Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation: GRAND VICTORIA FOUNDATION

A Employer identification number: 36-4107162

Number and street (or P O box number if mail is not delivered to street address): 230 WEST MONROE STREET

Room/suite: 2530

B Telephone number (see instructions): (312) 609-0200

City or town, state, and ZIP code: CHICAGO, IL 60606

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 100,440,477.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	7,365,721.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,289.	1,289.		ATCH 1
	4 Dividends and interest from securities	2,490,572.	2,655,110.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	132,157.			
	b Gross sales price for all assets on line 6a 11,155,173.				
	7 Capital gain net income (from Part IV, line 2)		206,181.		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	9,989,739.	2,862,580.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	191,732.			191,732.
	14 Other employee salaries and wages	619,016.			619,016.
	15 Pension plans, employee benefits	146,637.			136,781.
	16a Legal fees (attach schedule) ATCH 3	34,873.			35,718.
	b Accounting fees (attach schedule) ATCH 4	30,275.	15,138.		12,543.
	c Other professional fees (attach schedule) *	299,538.	62,333.		251,620.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	95,627.			55,627.
	19 Depreciation (attach schedule) and depletion	52,539.			
	20 Occupancy	165,507.			165,507.
	21 Travel, conferences, and meetings	82,843.			83,135.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	244,013.	4,838.		264,386.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,962,600.	82,309.		1,816,065.
	25 Contributions, gifts, grants paid	5,800,368.			7,558,291.
	26 Total expenses and disbursements Add lines 24 and 25	7,762,968.	82,309.	0	9,374,356.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,226,771.			
	b **Net investment income** (if negative, enter -0-)		2,780,271.		
	c **Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	429,367.	1,040,241.	1,040,241.
	2	Savings and temporary cash investments	51,352.	53,598.	53,598.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ 7,365,721.			
		Less allowance for doubtful accounts ▶	9,611,396.	7,365,721.	7,365,721.
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	84,602,466.	91,790,672.	91,790,672.
	14	Land, buildings, and equipment basis ▶ 724,024.			
		Less accumulated depreciation (attach schedule) ▶ 533,779.	236,596.	190,245.	190,245.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	94,931,177.	100,440,477.	100,440,477.
Liabilities	17	Accounts payable and accrued expenses	143,467.	105,978.	
	18	Grants payable	4,140,923.	2,383,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 9)		50,060.	
	23	**Total liabilities** (add lines 17 through 22)	4,284,390.	2,539,038.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	90,646,787.	97,901,439.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	90,646,787.	97,901,439.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	94,931,177.	100,440,477.	

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	90,646,787.
2	Enter amount from Part I, line 27a	2	2,226,771.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	5,077,941.
4	Add lines 1, 2, and 3	4	97,951,499.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	50,060.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	97,901,439.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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				

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	206,181.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	16,384,197.	91,555,999.	0.178953
2010	16,497,390.	91,679,978.	0.179945
2009	15,914,319.	82,070,567.	0.193910
2008	29,599,776.	103,885,396.	0.284927
2007	23,707,472.	123,428,569.	0.192074

2	Total of line 1, column (d)	2	1.029809
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.205962
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	90,712,114.
5	Multiply line 4 by line 3	5	18,683,248.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	27,803.
7	Add lines 5 and 6	7	18,711,051.
8	Enter qualifying distributions from Part XII, line 4	8	9,374,356.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	55,605.
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	
3	Add lines 1 and 2	3	55,605.
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	55,605.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . 6a 54,967.		
b	Exempt foreign organizations - tax withheld at source . . . 6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	54,967.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	98.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	736.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ Refunded ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.GRANDVICTORIAFDN.ORG

14 The books are in care of ▶ MARY KAY FRANCEL Telephone no ▶ 312-609-0200

Located at ▶ 230 W. MONROE STREET, #2530 CHICAGO, IL ZIP+4 ▶ 60606

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** | | X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		191,732.	26,617.	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		465,819.	82,192.	0

Total number of other employees paid over $50,000 ▶ 1

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 14		245,640.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	91,295,849.
b	Average of monthly cash balances	1b	797,668.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	92,093,517.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	92,093,517.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,381,403.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	90,712,114.
6	**Minimum investment return.** Enter 5% of line 5	6	4,535,606.

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	4,535,606.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	55,605.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	55,605.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	4,480,001.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	4,480,001.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	4,480,001.

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	9,374,356.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	9,374,356.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	9,374,356.

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				4,480,001.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 ... 23,558,538.				
b From 2008 ... 29,643,345.				
c From 2009 ... 15,979,426.				
d From 2010 ... 16,552,287.				
e From 2011 ... 16,383,892.				
f **Total** of lines 3a through e	102,117,488.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 9,374,356.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	9,374,356.	ATCH 15		
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	4,480,001.			4,480,001.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	107,011,843.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	19,078,537.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	87,933,306.			
10 Analysis of line 9				
a Excess from 2008 ... 29,643,345.				
b Excess from 2009 ... 15,979,426.				
c Excess from 2010 ... 16,552,287.				
d Excess from 2011 ... 16,383,892.				
e Excess from 2012 ... 9,374,356.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

ATCH 16

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

ATTACHMENT 16A

c Any submission deadlines

ATCH 17

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

ATCH 18

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*				
ATTACHMENT 18A				7,558,291.
Total . . . . . . ▶ **3a**				7,558,291.
b *Approved for future payment*				
ATTACHMENT 18B				2,383,000.
Total . . . . . . ▶ **3b**				2,383,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	850.	
4 Dividends and interest from securities			14	2,491,011.	
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	132,157.	
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)				2,624,018.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,624,018.

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

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ [signature] | 14 Aug 2013 | ▶ Vice president

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
REBEKUH ELEY	Rebekuh Eley	8/9/13		P01247672

Firm's name ▶ BDO USA, LLP — Firm's EIN ▶ 13-5381590

Firm's address ▶ 330 N. WABASH, SUITE 3200 CHICAGO, IL 60611 — Phone no 312-856-9100

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
GRAND VICTORIA FOUNDATION

Employer identification number
36-4107162

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization GRAND VICTORIA FOUNDATION

Employer identification number 36-4107162

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ELGIN RIVERBOAT RESORT 250 SOUTH GROVE AVENUE ELGIN, IL 60120	$ 7,365,721.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization GRAND VICTORIA FOUNDATION

Employer identification number 36-4107162

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

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

Name of organization GRAND VICTORIA FOUNDATION

Employer identification number 36-4107162

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year. (Enter this information once See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		STATE STREET INVESTMENTS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
11155173.		11023017.					132,157.	
		K-1 SSGA 1-3 YEAR US CREDIT INDEX-ST PROPERTY TYPE: OTHER				P		
							1,602.	
		K-1 SSGA 1-3 YEAR US CREDIT INDEX-LT PROPERTY TYPE: OTHER				P		
							26,706.	
		K-1 SSGA 1-3 YEAR US TREASURY INDEX-ST PROPERTY TYPE: OTHER				P		
							6,441.	
		K-1 SSGA 1-3 YEAR US TREASURY INDEX-LT PROPERTY TYPE: OTHER				P		
							27,660.	
		K-1 SSGA 1-3 YEAR US AGENCY-ST PROPERTY TYPE: OTHER				P		
							1,297.	
		K-1 SSGA 1-3 YEAR US AGENCY-LT PROPERTY TYPE: OTHER				P		
							10,318.	
TOTAL GAIN(LOSS)							206,181.	

Date Acquired	Date Sold	# Shares Sold	Share Selling Price	Sales Total	Cost Price	Cost Total	Multi Transaction Subtotal	Gain/Loss on Sale
STATE STREET GLOBAL ADVISORS								
U.S. Agency 1-3 Year Index CTF								
02/03/2010	01/03/2012	4,092.627	10.182	41,671.13	10.120	41,417.39	253.73	
02/03/2010	01/31/2012	488.712	10.209	4,989.26	10.120	4,945.77	43.50	297.23
02/03/2010	02/01/2012	3,783.117	10.209	38,621.84	10.120	38,285.14	336.70	
02/03/2010	02/29/2012	9,859.187	10.199	100,553.85	10.120	99,774 97	778.88	1,115.57
02/03/2010	03/01/2012	3,770.474	10.198	38,451.29	10.120	38,157.20	294.10	
02/03/2010	03/12/2012	22,093.858	10.196	225,268.98	10.120	223,589.84	1,679.13	
02/03/2010	03/13/2012	61.664	10.192	628.48	10.120	624.04	4.44	
02/03/2010	03/30/2012	18,175.976	10.197	185,340.43	10.120	183,940.88	1,399.55	3,377.22
02/03/2010	04/02/2012	3,842.596	10.199	39,190.64	10.120	38,887.07	303.57	
02/03/2010	04/03/2012	46,298.617	10.193	471,921.80	10.120	468,542.00	3,379.80	
02/03/2010	04/30/2012	7,049.474	10.213	71,996.28	10.120	71,340.68	655.60	4,338.97
02/03/2010	05/01/2012	3,896.164	10.213	39,791.52	10.120	39,429.18	362.34	
02/03/2010	05/31/2012	1,584.122	10.212	16,177.05	10.120	16,031.31	145.74	508.08
02/03/2010	06/01/2012	2,683.661	10.212	27,405.55	10.120	27,158.65	246.90	
02/03/2010	06/21/2012	55.453	10.216	566.51	10.120	561.18	5.32	
02/03/2010	06/28/2012	32,370.069	10.217	330,725.00	10.120	327,585.10	3,139.90	
02/03/2010	06/29/2012	9,362.231	10.217	95,653.91	10.120	94,745.78	908.14	4,300.25
02/03/2010	07/02/2012	2,110.779	10.218	21,567.94	10.120	21,361.08	206.86	206.86
02/03/2010	08/01/2012	1,527.237	10.235	15,631.27	10.120	15,455.64	175.63	
02/03/2010	08/31/2012	5,902.170	10.240	60,438.22	10.120	59,729.96	708.26	883.89
02/03/2010	09/04/2012	2,109.215	10.242	21,602.58	10.120	21,345.26	257.32	
02/03/2010	09/12/2012	38.987	10.240	399.23	10.120	394.55	4.68	
02/03/2010	09/24/2012	11,535.085	10.241	118,130.81	10.120	116,735.06	1,395.75	
03/01/2010	09/24/2012	1,288.312	10.241	13,193.60	10.151	13,077.66	115.95	
03/31/2010	09/24/2012	3,068.416	10.241	31,423.65	10.091	30,963.39	460.26	
04/15/2010	09/24/2012	7,072.741	10.241	72,431.94	10.101	71,441.76	990.18	
04/15/2010	09/28/2012	12,866.053	10.245	131,812.71	10.101	129,960.00	1,852.71	5,076.85
04/15/2010	10/01/2012	133.712	10.245	1,369.88	10.101	1,350.62	19.25	
04/15/2010	10/31/2012	9,463.590	10.245	96,954.48	10.101	95,591.72	1,362.76	1,382.01
04/15/2010	11/01/2012	1,356.091	10.244	13,891.80	10.101	13,697.88	193.92	
04/15/2010	11/26/2012	31.444	10.249	322.27	10.101	317.62	4.65	
04/15/2010	11/30/2012	1,242.808	10.251	12,740.02	10.101	12,553.60	186.43	385.00
04/15/2010	12/03/2012	1,447.895	10.252	14,843.82	10.101	14,625.19	218.64	
04/15/2010	12/31/2012	9,866.785	10.255	101,183.88	10.101	99,664.40	1,519.48	1,738.12
							Total Gain/Loss (Agency 1-3 Yr Index)	***23,610.05***

Credit 1-3 Year Index CTF

Date Acquired	Date Sold	# Shares Sold	Share Selling Price	Sales Total	Cost Price	Cost Total	Multi Transaction Subtotal	Gain/Loss on Sale
12/09/2009	01/03/2012	7,243.930	10.064	72,902.91	10.141	73,460.69	(557.78)	(557.78)
12/09/2009	02/01/2012	7,343.743	10.167	74,663.84	10.141	74,472.90	190.94	190.94
12/09/2009	03/01/2012	7,718.609	10.204	78,760.69	10.141	78,274.41	486.27	
12/09/2009	03/12/2012	19,009.260	10.204	193,970.49	10.141	192,772.91	1,197.58	
12/31/2009	03/12/2012	4,790.295	10.204	48,880.17	10.016	47,979.59	900.58	
02/03/2010	03/12/2012	12,212.793	10.204	124,619.34	10.099	123,337.00	1,282.34	
02/03/2010	03/13/2012	87.819	10.202	895.93	10.099	886.88	9.05	3,875.82
02/03/2010	04/02/2012	5,757.548	10.221	58,847.90	10.099	58,145.48	702.42	
02/03/2010	04/03/2012	78,607.269	10.214	802,894.65	10.099	793,854.81	9,039.84	9,742.26
02/03/2010	05/01/2012	3,336.004	10.237	34,150.67	10.099	33,690.30	460.37	
02/03/2010	05/31/2012	4,845.964	10.219	49,520.91	10.099	48,939.39	581.52	1,041.89
02/03/2010	06/01/2012	4,773.244	10.221	48,787.33	10.099	48,204.99	582.34	
02/03/2010	06/21/2012	86.397	10.236	884.36	10.099	872.52	11.84	
02/03/2010	06/28/2012	58,647.461	10.240	600,550.00	10.099	592,280.71	8,269.29	8,863.47
02/03/2010	07/02/2012	1,394.356	10.252	14,294.94	10.099	14,081.60	213.34	
02/03/2010	07/31/2012	5,337.461	10.312	55,039.90	10.099	53,903.02	1,136.88	1,350.22
02/03/2010	08/01/2012	3,376.310	10.311	34,813.13	10.099	34,097.35	715.78	715.78
02/03/2010	09/04/2012	4,118.359	10.348	42,616.78	10.099	41,591.31	1,025.47	
02/03/2010	09/12/2012	66.116	10.361	685.03	10.099	667.71	17.32	
02/03/2010	09/24/2012	24,180.387	10.375	250,871.52	10.099	244,197.73	6,673.79	
03/31/2010	09/24/2012	6,840.813	10.375	70,973.43	10.071	68,893.83	2,079.61	
03/31/2010	09/24/2012	5,328.572	10.375	55,283.93	10.071	53,664.05	1,619.89	
04/15/2010	09/24/2012	9,957.698	10.375	103,311.12	10.092	100,493.09	2,818.03	14,234.10
04/15/2010	10/01/2012	3,430.297	10.383	35,616.77	10.092	34,618.56	998.22	998.22
04/15/2010	11/01/2012	2,940.291	10.408	30,602.55	10.092	29,673.42	929.13	
04/15/2010	11/26/2012	56.753	10.403	590.40	10.092	572.75	17.65	946.78
04/15/2010	12/03/2012	3,131.388	10.411	32,600.88	10.092	31,601.97	998.91	998.91
							Total Gain/Loss (Credit 1-3 Yr Index)	42,400.61

U.S. Treasury 1-3 Year Index CTF

Date Acquired	Date Sold	# Shares Sold	Share Selling Price	Sales Total	Cost Price	Cost Total	Multi Transaction Subtotal	Gain/Loss on Sale
12/09/2009	01/31/2012	4,113.516	10.441	42,949.22	10.329	42,488.51	460.71	460.71
12/09/2009	03/12/2012	87,033.394	10.421	906,975.00	10.329	898,967.93	8,007.07	
12/09/2009	03/13/2012	208.994	10.416	2,176.88	10.329	2,158.70	18.18	8,025.25
12/09/2009	04/03/2012	188,197.277	10.412	1,960,183.55	10.329	1,943,889.67	16,293.87	16,293.87
12/09/2009	06/21/2012	210.206	10.439	2,194.34	10.329	2,171.22	23.12	
12/09/2009	06/28/2012	13,832.055	10.440	144,406.65	10.329	142,871.30	1,535.36	
12/31/2009	06/28/2012	12,128.331	10.440	126,619.78	10.230	124,084.95	2,534.83	
12/31/2009	06/28/2012	2,835.515	10.440	29,602.78	10.231	29,010.15	592.62	
01/04/2010	06/28/2012	4,915.572	10.440	51,318.57	10.244	50,355.12	963.45	
01/29/2010	06/28/2012	8,759.941	10.440	91,453.78	10.310	90,314.99	1,138.79	
02/01/2010	06/28/2012	3,657.853	10.440	38,187.99	10.305	37,694.18	493.81	
02/03/2010	06/28/2012	104,124.801	10.440	1,087,062.92	10.301	1,072,589.58	14,473.35	21,755.33
02/03/2010	09/12/2012	172.422	10.461	1,803.71	10.301	1,776.12	27.59	
02/03/2010	09/24/2012	122,801.415	10.459	1,284,380.00	10.301	1,264,977.38	19,402.62	19,430.21
02/03/2010	11/26/2012	156.216	10.463	1,634.49	10.301	1,609.18	25.31	
02/03/2010	11/30/2012	926.810	10.468	9,702.27	10.301	9,547.07	155 20	180.51
							Total Gain/Loss (US Treasury 1-3 Yr Index)	***66,145.89***

STATE STREET INVESTMENTS TOTAL: $132,157.

4/22/2013 11 24 AM

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME		1,289.	1,289.
	TOTAL	1,289.	1,289.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 SSGA 1-3 YEAR US AGENCY		20,218.
K-1 SSGA 1-3 YEAR US CREDIT INDEX		80,854.
K-1 SSGA 1-3 YEAR US TREASURY INDEX		63,466.
DIVIDENDS FROM SECURITIES	2,490,572.	2,490,572.
TOTAL	2,490,572.	2,655,110.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GENERAL LEGAL COUNSEL	34,873.			35,718.
TOTALS	34,873.			35,718.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FINANCIAL AUDIT	24,775.	12,388.		10,264.
TAX PREPARATION	5,500.	2,750.		2,279.
TOTALS	30,275.	15,138.		12,543.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT FEES		62,333.	62,333.		
CONSULTING FEES-PROGRAM		237,205.			251,620.
	TOTALS	299,538.	62,333.		251,620.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PAYROLL TAXES	55,627.	55,627.
EXCISE TAXES	40,000.	
TOTALS	95,627.	55,627.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
UTILITIES	8,143.		8,143.
POSTAGE AND SHIPPING	3,087.		3,184.
INSURANCE	16,308.		16,308.
BOARD MEETING	414.		502.
COMMUNITY OUTREACH PROGRAMS	111,234.		137,651.
STAFF DEVELOPMENT	1,987.		1,987.
OFFICE EXPENSE	68,863.		62,186.
MISCELLANEOUS	275.		286.
OFFICE SUPPLIES	3,062.		3,499.
PROFESSIONAL MEMBERSHIPS	30,640.		30,640.
K-1 INVESTMENT EXPENSES		4,838.	
TOTALS	244,013.	4,838.	264,386.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD STOCK MRKT INDEX FUND	29,994,965.	29,994,965.
PIMCO TOTAL RETURN FUND	16,840,992.	16,840,992.
INTL STOCK INDEX INSTITUTIONAL VANGUARD INTL STOCK INDEX FUND	10,843,079.	10,843,079.
FIDELITY FUND #57-GOVT PORT	2,008,328.	2,008,328.
VANGUARD TOTAL BOND MRK INDEX	16,270,968.	16,270,968.
STATE STREET US GOVT BOND	15,832,340.	15,832,340.
TOTALS	91,790,672.	91,790,672.

ATTACHMENT 9

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
DEFERRED FEDERAL TAX LIABILITY	50,060.
TOTALS	50,060.

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
NET UNREALIZED GAIN ON INVESTMENTS		5,077,941.
	TOTAL	5,077,941.

ATTACHMENT 11

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
DEFERRED FEDERAL EXCISE TAX LIABILITY	50,060.
TOTAL	50,060.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
NICHOLAS J. PRITZKER 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	PRESIDENT/DIRECTOR 5.00	0	0	0
RICHARD SCHULZE 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	EXEC V. PRESIDENT/DIRECTOR 5.00	0	0	0
COREY SANDERS 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	TREASURER/DIRECTOR 5.00	0	0	0
TAFFY HOFFER 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	DIRECTOR 5.00	0	0	0
DANIEL AZARK 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	VICE PRESIDENT/DIRECTOR 5.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARY RYAN 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	ASSISTANT SECRETARY 5.00	0	0	0
NANCY FISHMAN 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	EXECUTIVE DIRECTOR 50.00	191,732.	26,617.	0
PHYLLIS JAMES 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	SECRETARY/DIRECTOR 5.00	0	0	0
WILL MARTIN 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	DIRECTOR 5.00	0	0	0
ERIC T. MCKISSACK 230 WEST MONROE STREET 2530 CHICAGO, IL 60606	DIRECTOR 5.00	0	0	0
	GRAND TOTALS	191,732.	26,617.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BINA PATEL 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	MANAGING DIRECTOR 40.00	132,077.	10,382.	0
MARY CATHERINE FRANCEL 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	DIR. OF OPERATIONS 40.00	94,266.	18,819.	0
LATARYA Y. RANDALL 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	DIR. OF ELGIN PROGR 40.00	91,156.	18,570.	0
EDITH W. NJUGUNA 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	SENIOR PRGM OFFICER 40.00	91,155.	18,570.	0
MARY ELLEN PRISCHMAN 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	MGR ACCT & OFFICE 40.00	57,165.	15,851.	0
	TOTAL COMPENSATION	465,819.	82,192.	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
INSTITUTE FOR CONSERVATION LEADERSHIP 6930 CARROLL AVENUE, SUITE 1050 TAKOMA PARK, MD 20912	CONSULTING	183,307.
HEWITT ENNISKNUPP, INC., AN AON COMPANY 10 SOUTH RIVERSIDE PLAZA, STE 1600 CHICAGO, IL 60606	INVESTMENT ADVISOR	62,333.
TOTAL COMPENSATION		245,640.

ATTACHMENT 15

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

SECTION 4942(H)(2) ELECTION AS TO THE
TREATMENT OF QUALIFYING DISTRIBUTIONS

GRAND VICTORIA FOUNDATION
FEIN: 36-4107162
230 WEST MONROE STREET, SUITE 2530
CHICAGO, IL 60606
FORM 990-PF, TAX YEAR ENDING 12/31/2012

PURSUANT TO CODE SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), GRAND VICTORIA FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

TAX YEAR	AMOUNT
2007	$4,480,001.

GRAND VICTORIA FOUNDATION

NAME 14 Aug 2013

DATE

Vice president

TITLE

ATTACHMENT 16

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

GRAND VICTORIA FOUNDATION
230 W. MONROE ST., STE 2530
CHICAGO, IL 60606
312-609-0200

Core Guidelines

GRAND VICTORIA FOUNDATION

what we support

PURPOSE: To help communities become vibrant places to live and work.

MISSION: To assist Illinois communities in their efforts to pursue systemic solutions to problems in specific areas of education, economic development, and the environment.

WHAT WE SUPPORT

Highest priority is given to efforts that focus on long-term solutions; are multidisciplinary and collaborative; that effectively address barriers of race and class, promote civic engagement, and attract additional investment.

We are interested in programs that strengthen and build the fields of practice we support, help identify emerging trends; and/or test new ways to solve persistent problems in those fields.

EDUCATION

Pursue educational parity for students from infancy through college

We support activities that promote equal access to a high quality education that leads to excellent student outcomes. Our focus is on strengthening public policies; improving training, effectiveness and continuous development of teachers/staff/administrators, and implementing effective education and management practices

ECONOMIC DEVELOPMENT

Promote economically healthy regions

Our focus is on policies and practices that stimulate state and regional economies by linking education to employment preparedness; moving low-wage earners along career pathways to jobs with higher responsibilities, better wages and good benefits; expanding housing options available near public transportation and jobs, implement regional growth and transportation strategies that promote economic vitality and environmental health.

ENVIRONMENT

Protect and preserve natural resources

We seek to support good land use, land protection, and water protection practices; support development and implementation of ecosystem protection and management plans; improve air and water quality. For land acquisition guidelines, see <u>Vital Lands Illinois</u>.

WHO IS ELIGIBLE

To be considered for funding, an organization must be registered with the IRS as a 501(c)(3) public charity. We support organizations in Illinois whose work is a strong fit with our guidelines and strategies. We only fund organizations that demonstrate high quality and high impact; good governance and management; and fiscal health.

WHERE WE FUND

We fund exclusively in Illinois and will consider requests to support work on either:

a) a statewide scale, or
b) a regional scale in the Chicago Metropolitan Region; or
c) a place-based scale in suburban Cook, Lake, Kane, Will, DuPage, Winnebago, Boone, McHenry, and Kendall Counties.

HOW WE FUND

Organizations that meet the eligibility requirements and are engaged in activities consistent with the strategies described in these guidelines may apply for the following kinds of support:

- Project
- General operations
- Capacity building and technical assistance

Core grants are not available for:

- Endowments
- Capital campaigns or capital projects
- Debt or deficit reduction
- Fundraising events
- Grants to individuals
- Religious purposes
- Political campaigns

GRANT DURATION

Grand Victoria Foundation will consider multi-year requests from organizations with which we have an existing or prior funding relationship. We are generally open to proposals for two-year grants. Whether an organization is a long-time or first-time grantee, requests for renewed funding may be submitted upon successful completion of a grant.

GRAND VICTORIA
FOUNDATION

how to apply

Letters are due on the first Friday of October and May.

LETTER OF INQUIRY

If you've read the guidelines and think there is a good fit, send a letter of inquiry that summarizes what you plan to accomplish. This is an important first step. It is your opportunity to let us know that what you will undertake is well planned; that your organization has the experience to succeed; and that there is some support from other sources for the effort you plan to propose

Once our team has reviewed your letter of inquiry, we will send a response to let you know whether we would like to see a full proposal. Organizations that are invited to submit proposals receive an application packet and instructions.

The Foundation only considers proposals that have been invited in response to a letter of inquiry.

PREPARING YOUR LETTER OF INQUIRY

Letters of inquiry must be on your organization's letterhead and signed by a member of your staff who has the authority to accept and manage a grant.

In two pages, describe your organization and the work you plan to propose. Please restate and respond to the following points.

- The amount you plan to request from Grand Victoria Foundation
- What you plan to accomplish with the grant and why
- How you plan to accomplish it
- Who, from your organization and/or partner organization, will implement the work
- How your effort matches Grand Victoria Foundation's priorities

In addition to your two-page summary, please attach an itemized income and expense budget for the effort.

GENERAL OPERATING SUPPORT

If you plan to request general operating support, we will look at whether your mission and overall activities are a good fit with ours and the extent to which you are leading in your field. Therefore, your responses to the points above should focus on plans to strengthen your organization within the context of your mission. Please attach an organizational budget and year-to-date income and expense report.

RENEWED FUNDING

If you are seeking renewed funding, we suggest you say less about your organization and instead include a brief update on the funded effort. Frame your responses to the points listed under "Preparing Your Letter of Inquiry" from the perspective of what you have already accomplished with your current Grand Victoria Foundation grant and discuss your plans for building on those accomplishments. In addition to an itemized income and expense budget for renewed support, please also include a year-to-date grant expense report and information about other funding you secured for the work you are doing with a current Grand Victoria Foundation grant.

GRAND VICTORIA FOUNDATION
230 WEST MONROE ST, SUITE 2530
CHICAGO, IL 60606
P. 312-609-0200 F 312-658-0738
www.grandvictoriafdn.org

GRAND VICTORIA
FOUNDATION

the details

REQUEST FOR PROJECT SUPPORT

Your proposal should be clear, concise and easy to read. We ask that you use 12-point type and limit your narrative to twelve pages.

RENEWAL REQUESTS

If you are seeking renewed funding, please answer the questions within the context of what you accomplished with current funding. Your proposal should reflect an understanding of lessons learned and present solid strategies for taking the next logical steps to strengthen, enhance, or expand the effort if funding is renewed. Include an interim progress report, a year-to-date grant expense report, and information about other funding sources obtained for the project.

1. BACKGROUND

- What are the mission and background of your organization?
- What are some of your organization's significant accomplishments?
- Describe how your board gets involved in your organization.

2. PROJECT

- Describe your project and the issue or issues you plan to address.
- What strategies are planned to achieve your goals and objectives and how did you determine they are likely to be effective?
- Who are the key audiences that you need to reach in order for you to succeed? Describe your plan to communicate with them.
- How will you know and document the results of your efforts?
- What are the time frame and geographic scope of the project?
- Describe your plan to attract additional investment and the progress you've made.

3. PERSONNEL

- Who from your organization and/or partner organization(s) will carry out the proposed work? Describe their respective roles and relevant experience.

4. RELATIONSHIP TO GRAND VICTORIA FOUNDATION'S PRIORITIES

Please refer to our Core Guidelines at www.grandvictoriafdn.org to refresh your recollection about our priorities and describe how what you are asking us to support is a good fit.

ATTACHMENTS

___ Application Cover Sheet www.grandvictoriafdn.org/cvrltr.doc

___ Workplan

___ Audited financial statements or Form 990 for most recently completed fiscal year

___ Current and next fiscal years' overall organizational budgets

___ List of funders, including amounts received, for most recently completed and current fiscal years (Please include board contributions)

___ Year-to-date statement of revenue and expenses, plus balance sheet

___ Detailed revenue and expense budget for the project. Include narrative explanation of each line item. Please provide a budget for each year of support you request.

___ A list of funding that you've secured or requested for the project. Include name of funding source, amount requested, status of request, and amount secured.

___ Board of Directors list. Include contact information, business affiliations, overall composition.

___ Résumés of the key personnel responsible for carrying out the project.

___ Descriptions for positions that will be funded by the grant.

___ If this is a collaboration, provide a memoranda of understanding signed by the collaborators.

PROPOSAL DEADLINE

One original and one copy of your proposal with attachments are due by 5:00 pm on June 29, 2012.

GRAND VICTORIA FOUNDATION
230 WEST MONROE ST, SUITE 2530
CHICAGO, IL 60606
P 312-609-0200 F: 312-658-0738
www.grandvictoriafdn.org

Elgin Guidelines

Elgin Grant works

GRAND VICTORIA FOUNDATION awards general operating grants for amounts up to $25,000 annually to Elgin-based nonprofit organizations. Grants are awarded on a three-year cycle. General operating grants cover the day-to-day costs of running an organization.

Guidelines

ELIGIBILITY

Elgin-based organizations with an in-force ruling from the Internal Revenue Service that they are a 501(c)(3) public charity that has:

- been in business and operating for at least 3 years providing services to Elgin residents.
- an annual operating budget between $150,000 and $10,000,000.
- a balanced budget or an operating deficit of less than 15%.
- at least one full-time executive level employee.

Funding is NOT considered for:

- Parochial or private schools
- Debt or deficit reduction
- Political campaigns
- Religious purposes
- Federated funds

RENEWALS

General operating grants are awarded on a three-year cycle at the end of which, one full calendar year must pass before an organization may re-apply for another general operating grant.

Putting grants to work for Elgin.

Attachment 16A

To apply for a grant:

1

Application narrative

Please provide up to three pages of narrative that include the following:

- Please provide a summary of your organizations triumphs and challenges from the past twelve months.
- Describe how your organization typically supports its operating costs.
- What are your organizational goals for the next three years?
- What is the financial condition of your organization today compared to where it was two fiscal years ago?
- What decisions has your organization made to adapt to changing conditions?
- How have your decisions affected the way you carry out your mission?
- If your organizational budget is down more than 10% from where it was two years ago, what are your strategies to advance your work if revenues do not rebound or if they continue to decline?
- If awarded, how will you use general operating funds?

Elgin Grant works

GENERAL OPERATING GRANTS

2

Complete an application cover sheet, and include the following attachments:

- Most recent business plan or strategic plan.
- Approved organizational budget for the current fiscal year.
- Year-to-date financial statements and a balance sheet for the most recently completed quarter.
- Audited financials or Form 990 for the most recently completed fiscal year.
- List of funding commitments and pending requests of $5,000 or more (both public and private) for the current fiscal year. The list should include funder/donor name and amount committed or requested.
- List of your organization's management team and board members (including business or community affiliations).

An electronic version of the application cover sheet is available online at www.grandvictoriafdn.org/elginform.html

3

Submit two complete copies of your application package.

DEADLINES

The deadlines for submitting an application are the first Friday in February, June and October. Notification letters will be sent within 8 to 10 weeks of receiving the application. Grantees can expect to receive payment two weeks after submitting a signed grant agreement.

GRAND VICTORIA FOUNDATION
50 A SOUTH GROVE AVENUE
ELGIN, ILLINOIS 60120
(847) 289-8575
(847) 289-8576 fax
www grandvictoriafdn org

Attachment 16A

Frequently Asked Questions

What do you consider an Elgin-based organization?
A nonprofit is considered Elgin-based if it. 1) has an office in Elgin, Illinois, 2) provides direct services to Elgin residents, and 3) has a dedicated Elgin budget.

If I apply for a general operating grant, can I apply for other grants from the Foundation in the same year?
Yes. However, eligibility requirements and program priorities for other Foundation grant programs differ from the eligibility requirements for the Grantworks general operating grant program. Visit www.grandvictoriafdn.org for more information about other grant opportunities.

Can the requested amounts for years two and three be different from the amount specified in the original application?
Yes, you may change the amount of funds requested from the Foundation in subsequent years as long as it does not exceed the annual maximum of $25,000.

What are typical reasons an application is declined?
The most common reasons an application is declined are (1) an organization does not meet the eligibility requirements, (2) the application is incomplete; (3) the organization is not financially stable, (4) there is no indication from the application that a general operating grant would strengthen the organization or help maximize its service delivery.

Who will evaluate the applications?
Each application will be evaluated on its own merits and will be reviewed by the Foundation's staff and Board of Directors.

What are the reporting requirements?
General operating grant recipients are required to annually submit a written report along with an up to date application cover sheet and financial statements.

What if my application is denied?
If your application is denied, you may reapply for general operating support after six months

Attachment 16A

Elgin Grant Works

GENERAL OPERATING GRANT APPLICATION COVER SHEET

For Elgin, Illinois-based Organizations Only

- To be considered for a general operating grant, an Elgin-based organization must submit an application to the Grand Victoria Foundation on the first Friday of February, June or October.
- Please provide two typed copies of your cover sheet, application narrative, and attachments. The Foundation does not accept handwritten or faxed materials.
- Applications (including cover sheet) should not exceed four typed pages. Please do not use fonts smaller than 12 points.

An electronic version of this Application Cover Sheet is available online at www.grandvictoriafdn.org/elginform.html

GRAND VICTORIA FOUNDATION

50 A SOUTH GROVE AVENUE
ELGIN, ILLINOIS 60120
(847) 289-8575
(847) 289-8576 fax
www grandvictoriafdn org

ORGANIZATIONAL INFORMATION

Organization name ______ Web address (URL) ______

Address, City, State, Zip ______

Telephone ______ Fax ______ e-mail ______

Name of Chief Executive ______ Telephone ______

Date organization began operations ______

United Way? ☐ Yes ☐ No Number of paid staff Full-time_____ Part-time_____

PRIMARY SERVICE CATEGORY OF ORGANIZATION (CHECK ONLY ONE)

☐ Arts & Culture ☐ Human Services ☐ Education

☐ Youth Development ☐ Environment ☐ Health

☐ Economic Development ☐ Other (specify) ______

BUDGET INFORMATION FOR CURRENT YEAR

Current fiscal period ______

Approved operating budget Income $______ Expenses $______

Surplus (deficit) $______

Year-to-date (as of __/__/__) Income $______ Expenses $______

Total fundraising goal $______ Amount raised-to-date $______

BUDGET INFORMATION FOR PREVIOUS YEAR

Approved operating budget Income $______ Expenses $______

Surplus (deficit) $______

Year-end (as of __/__/__) Income $______ Expenses $______

GRANT INFORMATION

Total Amount requested $______ # of years requested ______

Amount for each year (up to a maximum of $25,000)

Year 1 $______ Year 2 $______ Year 3 $______

Annual Fundraising Goal

Year 1$______ Year 2 $______ Year 3 $______

______
Signature of Chief Executive

______
Typed Name of Chief Executive Date

Attachment 16A

Vital Lands Guidelines

VITAL LANDS ILLINOIS

Project Application

DIRECTIONS:

- Save this document to your computer.
- Complete the entire form.
- Email the completed form as an attachment to: **vitallandsillinois@grandvictoriafdn.org**.
- Grand Victoria Foundation will confirm receipt via email.
- Eligible organizations with projects that meet minimum requirements will be invited, in writing, to submit a full proposal.

QUESTIONS?

- Review **Frequently Asked Questions**
- Contact Nancy Fishman at **nancyf@grandvictoriafdn.org**.
- Review the **Sample Project Application**

This initial application is designed to allow Grand Victoria Foundation to make a preliminary determination of whether your organization is eligible and whether your project meets the minimum requirements for funding under Vital Lands Illinois. Eligible organizations with projects that meet the minimum requirements will be invited to submit a full proposal. This application is solely for land acquisition projects (fee simple acquisition or conservation easement). Only projects that permanently protect land are eligible.

Applications are accepted throughout the year. Prior to submitting a Project Application, carefully review the Vital Lands Illinois project guidelines, including eligibility criteria and organizational documentation that will be requested if a full proposal is invited.

Please note that Grand Victoria Foundation believes that partnerships and multiple funding sources help ensure that a project is broadly supported and sustainable over the long term. Therefore, we are unlikely to be the sole funder on a project.

Attachment 16A

This is an editable PDF. Use your tab key to click through the response fields.

Today's Date:

>

Organizational Information

Applicant Organization Name:

>

Web Address (URL):

>

Full Mailing Address:

>

Name of Primary Contact Person

>

Title

>

Telephone:

>

Email:

>

Date of IRS Ruling:

>

Federal Tax ID Number:

>

Date your organization adopted the revised 2004 Land Trust Alliance Standards and Practices:

>

Brief Description of Organization (please limit to one or two paragraphs):

>

Attachment 16A

Project Information

Project Name:

>

Estimated Project Budget

Acquisition costs: $ >

Staff time: $ >

Estimate personnel hours and provide hourly rate:

>

Long-term stewardship costs: $ >

Briefly describe method of calculation:

>

Long-term defense costs (conservation easement acquisitions only): $ >

Briefly describe method of calculation:

>

Public engagement costs (if sufficient information is available to estimate): $ >

What activities will these costs support?

>

Attachment 16A

Total project costs: $ >

Amount of request from Grand Victoria Foundation*: $ >

>

Other current or anticipated project support: $ >

Describe source, amount, and status:

>

The Property

Where is the property located? Be as precise as you can (include township and county). A map can be attached to this application:

>

How many acres is the property you wish to acquire? (Please indicate if this is an estimate.)

>

Is this a fee simple acquisition or a conservation easement?

>

Briefly outline the permanent protection strategy for the property:

>

*** This amount can include up to 30% of the long-term stewardship and defense costs.**

Attachment 16A

Describe the current status of the transaction, including an estimate of when it will close. If the transaction is particularly time-sensitive, let us know why and if there are any "drop dead" dates:

>

Please describe the project's primary conservation and habitat values, as well as other public benefits it will provide (refer to the Vital Lands Illinois Project Guidelines for definitions and guidance in preparing this description):

>

What is the parcel's status in relation to the Illinois Wildlife Action Plan (IWAP)? Has the parcel been identified as a conservation priority in any other plans? If so, please describe:

>

Attachment 16A

Does the landowner have past or current relationship to your organization, including any volunteer, staff or board member?

☐ Yes ☐ No

If yes, please describe the relationship:

>

Does anyone associated with your organization have an actual, potential or apparent conflict of interest related to this project? (See LTA Standard 4 for additional guidance and information.)

☐ Yes ☐ No

If yes, please describe the conflict and how your organization is addressing it:

>

If this is a collaborative project, list names of partnering organizations, contact people, and their telephone numbers:

>

GRAND VICTORIA FOUNDATION
230 W. Monroe St., Ste 2530
Chicago, IL 60606
(312) 609-0200
(312) 658-0738 FAX
www.grandvictoriafdn.org

Attachment 16A

ATTACHMENT 17

990PF, PART XV - SUBMISSION DEADLINES

THE FOUNDATION HAS THREE COMPETITIVE GRANT PROGRAMS: CORE PROGRAM, ELGIN GRANTWORKS, AND VITAL LANDS ILLINOIS.
THE SUBMISSION DEADLINES FOR THE CORE PROGRAM ARE THE FIRST FRIDAYS IN MAY AND OCTOBER OF EACH YEAR.
THE SUBMISSION DEADLINES FOR THE ELGIN GRANTWORKS PROGRAM ARE THE FIRST FRIDAYS IN FEBRUARY, JUNE AND OCTOBER OF EACH YEAR.
THE VITAL LANDS ILLINOIS PROGRAM ACCEPTS APPLICATION SUBMISSIONS THROUGHOUT THE YEAR.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE FOUNDATION'S CORE PROGRAM IS LIMITED TO SUPPORT OF EFFORTS IN THE STATE OF ILLINOIS IN THE FIELDS OF EDUCATION, ENVIRONMENTAL MATTERS AND ECONOMIC AND COMMUNITY DEVELOPMENT.
THE FOUNDATION'S ELGIN GRANTWORKS PROGRAM IS LIMITED TO QUALIFIED ORGANIZATIONS BASED IN AND OPERATING FOR THE BENEFIT OF ELGIN, ILLINOIS. GRANTS AWARDED THROUGH THIS PROGRAM SUPPORT GENERAL OPERATIONS.
THE FOUNDATION'S VITAL LANDS PROGRAM PROVIDES FUNDING FOR PROTECTION OF IMPORTANT NATURAL AREAS IN ILLINOIS.

GRAND VICTORIA FOUNDATION
FY 2012 ENDING DECEMBER 31, 2012
GRANTS PAID

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
The 16th Street Theater 1619 South Wesley Avenue Berwyn IL 60402	501 (c)(3)	Employee Matching Gift	None	200
Advance Illinois 50 E Washington, Suite 400 Chicago IL 60602	501 (c)(3)	General Operating	None	85,000
Advance Illinois 50 E Washington, Suite 400 Chicago IL 60602	501 (c)(3)	General Operating	None	5,000
Alliance for the Great Lakes 17 North State Street, Suite 1390 Chicago IL 60602	501 (c)(3)	General Operating	None	75,000
American Cancer Society, Fox Valley Region 143 First Street Batavia IL 60510	501 (c)(3)	General Operating	None	1,000
American Red Cross of Greater Chicago 2200 W Harrison Chicago IL 60612	501 (c)(3)	Employee Matching Gift	None	300
Art for All 749 Scott Dr Elgin IL 60123	501 (c)(3)	Project Support	None	275
Association for Individual Development 309 West New Indian Trail Court Aurora IL 60506	501 (c)(3)	General Operating	None	25,000
Bethlehem Lutheran Child Development Center 340 Grand Boulevard Elgin IL 60120	501 (c)(3)	General Operating	None	20,000
Biodiversity Project 4507 N Ravenswood Ave #106 Chicago IL 60640	501 (c)(3)	General Operating	None	5,000
Black Women's Association PO Box 5260 Elgin IL 60121	501 (c)(3)	Scholarships	None	500
Black Women's Association PO Box 5260 Elgin IL 60121	501 (c)(3)	Scholarships	None	500
Boys & Girls Club of Elgin PO Box 416 Elgin IL 60120	501 (c)(3)	General Operating	None	15,000

GRAND VICTORIA FOUNDATION
FY 2012 ENDING DECEMBER 31, 2012
GRANTS PAID

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Business & Professional People for the Public Interest 25 East Washington, Suite 1515 Chicago IL 60602	501 (c)(3)	Project Support	None	100,000
Center for Disability & Elder Law 79 West Monroe, Suite 919 Chicago IL 60603	501 (c)(3)	General Operating	None	2,500
Center for Economic Progress 29 E. Madison Street, Suite 900 Chicago IL 60602	501 (c)(3)	Project Support	None	30,000
Center for Economic Progress 29 E. Madison Street, Suite 900 Chicago IL 60602	501 (c)(3)	Project Support	None	30,000
Center for Neighborhood Technology 2125 West North Avenue Chicago IL 60647	501 (c)(3)	General Operating	None	67,500
Center for Neighborhood Technology 2125 West North Avenue Chicago IL 60647	501 (c)(3)	General Operating	None	175,000
Centro de Information 28 N Grove Avenue Elgin IL 60120	501 (c)(3)	General Operating	None	20,000
Chicago Jobs Council 29 East Madison, Suite 1700 Chicago IL 60602	501 (c)(3)	General Operating	None	268,000
Children's Theatre of Elgin 1700 Spartan Dnve Elgin IL 60123	501 (c)(3)	General Operating	None	20,000
City of Elgin 150 Dexter Court Elgin IL 60120	Governmental Unit	Scholarships	None	1,000
City of Elgin 150 Dexter Court Elgin IL 60120	Governmental Unit	Scholarships	None	1,000
CLIFFTOP Alliance 3107 Sutterville Road Fults IL 62244	501 (c)(3)	General Operating	None	5,000
Collaboration for Early Childhood Care and Education 123 Madison Street, Room 209 Oak Park IL 60302	501 (c)(3)	General Operating	None	35,000

GRAND VICTORIA FOUNDATION
FY 2012 ENDING DECEMBER 31, 2012
GRANTS PAID

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Community Crisis Center PO Box 1390 Elgin IL 60121	501 (c)(3)	General Operating	None	20,000
Community Crisis Center PO Box 1390 Elgin IL 60121	501 (c)(3)	General Operating	None	4,000
Community Organizing and Family Issues 1436 W Randolph Street, 4th Floor Chicago IL 60607	501 (c)(3)	Project Support	None	30,000
The Conservation Foundation 10S404 Knoch Knolls Road Naperville IL 60565	501 (c)(3)	Project Support	None	40,000
Conserve Lake County 32400 N Harris Road Grayslake IL 60030	501 (c)(3)	Project Support	None	75,000
Crossroads Fund 3411 West Diversey, Suite 20 Chicago IL 60647	501 (c)(3)	Employee Matching Gift	None	300
Delta Institute 35 East Wacker, Suite 1200 Chicago IL 60604	501 (c)(3)	Project Support	None	120,000
Discovery Center Museum 711 North Main Street Rockford IL 61103	501 (c)(3)	Project Support	None	50,000
The Donors Forum of Chicago 208 South LaSalle Street, Suite 1540 Chicago IL 60604	501 (c)(3)	Membership Grant	None	8,270
Ducks Unlimited, Inc 229 N Third Avenue Canton IL 61520	501 (c)(3)	Project Grant	None	6,640
Ducks Unlimited, Inc 229 N Third Avenue Canton IL 61520	501 (c)(3)	Project Grant	None	240,500
DuPage Children's Museum 310 North Washington Street Naperville IL 60540	501 (c)(3)	General Operating	None	75,000
Elgin Academy 350 Park Street Elgin IL 60120	501 (c)(3)	Scholarships	None	27,000

GRAND VICTORIA FOUNDATION
FY 2012 ENDING DECEMBER 31, 2012
GRANTS PAID

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Elgin Area Chamber of Commerce 31 South Grove Avenue Elgin IL 60120	501 (c)(3)	General Operating	None	500
Elgin Area Historical Society Museum 360 Park St Elgin IL 60120	501 (c)(3)	General Operating	None	2,500
Elgin Children's Chorus PO Box 725 Elgin IL 60121	501 (c)(3)	General Operating	None	15,000
Elgin High School 1200 Maroon Drive Elgin IL 60120	Governmental Unit	Project Support	None	1,000
Elgin High School 1200 Maroon Drive Elgin IL 60120	Governmental Unit	Project Support	None	300
Elgin Junior Service Board PO Box 5417 Elgin IL 60121	501 (c)(3)	Project Support	None	2,500
Elgin Youth Symphony Orchestra PO Box 6508 Elgin IL 60121	501 (c)(3)	General Operating	None	25,000
Environmental Law and Policy Center 35 East Wacker Drive, Suite 1600 Chicago IL 60601	501 (c)(3)	General Operating	None	100,000
Erikson Institute 451 North LaSalle Street Chicago IL 60654	501 (c)(3)	Project Support	None	121,815
Evanston Community Foundation, fiscal agent for Illinois Early Child Childhood Fellowship 1007 Church Street, Suite 108 Evanston IL 60201	501 (c)(3)	Project Support	None	200,000
Faith in Place 70 East Lake Street, Suite 920 Chicago IL 60601	501 (c)(3)	General Operating	None	35,000
Family Service Association 1140 North McLean Boulevard, Suite 1 Elgin IL 60123	501 (c)(3)	General Operating	None	20,000

GRAND VICTORIA FOUNDATION
FY 2012 ENDING DECEMBER 31, 2012
GRANTS PAID

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
The Field Museum 1400 S Lake Shore Drive Chicago IL 60605	501 (c)(3)	General Operating	None	5,000
Fight Crime Invest in Kids 70 East Lake Street, Suite 720 Chicago IL 60601	501 (c)(3)	General Operating	None	20,000
Food for Greater Elgin 1553 Commerce Drive Elgin IL 60123	501 (c)(3)	General Operating	None	3,500
Fox Valley Volunteer Hospice 200 Whitfield Drive Geneva IL 60134	501 (c)(3)	General Operating	None	500
Friends of the Chicago River 411 South Wells, Suite 800 Chicago IL 60604	501 (c)(3)	General Operating	None	35,000
Gail Borden Public Library District Foundation 270 N Grove Ave Elgin IL 60120	501 (c)(3)	Project Support	None	3,000
Greater Elgin Family Care Center 370 Summit Street Elgin IL 60120	501 (c)(3)	General Operating	None	25,000
Hamilton Wings 14 Crescent Street Elgin IL 60123	501 (c)(3)	General Operating	None	15,000
Heartland Alliance for Human Needs & Human Rights 33 West Grand Avenue, Suite 500 Chicago IL 60654	501 (c)(3)	Project Support	None	50,000
Heartlands Conservancy 406 E Main Street Mascoutah IL 62258	501 (c)(3)	General Operating	None	5,000
Heartlands Conservancy 406 E Main Street Mascoutah IL 62258	501 (c)(3)	Project Support	None	75,000
Heartlands Conservancy 406 E Main Street Mascoutah IL 62258	501 (c)(3)	Project Support	None	294,410

GRAND VICTORIA FOUNDATION
FY 2012 ENDING DECEMBER 31, 2012
GRANTS PAID

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Heartlands Conservancy 406 E Main Street Mascoutah IL 62258	501 (c)(3)	Project Support	None	32,000
Housing Action Illinois 11 East Adams, Suite 1601 Chicago IL 60603	501 (c)(3)	General Operating	None	50,000
Hyde Park Art Center 5020 South Cornell Avenue Chicago IL 60615	501 (c)(3)	Employee Matching Gift	None	5,000
Illinois Action for Children 4753 North Broadway, Suite 1200 Chicago IL 60640	501 (c)(3)	Project Support	None	300,000
Illinois Audubon Society PO Box 2547 Springfield IL 62708	501 (c)(3)	Project Support	None	578,000
Illinois Environmental Council Education Fund 230 Broadway, Suite 150 Springfield, IL 62701	501 (c)(3)	General Operating	None	30,000
Illinois Network of Charter Schools 205 West Randolph, Suite 1340 Chicago IL 60606	501 (c)(3)	Project Support	None	125,000
Illinois Network of Child Care Resource & Referral 1226 Towanda Plaza Bloomington IL 61701	501 (c)(3)	General Operating	None	100,000
Kohl Children's Museum 2100 Patriot Blvd Glenview IL 60026	501 (c)(3)	Project Support	None	30,000
Lakeview Pantry 3831 N Broadway Chicago IL 60613	501 (c)(3)	Employee Matching Gift	None	300
The Land Conservancy of McHenry County PO Box 352 Woodstock IL 60098	501 (c)(3)	General Operating	None	45,000
The Land Conservancy of McHenry County PO Box 352 Woodstock IL 60098	501 (c)(3)	Project Support	None	85,000

GRAND VICTORIA FOUNDATION
FY 2012 ENDING DECEMBER 31, 2012
GRANTS PAID

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
The Larkin Center 1212 Larkin Ave Elgin IL 60123	501 (c)(3)	General Operating	None	25,000
Latino Policy Forum 180 N Michigan Ave , Suite 1250 Chicago IL 60601	501 (c)(3)	Project Support	None	40,000
The Literacy Connection 270 North Grove Avenue Elgin IL 60120	501 (c)(3)	General Operating	None	20,000
The Literacy Connection 270 North Grove Avenue Elgin IL 60120	501 (c)(3)	General Operating	None	1,500
Literacy Volunteers Fox Valley One South Sixth Avenue St. Charles IL 60174	501 (c)(3)	General Operating	None	400
Lutheran Social Services of Illinois 675 Varsity Drive Elgin IL 60120	501 (c)(3)	General Operating	None	25,000
Mercy Housing Lakefront 120 S LaSalle Street, Suite 1850 Chicago IL 60603	501 (c)(3)	Project Support	None	62,500
Metropolis Strategies 30 West Monroe Street, Suite 1300 Chicago IL 60603	501 (c)(3)	Project Support	None	62,500
Metropolitan Mayors Caucus, fiscal sponsor for the Suburban Interjurisdictional Housing Collaboratives 233 South Wacker Drive, Suite 800 Chicago IL 60606	501 (c)(3)	Project Support	None	70,000
Metropolitan Planning Council 140 S Dearborn, Suite 1400 Chicago IL 60603	501 (c)(3)	General Operating	None	115,000
Midewin Interpretive Association 30239 S State Rt 53 Wilmington IL 60481	501 (c)(3)	Employee Matching Gift	None	200
National Audubon - Chicago Region 1718 Sherman Avenue, Suite 210 Evanston IL 60201	501 (c)(3)	Project Support	None	39,000

GRAND VICTORIA FOUNDATION
FY 2012 ENDING DECEMBER 31, 2012
GRANTS PAID

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
The Nature Conservancy in Illinois 8 S Michigan, Suite 900 Chicago IL 60603	501 (c)(3)	General Operating	None	5,000
The Nature Conservancy in Illinois 8 S Michigan, Suite 900 Chicago IL 60603	501 (c)(3)	Project Support	None	72,000
The Nature Conservancy in Illinois 8 S Michigan, Suite 900 Chicago IL 60603	501 (c)(3)	Project Support	None	226,000
The Nature Conservancy in Illinois 8 S Michigan, Suite 900 Chicago IL 60603	501 (c)(3)	Project Support	None	260,750
Neighbors of South East Elgin 628 South Liberty St Elgin IL 60120	501 (c)(3)	Project Support	None	400
New Teacher Center 725 Front Street, Suite 400 Santa Cruz CA 95060	501 (c)(3)	Project Support	None	80,700
Oak Crest Residence Association 204 S State Street Elgin IL 60123	501 (c)(3)	General Operating	None	25,000
One Hope United 215 N Milwaukee Avenue, P O Box 1128 Lake Villa IL 60046	501 (c)(3)	General Operating	None	25,000
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	501 (c)(3)	Challenge Grant	None	335,000
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	501 (c)(3)	Project Support	None	100,000
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	501 (c)(3)	General Operating	None	5,000
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	501 (c)(3)	Project Support	None	25,000

GRAND VICTORIA FOUNDATION
FY 2012 ENDING DECEMBER 31, 2012
GRANTS PAID

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	501 (c)(3)	Challenge Grant	None	81,000
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	501 (c)(3)	Project Support	None	136,217
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	501 (c)(3)	Project Support	None	268,830
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	501 (c)(3)	Project Support	None	22,500
Ounce of Prevention Fund 33 West Monroe, Suite 2400 Chicago IL 60603	501 (c)(3)	General Operating	None	200,000
Ounce of Prevention Fund 33 West Monroe, Suite 2400 Chicago IL 60603	501 (c)(3)	General Operating	None	200,000
Ounce of Prevention Fund, fiscal agent for the Illinois Early Learning Council 33 West Monroe, Suite 2400 Chicago IL 60603	501 (c)(3)	Project Support	None	-8,255
Ounce of Prevention Fund, fiscal agent for the Illinois Early Learning Council 33 West Monroe, Suite 2400 Chicago IL 60603	501 (c)(3)	Project Support	None	84,800
Pads of Elgin 1730 Berkley St Elgin IL 60123	501 (c)(3)	General Operating	None	25,000
Pheasants Forever 1504 Vinifera Drive Petersburg IL 62675	501 (c)(3)	General Operating	None	5,000
Prairie Rivers Network 1902 Fox Drive, Suite G Champaign IL 61820-6215	501 (c)(3)	General Operating	None	35,000
Prairie Rivers Network 1902 Fox Drive, Suite G Champaign IL 61820-6215	501 (c)(3)	Project Support	None	12,000

GRAND VICTORIA FOUNDATION
FY 2012 ENDING DECEMBER 31, 2012
GRANTS PAID

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Prairie Rivers Network 1902 Fox Drive, Suite G Champaign IL 61820-6215	501 (c)(3)	General Operating	None	5,000
Prairie Valley Family YMCA 50 North McLean Elgin, IL 60123	501 (c)(3)	General Operating	None	25,000
Rainbow Hospice & Palliative Care 1550 Bishop Court Mount Prospect IL 60056	501 (c)(3)	Employee Matching Gift	None	300
Renz Addiction Counseling Center Two American Way Elgin IL 60120	501 (c)(3)	General Operating	None	20,000
Sargent Shriver National Center on Poverty Law 50 East Washington, Suite 500 Chicago IL 60602	501 (c)(3)	General Operating	None	125,000
Senior Services Associates 101 S Grove Avenue Elgin IL 60120	501 (c)(3)	General Operating	None	20,000
Shawnee Resource Conservation and Development, Inc RR 1 Box 256 Simpson IL 62985	501 (c)(3)	General Operating	None	5,000
Sherman Hospital Auxiliary 934 Center Street Elgin IL 60120	501 (c)(3)	General Operating	None	5,000
The Sierra Club Foundation fiscal agent for Sierra Club-Illinois Chapter 85 2nd Street, Suite 750 San Francisco, CA 94105	501 (c)(3)	Project Support	None	42,500
Smart Growth America 1707 L Street NW, Suite 250 Washington DC 20036	501 (c)(3)	Project Support	None	75,000
Summit, Inc 333 River Road Drive Elgin IL 60123	501 (c)(3)	General Operating	None	25,000
United African Organization 3424 S. State Street, Suite 3C8-2 Chicago IL 60616	501 (c)(3)	Employee Matching Gift	None	200

GRAND VICTORIA FOUNDATION
FY 2012 ENDING DECEMBER 31, 2012
GRANTS PAID

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
United Way of Elgin 1797 N La Fox St South Elgin, IL 60177	501 (c)(3)	Project Support	None	2,500
University of Illinois 1816 S Oak Street Champaign IL 61820	Governmental Unit	Project Support	None	-420
VNA Health Care 400 N Highland Avenue Aurora IL 60506	501 (c)(3)	General Operating	None	20,000
WBEZ Alliance, Inc 848 E Grand Avenue Chicago IL 60611	501 (c)(3)	Employee Matching Gift	None	240
Well Child Center 620 Wing Street Elgin IL 60123	501 (c)(3)	General Operating	None	25,000
The Wetlands Initiative 53 W Jackson Boulevard, Suite 1015 Chicago IL 60604	501 (c)(3)	Project Support	None	100,000
The Wetlands Initiative 53 W Jackson Boulevard, Suite 1015 Chicago IL 60604	501 (c)(3)	Project Support	None	50,000
Women Employed 65 E Wacker, Suite 1500 Chicago IL 60601	501 (c)(3)	Project Support	None	100,000
Woodstock Institute 29 East Madison, Suite 1710 Chicago IL 60602	501 (c)(3)	General Operating	None	85,000
Working Bikes Cooperative 2434 S Western Chicago IL 60608	501 (c)(3)	Employee Matching Gift	None	120
YWCA of Elgin 220 E Chicago Street Elgin IL 60120	501 (c)(3)	General Operating	None	25,000
		Total Grants Paid in 2012		7,558,291

ATTACHMENT 18A

GRAND VICTORIA FOUNDATION
FY 2012 ENDING DECEMBER 31, 2012
GRANTS PAYABLE

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Advance Illinois 50 East Washington, Suite 400 Chicago IL 60602	501 (c)(3)	General Operating	None	80,000 00
Alliance for the Great Lakes 17 North State Street, Suit 1390 Chicago IL 60602	501 (c)(3)	General Operating	None	75,000 00
Association for Individual Development 309 West New Indian Trail Court Aurora IL 60506	501 (c)(3)	General Operating	None	25,000.00
Bethlehem Lutheran Child Development Center 340 Grand Blvd Elgin IL 60120	501 (c)(3)	General Operating	None	20,000 00
Business and Professional People for the Public Interest 25 East Washington, Suite 1515 Chicago IL 60602	501 (c)(3)	Project Support	None	100,000 00
Center for Economic Progress 29 E Madison Street, Suite 900 Chicago IL 60602	501 (c)(3)	Project Support	None	30,000 00
Collaboration for Early Childhood Care & Education 123 Madison Sreet, Room 209 Oak Park IL 60302	501 (c)(3)	General Operating	None	35,000 00
Conserve Lake County 32492 N Almond Road Grayslake IL 60030	501 (c)(3)	Project Support	None	70,000 00
Elgin Academy 350 Park Street Elgin IL 60120	501 (c)(3)	Scholarships	None	27,000 00
Elgin Youth Symphony Orchestra P O Box 6508 Elgin, IL 60121-6508	501 (c)(3)	General Operating	None	50,000 00
Evanston Community Foundation, fiscal agent for Illinois Early Learning Fellowship 1007 Church Street, Suite 108 Evanston IL 60201	501 (c)(3)	Project Support	None	400,000 00
Faith in Place 70 East Lake Street, Suite 920 Chicago IL 60601	501 (c)(3)	General Operating	None	35,000 00
Gail Borden Public Library District Foundation 270 N Grove Ave Elgin IL 60120	501 (c)(3)	Project Support	None	25,000 00

GRAND VICTORIA FOUNDATION
FY 2012 ENDING DECEMBER 31, 2012
GRANTS PAYABLE

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Illinois Network of Child Care Resource & Referral Agencies 1226 Towanda Plaza Bloomington IL 61701	501 (c)(3)	General Operating	None	100,000 00
The Land Conservancy of McHenry County 4622 Dean Street PO Box 352 Woodstock IL 60098	501 (c)(3)	General Operating	None	45,000 00
Latino Policy Forum 180 N Michigan Ave , Suite 1250 Chicago IL 60601	501 (c)(3)	Project Support	None	40,000 00
Metropolis Streategies 30 West Monroe Street, Suite 1300 Chicago IL 60603-2408	501 (c)(3)	Project Support	None	62,500 00
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	501 (c)(3)	Project Support	None	898,300 00
Ounce of Prevention Fund, fiscal agent for the Illinois Early Learning Council 33 West Monroe, Suite 2400 Chicago IL 60603	501 (c)(3)	Project Support	None	90,200 00
Prairie Valley Family YMCA 50 North McLean Elgin IL 60123	501 (c)(3)	General Operating	None	25,000 00
Summit, Inc 333 River Road Drive Elgin IL 60123	501 (c)(3)	General Operating	None	50,000 00
Women Employed 65 E Wacker, Suite 1500 Chicago IL 60601	501 (c)(3)	Project Support	None	100,000 00
				2,383,000 00

Form **8868** (Rev January 2013)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . . ▶ [X]
- 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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions GRAND VICTORIA FOUNDATION	Employer identification number (EIN) or 36-4107162
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 230 WEST MONROE STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO, IL 60606	

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

- The books are in the care of ▶ MARY KAY FRANCEL

Telephone No ▶ 312 609-0200 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 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

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**	$ 51,234.
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**	$ 54,967.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 0

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