silk Road Rising	680 S. Federal Street, Suite 301 Chicago, IL 60605	5,000

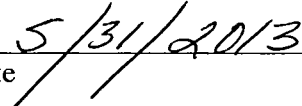
The Siragusa Foundation
2013 Grants Approved for Future Payment
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FEIN: 36-3100492

Organization Name	Organization Address	Grant Amount
Sit Stay Read!	3425 N. Milwaukee Ave Chicago, IL 60641	2,000
Soil Born Farm Urban Agriculture Project	2140 Chase Dr. Rancho Cordova, CA 95670	5,000
St. Ignatius College Prep	1076 West Roosevelt Road Chicago, IL 60608-1594	10,000
St. Vincent DePaul Center	2145 N. Halsted St. Chicago, IL 60614-4366	5,000
Steppenwolf Theatre Company	758 W. North Ave., 4th Floor Chicago, IL 60610	7,500
Sunlight African Community Center	4538 N. Broadway Chicago, IL 60640	5,000
Taproot Foundation	205 W. Randolph St., Suite 1220 Chicago, IL 60606	7,500
The Trust for Public Land	Chicago Area Office 120 South LaSalle St., #2000	16,667
Tuesday's Child	4028 West Irving Park Road Chicago, IL 60641	7,500
Umoja Student Development Corporation	2935 W Polk, Rm 116 Chicago, IL 60612	7,500
The United Negro College Fund	105 W. Adams Street, Suite 2400 Chicago, IL 60603	20,000
United Service Organizations of Illinois, Inc.	333 S. Wabash Ave , 16th Floor Chicago, IL 60604	7,500
The University of Chicago	5801 South Ellis Avenue Chicago, IL 60637	20,000
Urban Gateways	205 W. Randolph St., Suite 1700 Chicago, IL 60606-1814	5,000
WestPoint Fellowship Inc.	Po Box 53547 Chicago, Illinois 60653-0547	5,000
The Wetlands Initiative	53 West Jackson Boulevard, ste 1015 Chicago, IL 60604-3703	7,500
Woodlands Academy of the Sacred Heart	760 East Westleigh Road Lake Forest, IL 60045-3298	10,000
WTTW Channel 11	5400 N. Saint Louis Avenue Chicago, Illinois 60625-4698	5,000
YMCA of Metropolitan Chicago	801 North Dearborn Chicago, IL 60610	5,000
Total 2013 Grants Approved for Future Payment:		\$ 1,081,667

The Siragusa Foundation
Amendment to Bylaws
For the Year Ended December 31, 2012
FEIN 36-3100492

The Foundation amended Article I Section 1.1, Article IV Section 4.3, Article IV Section 4.5 Part B, Article IV Section 4.7, Article IV Section 4.8, Article V Section 5.8, Article V Section 5.10, Article VI Section 6.3, and Article IX Section 9.8 of its bylaws on November 10, 2012. I certify that the attached copy of the bylaws is a complete and accurate copy of the original and all its amendments.


Irene Phelps, President


Date

AMENDED AND RESTATED
BY-LAWS
OF
THE SIRAGUSA FOUNDATION
AS OF
NOVEMBER 10, 2012
ARTICLE I
GENERAL PURPOSES

Section 1.1. General Purposes. Pursuant to the purposes for which the Corporation has been organized as set forth in its Articles of Incorporation, the Corporation shall at all times be operated exclusively for the support and benefit of charitable organizations described under Section 170(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law, and only to the extent and in such manner that such purposes constitute exclusively charitable purposes within the meaning of Section 501(c)(3) and also Sections 170(c)(2)(B) and 2522(a)(2) of the Internal Revenue Code. The Corporation shall receive, hold, invest and administer property and make expenditures from the income or principal thereof to or for the use of such organizations for their support and benefit and shall assist in carrying out the purposes for which such organizations are created, as nearly as practicable to encourage and support the charitable activities of those organizations in the United States with a primary focus in the metropolitan Chicago area. The Corporation will help underserved people help themselves and experience a better quality of life by supporting organizations in five program areas: Arts & Culture, Education, the Environment, Health and Human Services.; . From time to time the Corporation may choose other charitable purposes which it recognizes as especially worthy of its support given current social, cultural and

economic conditions. In choosing among potential beneficiaries, the Corporation should prefer organizations with strong records of prior accomplishments and a responsible, effective management that portend their continuation as effective charitable institutions. The Corporation should encourage excellence in the development, administration and management of the activities of charitable organizations and support, in particular, imaginative and thoughtful charitable programs. Notwithstanding the foregoing, no substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE II

REGISTERED OFFICE AND AGENT, BOOKS AND RECORDS

Section 2.1. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and agent in the State of Illinois in accordance with the requirements of the General Not for Profit Corporation Act of the State of Illinois ("Act"). The Corporation may have such other offices, in the State of Illinois or elsewhere, as the Board of Directors of the Corporation shall from time to time determine.

Section 2.2. Books and Records. The books and records of the Corporation shall be kept at its registered office or at such other place or places as the Board of Directors shall from time to time determine.

ARTICLE III

MEMBERS

The Corporation shall have no members of any class or kind.

ARTICLE IV

DIRECTORS

Section 4.1. General Powers. Except as otherwise expressly provided by law, the Board of Directors (hereinafter sometimes called the "Board") shall be the governing body of the Corporation and shall have exclusive responsibility for the determination of policy for the Corporation and its implementation. The Board shall be ultimately responsible for managing the property and affairs of the Corporation, exercising all the powers, rights and privileges of the Corporation and doing all acts and things which may be done by the Corporation. The Board shall, however, appoint officers to oversee the administration of the activities of the Corporation.

Section 4.2. Number and Qualifications. The Board of Directors shall consist of no more than twelve, and no less than eight, directors. Directors need not be residents of Illinois prior to election. In addition, if the President of the Foundation has not been elected or appointed as a director pursuant to Section 4.5 of these bylaws, the President of the Foundation shall be a member, *ex officio*, with voting privileges, of the Board of Directors, during such time that such person holds the office of President. Moreover, the number of directors who do not represent a branch of the Siragusa Family shall not exceed four.

Section 4.3. Remuneration. The Corporation shall not pay any compensation to the directors for their service as directors. Directors shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties as directors.

Section 4.4. Resignation. Any director may resign by written notice delivered to the Board of Directors.

Section 4.5. Vacancies.

A. There are four branches of the Siragusa Family, one branch for each of the four children of Ross D. Siragusa. The branches of the Siragusa Family are as follows:

Branch

1. Ross D. Siragusa, Jr.
2. John R. Siragusa
3. Richard D. Siragusa
4. Mary Irene S. Hicks

For purposes of these By-laws, each branch of the Siragusa Family designated above will be described herein singularly as a "branch of the Siragusa Family" and in the plural as "branches of the Siragusa Family."

B. Each branch of the Siragusa Family shall be entitled to have two directors on the Board. Each child of Ross D. Siragusa living at the time these By-laws are adopted may appoint two directors (including him/herself) to represent such child's branch of the Siragusa Family by an instrument signed and acknowledged by that child and delivered to the secretary of the Corporation. If a director representing a branch of the Siragusa Family ceases to act as a director for any reason, the child who appointed the director may appoint a successor by an instrument signed and acknowledged by that child and delivered to the secretary of the Corporation. Any appointment under this subparagraph may be revoked at any time before it shall have become effective by an instrument of revocation signed and acknowledged by the child who made such appointment and delivered to the secretary of the Corporation.

C. After the death of a child of Ross D. Siragusa, each director representing such child's branch of the Siragusa Family may, by an instrument signed and acknowledged by him or her as a director of the Corporation and delivered to the secretary of the Corporation, appoint an individual to succeed him or her as a director of the Corporation, and

such appointment shall take effect on the earlier to occur of the death, resignation, expiration of the term of office or removal of the director making the appointment. If a director representing a branch of the Siragusa Family fails to appoint an individual to succeed him or her, the successor shall be chosen by the remaining director representing that same branch of the Siragusa Family, if any, or, if none, a director to represent that branch of the Siragusa Family shall be chosen by vote of the Board of Directors at any regular or special meeting held in accordance with Section 4.7 of this Article, or by action of the remaining directors taken pursuant to Section 4.11 of this Article in lieu of such a meeting.

D. A vacancy in the Board occurring by reason of death, resignation, expiration of the term of office or removal of a director who does not represent a branch of the Siragusa Family shall be filled, if at all, by vote of the Board of Directors at any regular or special meeting held in accordance with Section 4.7 of this Article, or by action of the remaining directors taken pursuant to Section 4.11 of this Article in lieu of such a meeting.

Section 4.6. Term of Office. The following provisions shall apply to the term of office of a director:

A. A director shall serve until death, resignation, or removal, except that for any director elected or appointed after May 1, 1997, such director's term of office will expire upon such director reaching the age of seventy-five years.

B. Moreover, and in addition to the provisions of paragraph A of this Section, with respect to any director appointed or elected as a director of the Foundation after May 1, 1997, beginning as of January 1, 2003, each director shall serve for a term of three years. Each director, upon the completion of his or her term, may, but need not, be reappointed or reelected to one or more consecutive terms without limitation.

C. After the death of a child of Ross D. Siragusa, a director representing the branch of the Siragusa Family of that deceased child who is subject to the provisions of paragraph B of this Section may reappoint himself or herself to one or more successive terms as a director, without limitation, subject to the provisions of paragraph A of this Section.

Section 4.7. D. In order to stagger the terms of office of the directors covered by paragraph B of this Section, the directors of the Foundation shall be divided into three classes. The number of directors in each class shall be as nearly equal as possible, as determined from time to time by a duly adopted resolution of the Board. The initial term of office of the first class of directors shall be one year, that of the second class of directors shall be two years; and that of the third class of directors shall be three years; provided, however, that no director's term shall expire until his or her successor has been elected and has qualified. At each annual meeting commencing with the expiration of the terms of the first class of director, the number of directors to be elected or appointed (as the case may be) shall equal the number of the class of directors whose terms expire at the time of the meeting, and those newly elected directors shall hold office for three years, or if later, until his or her successor has been elected and has qualified.Meetings. Regular meetings of the Board of Directors shall be held on a Saturday in April or May and a Saturday in November of each year. Regular meetings of the Board shall be held at the registered office of the Corporation. or at such other place in the State of Illinois or elsewhere or at such other time as may be directed by the chair of the board in a written notice given in the manner required by Section 4.8 of this Article. Failure to hold a regular meeting at the designated time and place shall not work a forfeiture or dissolution of the Corporation. Special meetings of the Board may be called at any time by the chair of the board, the president, or any

three directors. The place of such meeting shall be the registered office of the Corporation or such other place as may be designated by the person or persons calling the meeting.

Section 4.8. Notice. Notice of the time and place but not of the purpose of any meeting of the Board shall be given to each director at least five days in advance of the meeting. Notice of a meeting of the Board may be waived by writing filed with the secretary of the Corporation or by attendance at the meeting in person unless a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-laws.

Section 4.9. Quorum. At each meeting of the Board of Directors the presence of at least one-half of the authorized number of directors shall constitute a quorum for the transaction of business, including the filling of a Board vacancy pursuant to Section 4.5 of this Article. Any act approved by a majority of the directors present at a meeting at which a quorum exists shall be an act of the Board. If a quorum is not present at a meeting of the Board, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4.10. Organization. At meetings of the Board one of the following officers of the Corporation, in the order listed, if present and willing to serve, shall act as chair, namely:

- (1) The chair of the board.
- (2) The vice chair of the board.
- (3) The president.

In the absence of all of the foregoing a person chosen by a majority vote of the directors present at the meeting shall act as chair. The secretary or, in the absence of the secretary, a person appointed by the chair of the meeting, shall act as secretary of the meeting. The chair of the

meeting shall, without relinquishing the chairship, have full power, without appeal, of discussion and right to vote in respect of any matter before the meeting.

Section 4.11. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors or the executive committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof, or by all of the members of such committee, as the case may be.

Section 4.12. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.13. Director Emeritus. The Board may, from time to time, in recognition of the contributions of an individual to the Foundation or for such other reasons as the Board deems appropriate, elect that individual to be a Director Emeritus of the Corporation. A Director Emeritus shall serve only in an honorary capacity and shall have no duties or responsibilities pursuant to these by laws or otherwise with respect to the Corporation.

Section 4.14. Fourth Generation Director. The Board shall elect up to two members from among the great grandchildren of Ross D. Siragusa as directors at any one time.

Each Fourth Generation Director shall serve a two year term. Upon the conclusion of the two year term, a Fourth Generation director can be reelected, if no other Fourth Generation family member expresses an interest and he/she is elected by the Board. Each Fourth Generation Director shall be counted as one of the four or two of the five directors who do not represent a branch of the Siragusa Family.

ARTICLE V

OFFICERS

Section 5.1. Designation. The officers of the Corporation shall be a chair of the board, a president, an executive director, a secretary, and a treasurer, and such vice presidents, assistant secretaries and assistant treasurers as may be elected by the Board of Directors. The Board of Directors may also elect a vice chair of the board. Any two offices may be held by the same person except the offices of president, executive director, and secretary. The chair of the board and the vice chair of the board must be chosen from the members of the Board of Directors then in office and persons elected to either such office may hold such office only so long as he or she remains a director of the Corporation. The chair of the board and the vice chair of the board may not be from the same family branch.

Section 5.2. Term of Office and Removal. Officers of the Corporation shall be elected by the Board of Directors. The officers elected by the Board shall serve a term of 3 years or until their respective successors are elected and qualified unless their service is sooner terminated by death, resignation or removal, or, in the case of the chair of the board and the vice chair of the board, until the person in such office ceases to be a director of the Corporation. Any officer may be removed by the Board at any time with or without cause, whenever the Board

believes the best interest of the Corporation would be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election to office shall not of itself create any contract rights. Subject to the forgoing provisions of this Section, each officer, upon completion of his or her term may be elected to one or more additional terms, whether consecutive or not, without limitation.

Section 5.3. Vacancies. A vacancy in any office, however arising, shall be filled for the unexpired portion of the term in the same manner as provided for election to the office.

Section 5.4. Control by Board of Directors. The powers and duties of officers of the Corporation as prescribed by this Article or elsewhere in these By-laws are subject to alteration or suspension by the Board, in specific instances or for specific purposes, as set forth in the resolution effecting such alteration or suspension.

Section 5.5. Compensation. The compensation of all officers shall be fixed by the Board.

Section 5.6. Bonds. The Board of Directors may require persons serving as officers, agents or employees of the Corporation to give bond to the Corporation, in such form and amount and with such surety as the Board may determine, conditioned upon the faithful performance of their duties and upon the restoration to the Corporation when their service terminates of all books, records, money and other things in their possession or control belonging to the Corporation. The cost of procuring such bonds shall be borne by the Corporation.

Section 5.7. Employment Contracts. Every employment for personal services to be rendered to the Corporation shall be at the pleasure of the Corporation unless the employment is for a specified term and pursuant to a written contract authorized or ratified by the Board of Directors or approved and signed on behalf of the Corporation by the president.

Section 5.8. Chair and Vice Chair of the Board. In addition to the duty of presiding at meetings of the Board of Directors as provided elsewhere in these By-laws, the chair of the board shall have such power and other duties as may be assigned to him/her from time to time by resolution of the Board. The vice chair shall assume all power and duties of the chair during any absence or inability of the chair to act.

Section 5.9. President. The president shall be the chief executive officer of the Corporation and shall have general charge of the affairs of the Corporation. The president shall have full power to vote in the name of the Corporation, in person or by general or limited proxy, all shares of stock and other voting securities owned by the Corporation; and may execute in the name of the Corporation all instruments which have been authorized by proper corporate action, including, without limitation, all deeds, mortgages, leases, bonds, contracts, checks, notes or other documents. The president may hire such agents and employees as the president deems to be necessary or convenient in the conduct of the affairs of the Corporation and may fix their compensation, prescribe their powers and duties and terminate their service at any time. In general, the powers and duties of the president shall be those ordinarily exercised or performed by the chief executive officer of a corporation and such other powers and duties as may be assigned to the president by resolution of the Board of Directors.

Section 5.10. Vice President. During the absence or inability of the president to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated by the president or by the Board if the president has not made such a designation or in the absence of any such a designation, then in the order of their seniority of tenure) may temporarily act in place of the president with all the powers and duties of that office. Otherwise, the vice president (or in the event there be more than one vice president, each of the

vice presidents) (1) may perform the duties of the president and (2) shall perform such other duties only as requested in writing by the president or as authorized by resolution of the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these By-laws, the vice president (or any of them if there are more than one) may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument.

Section 5.11. Executive Director. The executive director shall be the chief operating officer of the Corporation and shall have general charge of the day-to-day operations of the Corporation and the authority to do any act which is necessary in the usual and ordinary course of such matters. In general, the powers and duties of the executive director shall be those ordinarily exercised or performed by the chief operating officer of a corporation and such other powers and duties as may be assigned to the executive director by resolution of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these By-laws, the executive director may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument.

Section 5.12. Secretary. The secretary shall attend all meetings of the Board of Directors and the executive committee of the Board and shall act as the secretary of such meetings. The secretary shall give or cause to be given all notices provided for or required by law or the Articles of Incorporation or these By-laws; the secretary shall be custodian of the seal of the Corporation and shall cause the seal to be affixed to all documents executed on behalf of the Corporation if a corporate seal is necessary or appropriate, unless another person has been authorized to do so by resolution of the Board; the secretary shall have charge of all books, records and papers of the Corporation relating to its organization as a corporation and shall have the duty to keep and file all reports, statements and other documents required by law except where the duty is explicitly imposed on some other officer, agent or employee. In general, the powers and duties of the secretary shall be those ordinarily incident to the office of secretary of a corporation and such other powers and duties as may be assigned to the secretary by resolution of the Board or by the president.

Section 5.13. Treasurer. The treasurer shall be responsible for the collection, receipt, custody and disbursement of all corporate funds and securities; the treasurer shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such banks or other depositories as may be designated by the Board of Directors or by an officer of the Corporation pursuant to any delegation of such authority by the Board; the treasurer shall be responsible for carrying out the policies of the Corporation relating to the approval, grant or extension of credit by the Corporation and for the procurement and maintenance of adequate insurance; the treasurer shall have custody of the accounting and financial records of the Corporation and shall render monthly reports to the president and annual reports to the Board. In general, the powers and duties of the treasurer shall be those ordinarily incident to the office of treasurer of a

corporation and such other powers and duties as may be assigned to the treasurer by resolution of the Board or by the president.

Section 5.14. Assistant Secretaries and Assistant Treasurers. The assistant secretary or secretaries shall assist in the performance of the duties of the secretary, subject to the control and direction of the latter. The assistant treasurer or treasurers shall assist in the performance of the duties of the treasurer, subject to the control and direction of the latter. In the absence of the secretary or treasurer, the assistant secretary or treasurer or, if more than one, the assistant secretary or treasurer designated by the Board or the president shall exercise the powers and perform the duties of the secretary or treasurer. In general the powers and duties of assistant secretaries and assistant treasurers shall be those ordinarily incident to the office of assistant secretary or assistant treasurer of a corporation and such other powers and duties as may be assigned to them by resolution of the Board or by the president.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 6.1. Appointment and Authority. By resolution adopted by a majority of the directors of the Corporation in office, an executive committee consisting of at least four directors may be elected, which committee shall have and exercise all the authority of the Board in the management of the Corporation, except that such committee shall not have the authority of the Board to elect, appoint or remove any member of such committee or any director or officer of the Corporation, to amend, alter or repeal the Articles of Incorporation or these By-laws, to adopt a plan of merger or consolidation, to authorize the sale, lease, exchange, mortgage or pledge of the assets of the Corporation, to authorize the dissolution of the Corporation or revoke proceedings therefor, to adopt a plan for the distribution of the assets of the Corporation or to amend, alter or repeal any resolution of the Board of Directors. The designation and

appointment of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any director of any responsibility imposed upon it or him or her by law. As used throughout these By-laws, the terms "Board" or "Board of Directors" shall be construed to include the executive committee unless such construction would be clearly repugnant to this Article or to the resolution of the Board of Directors creating the executive committee.

Section 6.2. Composition and Term of Office. Elected members of the executive committee shall hold office for two years or until their successors are elected and qualified unless prior thereto such committee is dissolved by the Board or a member's service is sooner terminated by death, resignation, expiration of the term of office, removal or other termination of his or her membership on the Board of Directors. Vacancies occurring on the committee shall be filled by the Board for the unexpired portion of the term.

Section 6.3. Meetings. The executive committee shall meet upon the call of the president, at such time and place as may be designated in the call. At least 12 hours advance notice of meetings shall be given to each member of the executive committee, but such notice may be waived in writing or by attendance at the meeting. The vote of three members of the committee shall be necessary for valid action.

ARTICLE VII

OTHER COMMITTEES

Section 7.1. Appointment. The Board of Directors from time to time shall appoint or establish by resolution standing or special committees having such designations and functions as shall be set forth in the resolutions establishing them. All committees appointed pursuant to this Article shall have advisory and administrative functions only, and no committee, council or other body appointed by the Board, except the executive committee provided for in Article VI,

shall ever have or exercise any of the powers of the Board. Unless otherwise expressly provided in subsequent sections of this Article, committees appointed pursuant hereto shall consist of not less than three nor more than seven members, as determined by the Board, none of whom need be directors, officers or employees of the Corporation. The president of the Corporation shall be an ex officio member of every committee appointed by the Board pursuant to this Section.

Section 7.2. Tenure. Members of committees provided for in this Article shall serve for one year or until their successors are elected and qualified, unless prior thereto the committee is dissolved, or a member's service is sooner terminated by death, resignation or removal, or the resolution establishing or appointing such committee otherwise provides. Vacancies on any committee shall be filled by the Board for the unexpired portion of the term.

Section 7.3. Meetings. The Board of Directors shall designate one of the members of each committee as its chair. The chair shall preside at meetings of the committee. If the chair is absent from a meeting, the committee members present shall appoint one of their number as a temporary chair. Notice of the time and place of all meetings of committees shall be given at least 48 hours in advance of the meeting, but such notice may be waived in writing or by attendance at the meeting.

Section 7.4. Quorum. A majority of the members of a committee shall constitute a quorum. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7.5. Manner of Acting. The act of a majority of the members of a committee present at a meeting at which a quorum exists shall be the act of the committee except as otherwise provided by law or by the Articles of Incorporation or these By-laws. Any action

which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing setting forth such action shall be signed by all the members of the committee.

ARTICLE VIII

INDEMNIFICATION

Section 8.1. Indemnification Directors, Officers and Agents. The Corporation shall, to the fullest extent to which it is empowered to do so by the Act or any other applicable laws as may from time to time be in effect, indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, or agent of the Corporation, or that he or she is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

Section 8.2. Contract with the Corporation. The provisions of this Article shall be deemed to be a contract between the Corporation and each director or officer who serves in any capacity at any time while this Article is in effect, and any repeal or modification of this Article shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 8.3. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, or agent

to repay such amount, unless it shall ultimately be determined that such director, officer, or agent is entitled to be indemnified by the Corporation as authorized by this Article.

Section 8.4. Insurance Against Liability. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these By-laws.

Section 8.5. Other Rights of Indemnification. The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a director, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE IX

MISCELLANEOUS

Section 9.1. Federal Tax Provisions. THE SIRAGUSA FOUNDATION is intended to qualify as a private foundation, as defined in Section 509 of the Internal Revenue Code of 1986, as from time to time amended ("Code"). During any period in which THE SIRAGUSA FOUNDATION is a private foundation, it shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d), (ii) retain any excess business holdings as defined in Code Section 4943(c) which would be subject to tax under Code Section 4943, (iii) make any investments which would subject the trust to tax under Code Section 4944, or (iv) make any taxable expenditures as defined in Code Section 4945(d), and, it shall distribute foundation

income, and to the extent income is not sufficient, principal, for each taxable year at such time and in such manner as not to subject the foundation to tax on undistributed income under Code Section 4942.

Section 9.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. In no event shall any loans be made by the Corporation to its officers or directors.

Section 9.3. Leases. No leases of land, buildings or equipment, whether written or oral, shall be made on behalf of the Corporation, either as lessor or lessee, unless authorized by a resolution of the Board of Directors.

Section 9.4. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.5. Compensation for Services. A director or officer, or any firm of which such director or officer is a member, may be engaged by the Corporation to render legal, accounting or investment advisory services on behalf of this Corporation, even though such director or officer shall then be acting as a director or officer hereunder and shall make or participate in the decision to so engage himself or herself or a firm of which he or she is a member. A director or officer, or any firm so engaged, shall be entitled to receive his, her or its fair, usual and customary compensation for such legal, accounting or investment advisory services; however, in no event shall such compensation be excessive and unreasonable with respect to the services performed.

Section 9.6. Corporate Seal. The Corporation shall have a seal, in circular form, with the words "THE SIRAGUSA FOUNDATION" and the word "ILLINOIS" appearing thereon, and having such other design details as the Board of Directors shall approve. The seal may be used by causing it or a facsimile or equivalent thereof to be impressed, affixed or otherwise reproduced.

Section 9.7. Amendment of By-laws. These By-laws maybe amended or repealed, new By-laws may be adopted, and the Articles of Incorporation may be amended at any time or from time to time by the vote of a majority of the directors of the Corporation in office.

Section 9.8. Methods of Notification. Notices required or permitted by these By-laws may be given by telephone, personal service, personal communication, e-mail under 805 ILCS 105/101.80 or they may be given by mail or in which case they shall be effective on the second business day after deposit in the United States mail (postage prepaid) directed to the person for whom intended at the address of such person appearing on the books of the Corporation.

Section 9.9. Fiscal year. For accounting and related purposes the Corporation shall operate and its records shall be kept on a calendar year basis ending December 31 of each year.

2012 DEPRECIATION AND AMORTIZATION REPORT

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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
5	CHAIR	092999	SL	7.00	16	799.			799.	799.		0.
7	SOFTWARE	031599	SL	3.00	16	1,260.			1,260.	1,260.		0.
11	OFFICE FURNITURE	111501	SL	7.00	16	16,341.			16,341.	16,339.		0.
12	TELEPHONE EQUIP	111001	SL	5.00	16	699.			699.	699.		0.
14	REFRIG & MICROWAVE	112601	SL	7.00	16	276.			276.	273.		0.
15	OFFICE EQUIPMENT	041502	SL	5.00	16	5,785.			5,785.	5,785.		0.
16	OFFICE FURNITURE	040102	SL	7.00	16	10,145.			10,145.	10,145.		0.
18	FURNITURE & FIXT	030103	SL	7.00	16	6,475.			6,475.	6,475.		0.
21	FURNITURE & FIXT	061503	SL	7.00	16	1,895.			1,895.	1,895.		0.
22	COMPUTER SOFTWARE	052804	SL	3.00	16	1,503.			1,503.	1,503.		0.
23	COMPUTER SOFTWARE	093004	SL	3.00	16	1,830.			1,830.	1,830.		0.
35	COMPUTER & EQUIP	041607	SL	5.00	16	7,110.			7,110.	6,636.		474.
36	COMPUTER & EQUIP	071607	SL	5.00	16	5,500.			5,500.	4,858.		642.
47	COMPUTER SOFTWARE	030708	SL	3.00	16	2,000.			2,000.	2,000.		0.
48	FURNITURE & FIXT	050108	SL	7.00	16	3,008.			3,008.	1,576.		430.
49	FURNITURE & FIXT	052808	SL	7.00	16	3,008.			3,008.	1,541.		430.
50	FURNITURE & FIXT	070108	SL	7.00	16	3,143.			3,143.	1,572.		449.
51	FURNITURE & FIXT	111408	SL	7.00	16	10,134.			10,134.	4,585.		1,448.

228102
6501-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2012 DEPRECIATION AND AMORTIZATION REPORT

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990-PF

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
62	COMPUTER & EQUIP	022709SL		5.00	16	1,164.			1,164.	660.		233.
63	COMPUTER & EQUIP	073109SL		5.00	16	312.			312.	150.		62.
74	COMPUTER & EQUIP	011411SL		5.00	16	6,699.			6,699.	1,340.		1,340.
85	COMPUTER & EQUIP	021512SL		5.00	16	6,000.			6,000.			1,100.
86	COMPUTER & EQUIP	071612SL		5.00	16	3,473.			3,473.			289.
	* TOTAL 990-PF PG 1 DEPR					98,559.		0.	98,559.	71,921.	0.	6,897.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

Part I only

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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. THE SIRAGUSA FOUNDATION	Employer identification number (EIN) or 36-3100492
	Number, street, and room or suite no. If a P.O. box, see instructions 1 EAST WACKER, NO. 2910	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHICAGO, IL 60601-1474	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

IRENE PHELPS

- The books are in the care of ► **1 E. WACKER, SUITE 2910 - CHICAGO, IL 60601-1474**
Telephone No. ► **(312) 755-0064** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☒ calendar year **2012** or

► ☐ tax year beginning , and ending .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	29,846.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	9,846.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	20,000.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)