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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE DONNELLEY FOUNDATION		A Employer identification number 36-6066894
Number and street (or P.O. box number if mail is not delivered to street address) 333 N. MICHIGAN AVENUE		B Telephone number 312-827-1222
City or town, state, and ZIP code CHICAGO, IL 60601-4048		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) \$ 14,567,997.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,000.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		479,910.	479,910.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		729,308.			
b Gross sales price for all assets on line 6a	6,196,745.				
7 Capital gain net income (from Part IV, line 2)			729,308.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		323.	323.		STATEMENT 2
12 Total. Add lines 1 through 11		1,210,541.	1,209,541.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	STMT 3	1,412.	0.		1,412.
b Accounting fees	STMT 4	28,445.	0.		28,445.
c Other professional fees	STMT 5	68,522.	68,522.		0.
17 Interest					
18 Taxes	STMT 6	38,655.	11,155.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 7	125.	0.		25.
24 Total operating and administrative expenses. Add lines 13 through 23		137,159.	79,677.		29,882.
25 Contributions, gifts, grants paid		444,050.			444,050.
26 Total expenses and disbursements. Add lines 24 and 25		581,209.	79,677.		473,932.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		629,332.			
b Net investment income (if negative, enter -0-)			1,129,864.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			1,040,103.	626,742.	626,742.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations STMT 8			921,827.	484,837.	492,875.
	b Investments - corporate stock STMT 9			5,950,558.	6,955,543.	8,629,446.
	c Investments - corporate bonds STMT 10			2,242,892.	2,804,961.	2,905,152.
	11 Investments - land, buildings, and equipment, basis ▶ Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 11			1,970,590.	1,901,801.	1,913,782.
14 Land, buildings, and equipment, basis ▶ Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			12,125,970.	12,773,884.	14,567,997.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			12,125,970.	12,773,884.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.	
30 Total net assets or fund balances			12,125,970.	12,773,884.		
31 Total liabilities and net assets/fund balances			12,125,970.	12,773,884.		

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 12,125,970.
2 Enter amount from Part I, line 27a	2 629,332.
3 Other increases not included in line 2 (itemize) ▶ TIMING DIFFERENCE	3 18,582.
4 Add lines 1, 2, and 3	4 12,773,884.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 12,773,884.

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 PUBLICLY TRADED SECURITIES			
b CAPITAL GAIN DISTRIBUTIONS			
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 6,164,488.		5,467,437.	697,051.
b 32,257.			32,257.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			697,051.
b			32,257.
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 }		2 729,308.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3 N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	542,518.	13,756,448.	.039437
2010	715,384.	12,940,446.	.055283
2009	652,558.	11,672,114.	.055907
2008	701,364.	14,232,212.	.049280
2007	818,348.	16,937,034.	.048317

2 Total of line 1, column (d)	2 .248224
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 .049645
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4 14,131,102.
5 Multiply line 4 by line 3	5 701,539.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 11,299.
7 Add lines 5 and 6	7 712,838.
8 Enter qualifying distributions from Part XII, line 4	8 473,932.

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)		1	22,597.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	22,597.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	22,597.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	26,468.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	12,000.
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6d		
b Exempt foreign organizations - tax withheld at source	7	38,468.	
c Tax paid with application for extension of time to file (Form 8868)	8	36.	
d Backup withholding erroneously withheld	9		
7 Total credits and payments. Add lines 6a through 6d	10	15,835.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	11	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 15,835. Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THOMAS DONNELLEY II Telephone no. ► 312-827-1202 Located at ► 333 N. MICHIGAN, STE. 2200, CHICAGO, IL ZIP+4 ► 60601-4048			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

If "Yes" to 6b, file Form 8870

X

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

☐ Yes ☒ No

7b

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

N/A

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

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

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

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13,684,941.
b	Average of monthly cash balances	1b	661,355.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,346,296.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14,346,296.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	215,194.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,131,102.
6	Minimum investment return. Enter 5% of line 5	6	706,555.

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	706,555.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	22,597.	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b	2c	22,597.	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	683,958.	
4	Recoveries of amounts treated as qualifying distributions	4	0.	
5	Add lines 3 and 4	5	683,958.	
6	Deduction from distributable amount (see instructions)	6	0.	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	683,958.	

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	473,932.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	473,932.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	473,932.

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				683,958.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	240,795.			
e From 2011				
f Total of lines 3a through e	240,795.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 473,932.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				473,932.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	210,026.			210,026.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	30,769.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	30,769.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	30,769.			
d Excess from 2011				
e Excess from 2012				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT	N/A	501(C)(3)	UNRESTRICTED	444,050.
Total			3a	444,050.
b Approved for future payment				
NONE				
Total			3b	0.

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee Thomas C. Donnelly Jr. **Date** 8/23/13 **Title** President

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

Paid Preparer Use Only	Print/Type preparer's name KEVIN M. METKE	Preparer's signature 	Date 8/23/13	Check ☐ if self-employed	PTIN P00634119
	Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 36-0732690	
	Firm's address ▶ 111 SOUTH WACKER DRIVE CHICAGO, IL 60606			Phone no. (312) 486-1000	

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

THE DONNELLEY FOUNDATION

Employer identification number

36-6066894

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE DONNELLEY FOUNDATION

36-6066894

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	NINA H. DONNELLEY 333 N. MICHIGAN AVENUE, NO. 2200 CHICAGO, IL 60601-4048	\$ 1,000.	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.)
		\$	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.)

Employer identification number

36-6066894

Part II

[illegible]

Name of organization

Employer identification number

THE DONNELLEY FOUNDATION

36-6066894

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) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2012 Tax Information Statement

EIN 36-6066894

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 03-46445
Recipient's Tax ID Number: XX-XXX6894

Recipient's Name and Address:

THE DONNELLEY FOUNDATION
360 N. MICHIGAN AVE. STE. 1009
CHICAGO, IL 60601-3803

☐ Corrected☐ 2nd TIN notice

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
881575302	TESCO PLC SPONSORED ADR			TSCDY					
215.0000	01/05/2012 08/23/2011			3,963.32	4,076.40	0.00	-113.08	0.00	0.00
126132109	CNOOC LTD SPND ADR 00			CEO					
3.0000	01/10/2012 01/31/2011			594.20	668.32	0.00	-74.12	0.00	0.00
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098			NVS					
59.0000	01/10/2012 01/31/2011			3,356.62	3,286.65	0.00	69.97	0.00	0.00
046353108	ADR ASTRAZENECA PLC SPONSORED ADR UNITED KINGDOM			AZN					
70.0000	01/11/2012 08/23/2011			3,275.35	3,285.10	0.00	-9.75	0.00	0.00
05565A202	BNP PARIBAS SPONSORED ADR REPSTG 1/4 SH			BNPOY					
120.0000	01/11/2012 08/23/2011			2,271.56	2,871.60	0.00	-600.04	0.00	0.00
126132109	CNOOC LTD SPND ADR 00			CEO					
6.0000	01/11/2012 01/31/2011			1,170.93	1,336.65	0.00	-165.72	0.00	0.00
126132109	CNOOC LTD SPND ADR 00			CEO					
5.0000	01/12/2012 01/31/2011			969.99	1,113.87	0.00	-143.88	0.00	0.00
143658300	CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP [ODI]			CCL					
92.0000	01/17/2012 01/31/2011			2,718.02	4,129.86	0.00	-1,411.84	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO			GNMA					
560.3700	01/17/2012 08/10/2011			560.37	628.49	0.00	-68.12	0.00	0.00

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CHICAGO, IL 60601-3803

☐ Corrected

☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
74728G605	ADR QBE INS GROUP LTD SPONSORED									
730.0000	01/20/2012 08/23/2011			QBIEY	8,526.24	10,752.90	0.00	-2,226.66	0.00	0.00
881575302	TESCO PLC SPONSORED ADR			TSCDY						
180.0000	01/20/2012 08/23/2011				2,785.85	3,412.80	0.00	-626.95	0.00	0.00
045387107	GDR ASSA ABLOY AB ADR			ASAZY						
71.0000	01/24/2012 01/31/2011				946.73	968.38	0.00	-21.65	0.00	0.00
045387107	GDR ASSA ABLOY AB ADR			ASAZY						
165.0000	01/25/2012 01/31/2011				2,190.84	2,250.45	0.00	-59.61	0.00	0.00
879382208	TELEFONICA S A SPONSORED ADR			TEF						
593.0000	01/25/2012 01/31/2011				10,031.17	14,874.63	0.00	-4,843.46	0.00	0.00
912810QQ4	US TREAS BDS DTD 05-16-2011 4.375 DUE 05-15-2041 REG									
20000.0000	01/30/2012 07/18/2011				25,543.67	20,287.58	0.00	5,256.09	0.00	0.00
912828RU6	UNITED STATES TREAS NTS .875 DUE 11-30-2016									
30000.0000	02/01/2012 12/20/2011				30,281.15	30,046.97	0.00	234.18	0.00	0.00
847560109	SPECTRA ENERGY CORP COM STK			SE						
1165.0000	02/03/2012 10/13/2011				35,465.07	30,458.34	0.00	5,006.73	0.00	0.00
023135106	AMAZON.COM INCORPORATED COMMON STOCK			AMZN						
3.0000	02/06/2012 11/08/2011				552.72	652.66	0.00	-99.94	0.00	0.00

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2012 Tax Information Statement

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
023135106	AMAZON.COM INCORPORATED COMMON STOCK			AMZN					
2.0000		02/07/2012	11/08/2011	366.63	435.10	0.00	-68.47	0.00	0.00
84265V105	SOUTHN COPPER CORP DEL COM			SCCO					
.3200		02/13/2012	12/09/2011	9.95	10.08	0.00	-0.13	0.00	0.00
87612EAZ9	TARGET CORP 2.9% DUE 01-15-2022								
30000.0000		02/14/2012	01/09/2012	30,089.40	29,808.90	0.00	280.50	0.00	0.00
24422ERE1	DEERE JOHN CAP CORP MTN BOOK TRANCHE # TR			MTN1					
25000.0000	00365 3.9 DUE 07-12-2021								
	02/15/2012 07/07/2011			27,736.25	24,973.25	0.00	2,763.00	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO			GNMA					
520.3500		02/15/2012	08/10/2011	520.35	583.61	0.00	-63.26	0.00	0.00
912828QR4	UTD STATES TREAS 1.50 DUE 06-30-2016 1.375% DUE								
20000.0000	06-30-2016 REG								
	02/22/2012 07/19/2011			20,661.65	20,021.16	0.00	640.49	0.00	0.00
912828RA0	UNITED STATES TREAS NTS NT .375 DUE 06-30-2013 REG								
25000.0000		02/22/2012	07/27/2011	25,048.74	24,983.48	0.00	65.26	0.00	0.00
031162BF6	AMGEN INC 2.3% DUE 06-15-2016								
25000.0000		02/24/2012	Various	25,594.25	25,002.86	0.00	591.39	0.00	0.00
88579YAD3	3M CO 1.375 DUE 09-29-2016								
25000.0000		02/24/2012	Various	25,373.75	24,832.86	0.00	540.89	0.00	0.00

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2012 Tax Information Statement

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THE NORTHERN TRUST COMPANY
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☐ Corrected

☐ 2nd TIN notice

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
912828QW3	UNITED STATES TREAS NTS 0.375 7-31-2013								
50000.0000	02/24/2012 08/01/2011			50,095.54	50,006.03	0.00	89.51	0.00	0.00
912828RA0	UNITED STATES TREAS NTS NT .375 DUE 06-30-2013 REG								
25000.0000	02/24/2012 07/27/2011			25,050.70	24,983.48	0.00	67.22	0.00	0.00
94974BEV8	WELLS FARGO & COMPANY 4.6 MTN TRANCHE # SR			MTN1					
25000.0000	00116 DUE 04-01-2021 USD1000 03/01/2012 Various			27,289.00	24,969.75	0.00	2,319.25	0.00	0.00
912828PZ7	UNITED STATES TREAS NTS DTD 03-15-2011 1.25% DUE								
25000.0000	03-15-2014 REG 03/06/2012 03/16/2011			25,481.36	25,193.45	0.00	287.91	0.00	0.00
009158AR7	AIR PRODS & CHEMS 3 DUE 11-03-2021								
25000.0000	03/07/2012 10/31/2011			25,459.75	24,985.00	0.00	474.75	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO			GNMA					
459.4900	03/15/2012 08/10/2011			459.49	515.35	0.00	-55.86	0.00	0.00
665162566	MFB NORTHN MULTIMGR SMALL CAP FD			NMMSX					
102.9300	03/16/2012 Various			1,014.88	863.58	0.00	151.30	0.00	0.00
253868103	DIGITAL RLTY TR INC COM			DLR					
19.0000	03/19/2012 06/10/2011			1,373.58	1,215.00	0.00	158.58	0.00	0.00
423074103	H J HEINZ CO			HNZ					
26.0000	03/19/2012 10/26/2011			1,384.21	1,368.33	0.00	15.88	0.00	0.00

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CHICAGO, IL 60601-3803

☐ Corrected

☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
458140100	INTEL CORP COM	INTC	1,381.57	1,172.91	0.00	208.66	0.00	0.00
50.0000	03/19/2012 10/13/2011							
494568101	KINDER MORGAN INC DEL COM	KMI	1,369.66	1,036.58	0.00	333.08	0.00	0.00
37.0000	03/19/2012 11/15/2011							
22541LAR4	CR SUISSSE 1ST BSTN 4.875% DUE 01-15-2015 4.875% DUE 01-15-2015 BEO		32,464.50	31,398.60	0.00	1,065.90	0.00	0.00
30000.0000	03/22/2012 10/24/2011							
878742204	TECK RESOURCES LIMITED VTG	TCK	1,363.39	2,087.80	0.00	-724.41	0.00	0.00
39.0000	03/22/2012 07/21/2011							
878742204	TECK RESOURCES LIMITED VTG	TCK	6,966.39	9,611.75	0.00	-2,645.36	0.00	0.00
198.0000	03/23/2012 Various							
501897102	ADR LI & FUNG LTD ADR	LFUGY	3,467.39	2,633.90	0.00	833.49	0.00	0.00
700.0000	03/27/2012 Various							
06051GEH8	BANK OF AMER CORP 5.00 DUE 05-13-2021		25,098.50	24,891.25	0.00	207.25	0.00	0.00
25000.0000	04/03/2012 05/10/2011							
448814JB0	HYDRO-QUEBEC GTD GLOBAL NT 2% DUE 06-30-2016 REG		25,805.75	24,995.25	0.00	810.50	0.00	0.00
25000.0000	04/10/2012 06/23/2011							
654902204	NOKIA CORP SPONSORED ADR	NOK	3,013.11	3,913.91	0.00	-900.80	0.00	0.00
699.0000	04/11/2012 01/17/2012							

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2012 Tax Information Statement

EIN: 36-6066894

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 03-46445
Recipient's Tax ID Number: XX-XXX6894

☐ Corrected

☐ 2nd TIN notice

Recipient's Name and Address:

THE DONNELLEY FOUNDATION
360 N. MICHIGAN AVE. STE. 1009
CHICAGO, IL 60601-3803

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
06366QW86	BK MNTRL MED TERM SENR NTS BK EN TRANCHE# TR			MTN1					
25000.0000	743 DTD 1-11-12 2.5 1-11-17 04/13/2012 01/06/2012			25,557.50	24,948.75	0.00	608.75	0.00	0.00
17133Q502	ADR CHUNGHWA TELECOM CO LTD SPONSORED ADR			CHT					
117.0000	NEW 2011 04/16/2012 08/23/2011			3,543.85	4,185.09	0.00	-641.24	0.00	0.00
35177Q105	FRANCE TELECOM			FTE					
135.0000	04/16/2012 08/23/2011			1,784.73	2,531.25	0.00	-746.52	0.00	0.00
36160B105	ADR GDF SUEZ S A SPONSORED ADR ADR			GDFZY					
153.0000	04/16/2012 08/23/2011			3,703.58	4,571.64	0.00	-868.06	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO			GNMA					
540.4400	04/16/2012 08/10/2011			540.44	606.14	0.00	-65.70	0.00	0.00
827084864	ADR SILICONWARE PRECISION INDS LTD SPONSORED			SPIL					
80.0000	04/16/2012 Various			468.93	345.45	0.00	123.48	0.00	0.00
879382208	TELEFONICA S A SPONSORED ADR			TEF					
210.0000	04/16/2012 08/23/2011			3,089.35	4,288.78	0.00	-1,199.43	0.00	0.00
89151E109	ADR TOTAL SA			TOT					
207.0000	04/16/2012 Various			10,003.53	9,915.46	0.00	88.07	0.00	0.00
456837103	ADR ING GROEP N V SPONSORED ADR			ING					
274.0000	04/26/2012 Various			1,939.29	2,423.05	0.00	-483.76	0.00	0.00

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2012 Tax Information Statement

EIN 36-6066894

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☐ Corrected

☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
456837103	ADR ING GROEP N V SPONSORED ADR	ING	1339.0000	04/27/2012	Various	9,366.50	10,612.42	0.00	-1,245.92	0.00	0.00
243537107	DECKERS OUTDOOR CORP	DECK	54.0000	04/30/2012	10/17/2011	2,808.66	5,661.18	0.00	-2,852.52	0.00	0.00
78505P100	#REORG/ SXC HEALTH NAME CHANGE CATAMARAN CORP 2J1YAT1 EFF 07/11/2012		28.0000	04/30/2012	10/17/2011	2,539.96	1,575.84	0.00	964.12	0.00	0.00
22541LAR4	CR SUISSE 1ST BSTN 4.875% DUE 01-15-2015 4.875% DUE 01-15-2015 BEO		25000.0000	05/03/2012	10/24/2011	27,094.25	26,165.50	0.00	928.75	0.00	0.00
912810QQ4	US TREAS BDS DTD 05-16-2011 4.375 DUE 05-15-2041 REG		20000.0000	05/07/2012	07/18/2011	25,270.23	20,287.58	0.00	4,982.65	0.00	0.00
458140100	INTEL CORP COM	INTC	1066.0000	05/09/2012	10/13/2011	28,757.50	25,006.55	0.00	3,750.95	0.00	0.00
912828RR3	UNITED STATES TREAS NTS 2 DUE 11-15-2021		50000.0000	05/09/2012	Various	50,870.88	50,523.63	0.00	347.26	0.00	0.00
204409601	ADR COMPANHIA ENERGETICA DE MINAS GERAIS SPONSORED ADR PAR \$0.01 REP NON VTG PFD	CIG	7500	05/14/2012	02/09/2012	12.36	12.68	0.00	-0.32	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA	439.4600	05/15/2012	08/10/2011	439.46	492.88	0.00	-53.42	0.00	0.00

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THE DONNELLEY FOUNDATION

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 03-46445
Recipient's Tax ID Number: XX-XXX6894

Recipient's Name and Address:

THE DONNELLEY FOUNDATION
360 N. MICHIGAN AVE. STE. 1009
CHICAGO, IL 60601-3803

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912828RR3	UNITED STATES TREAS NTS 2 DUE 11-15-2021										
45000.0000	05/17/2012 12/15/2011					46,328.73	45,341.20	0.00	987.53	0.00	0.00
00206RBD3	AT&T INC 3 DUE 02-15-2022										
25000.0000	05/25/2012 02/09/2012					25,205.25	24,961.25	0.00	244.00	0.00	0.00
0258M0DD8	AMERICAN EXPRESS CR CORP MEDIUM TERM NTS2.375	MTN1									
25000.0000	DUE 03-24-2017 05/25/2012 Various					25,290.00	24,955.15	0.00	334.85	0.00	0.00
20440W105	ADR COMPANHIA SIDERURGICA NACIONAL SPONSORED	SID									
991.0000	ADR REPSTG ORD SHS 05/25/2012 Various					6,428.87	9,001.76	0.00	-2,572.89	0.00	0.00
25243Q205	ADR DIAGEO PLC SPONSORED ADR NEW	DEO									
36.0000	05/25/2012 05/21/2012					3,402.06	3,446.28	0.00	-44.22	0.00	0.00
827084864	ADR SILICONWARE PRECISION INDS LTD SPONSORED	SPIL									
677.0000	05/25/2012 Various					3,266.18	3,123.06	0.00	143.12	0.00	0.00
881575302	TESCO PLC SPONSORED ADR	TSCDY									
250.0000	05/25/2012 08/23/2011					3,630.72	4,740.00	0.00	-1,109.28	0.00	0.00
302130109	EXPEDITORS INTL WASH INC	EXPD									
45.0000	05/29/2012 10/17/2011					1,750.50	1,946.25	0.00	-195.75	0.00	0.00
654802206	ADR NITTO DENKO CORP ADR	NDEKY									
226.0000	05/29/2012 Various					8,920.11	8,716.78	0.00	203.33	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.						
768573107	RIVERBED TECHNOLOGY INC COM		RVBD						
235.0000	05/29/2012	Various	3,957.55	5,994.43	0.00	-2,036.88	0.00	0.00	0.00
912810QU5	UNITED STATES TREAS BDS DTD 02/15/2012 3.125% DUE								
10000.0000	02-15-2042 REG 05/31/2012	05/09/2012	10,962.46	10,159.02	0.00	803.44	0.00	0.00	0.00
912828RR3	UNITED STATES TREAS NTS 2 DUE 11-15-2021								
25000.0000	05/31/2012	12/21/2011	26,113.18	25,175.88	0.00	937.30	0.00	0.00	0.00
136375102	CANADIAN NATL RY CO COM		CNI						
31.0000	06/06/2012	05/18/2012	2,506.57	2,492.69	0.00	13.88	0.00	0.00	0.00
24422ERM3	JOHN DEERE CAPITAL CORP TRANCHE # TR 00372 2.75		MTN1						
25000.0000	DUE 03-15-2022 REG 06/06/2012	02/22/2012	25,239.00	24,956.25	0.00	282.75	0.00	0.00	0.00
67103H107	O REILLY AUTOMOTIVE INC NEW COM USD0.01		ORLY						
21.0000	06/06/2012	10/17/2011	2,064.23	1,450.05	0.00	614.18	0.00	0.00	0.00
892356106	TRACTOR SUPPLY CO		TSCO						
18.0000	06/06/2012	10/17/2011	1,593.89	1,229.58	0.00	364.31	0.00	0.00	0.00
3135G0CM3	FNMA PREASSIGN 1.25 09-28-2016		FNMA						
25000.0000	06/07/2012	09/01/2011	25,423.25	25,044.23	0.00	379.02	0.00	0.00	0.00
91159HHC7	U S BANCORP MEDIUM TERM NTS- BOOK ENTRY		MTN1						
25000.0000	TRANCHE # TR 00171 3 DUE 03-15-2022 06/08/2012	02/28/2012	25,730.75	24,982.50	0.00	748.25	0.00	0.00	0.00

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36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	06/15/2012	08/10/2011	GNMA	430.17	0.00	-52.29	0.00	0.00
430.1700									
912828RF9	UNITED STATES TREAS NTS TNOTE 1 DUE 08-31-2016 REG	06/22/2012	Various		50,740.06	0.00	357.09	0.00	0.00
50000.0000									
237194105	DARDEN RESTAURANTS INC	06/27/2012	12/19/2011	DRI	1,780.66	0.00	194.12	0.00	0.00
36.0000									
291011104	EMERSON ELECTRIC CO	06/27/2012	02/03/2012	EMR	2,108.85	0.00	-327.28	0.00	0.00
40.0000									
49456B101	KINDER MORGAN INC DEL COM	06/27/2012	11/15/2011	KMI	1,624.91	0.00	171.30	0.00	0.00
58.0000									
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098 NVS	06/27/2012	10/26/2011	NVS	1,809.67	0.00	-50.64	0.00	0.00
33.0000									
969457100	WILLIAMS COS INC	06/27/2012	02/03/2012	WMB	1,775.29	0.00	-91.26	0.00	0.00
63.0000									
871829AQ0	SYSCO CORP 2.6% DUE 06-12-2022	07/06/2012	06/06/2012		24,680.50	0.00	647.50	0.00	0.00
25000.0000									
912828SX9	UNITED STATES TREAS NTS DTD 00406 1.125%DUE 05-31-2019 REG	07/11/2012	05/25/2012		24,903.42	0.00	384.57	0.00	0.00
25000.0000									

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803054204	SAP AKTIENGESSELLSCHAFT SPONSORED ADR	SAP	46.0000	07/12/2012	05/18/2012	2,667.72	2,731.20	0.00	-63.48	0.00	0.00
670100205	NOVO NORDISK A S ADR	NVO	17.0000	07/13/2012	05/18/2012	2,469.63	2,400.56	0.00	69.07	0.00	0.00
670100205	NOVO NORDISK A S ADR	NVO	12.0000	07/13/2012	05/18/2012	1,741.19	1,694.51	0.00	46.68	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA	566.6500	07/16/2012	08/10/2011	566.65	635.53	0.00	-68.88	0.00	0.00
064159AM8	BK NOVA SCOTIA B C 2.55% DUE 01-12-2017		25000.0000	07/17/2012	01/05/2012	26,170.00	24,950.00	0.00	1,220.00	0.00	0.00
78008T2C7	ROYAL BK CDA GLOBAL MEDIUM TERM SR BK NTTRANCHE # TR 1.15 DUE 03-13-2015	MTN1	25000.0000	07/18/2012	03/07/2012	25,186.75	24,992.00	0.00	194.75	0.00	0.00
03662Q105	ANSYS INC	ANSS	36.0000	07/19/2012	10/17/2011	2,092.36	1,833.48	0.00	258.88	0.00	0.00
776696106	ROPER INDS INC NEW	ROP	26.0000	07/19/2012	10/17/2011	2,522.69	1,960.03	0.00	562.66	0.00	0.00
896239100	TRIMBLE NAVIGATION LTD	TRMB	49.0000	07/19/2012	10/17/2011	2,125.40	1,783.86	0.00	341.54	0.00	0.00

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931422AE9	WALGREEN CO NT 5.25 DUE 01-15-2019 REG								
25000.0000	07/19/2012 Various			29,234.50	28,984.59	0.00	249.91	0.00	0.00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO			GNMAIL					
541.0100	07/20/2012 06/07/2012			541.01	578.37	0.00	-37.36	0.00	0.00
404280406	HSBC HLDGS PLC SPONS ADR NEW			HBC					
63.0000	07/20/2012 04/27/2012			2,625.64	2,872.56	0.00	-246.92	0.00	0.00
45167R104	IDEX CORP			IEX					
27.0000	07/23/2012 02/06/2012			989.91	1,147.01	0.00	-157.10	0.00	0.00
966387102	WHITING PETROLEUM CORP			WLL					
135.0000	07/23/2012 10/17/2011			5,586.70	5,441.85	0.00	144.85	0.00	0.00
404280406	HSBC HLDGS PLC SPONS ADR NEW			HBC					
50.0000	07/24/2012 Various			1,976.11	2,276.90	0.00	-300.79	0.00	0.00
371901109	GENTEX CORP COM			GNTX					
165.0000	07/25/2012 10/17/2011			2,469.17	4,620.00	0.00	-2,150.83	0.00	0.00
136385101	CANADIAN NAT RES LTD COM			CNQ					
186.0000	07/27/2012 Various			5,141.45	5,672.71	0.00	-531.26	0.00	0.00
138006309	CANON INC ADR REPSTG 5 SHS			CAJ					
145.0000	07/27/2012 05/18/2012			4,629.69	6,059.23	0.00	-1,429.54	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition							
912828ST8	UTD STATES TREAS 1.25% DUE 04-30-2019 04-30-2019								
25000.0000	07/27/2012	05/09/2012	25,509.67		24,994.24	0.00	515.43	0.00	0.00
912828SV3	UTD STATES TREAS ZERO CPN 1.75% DUE 05-15-2022								
10000.0000	07/27/2012	07/06/2012	10,240.59		10,166.06	0.00	74.53	0.00	0.00
912828SW1	UTD STATES TREAS CPN .25 DUE 05-31-2014								
25000.0000	08/06/2012	05/31/2012	25,007.73		24,995.20	0.00	12.53	0.00	0.00
89153VAA7	TOTAL CAPITAL INTL SA 1.5 DUE 02-17-2017 BEO								
40000.0000	08/10/2012	Various	40,561.60		39,616.09	0.00	945.51	0.00	0.00
225401108	CREDIT SUISSE GROUP SPONSORED ADR								
.0000	08/14/2012	Various	23.94		0.00	0.00	23.94	0.00	0.00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO								
387.4100	08/20/2012	06/07/2012	387.41		414.17	0.00	-26.76	0.00	0.00
665162699	MFB NORTN HI YIELD FXD INC FD								
38792.6300	08/24/2012	Various	285,513.75		281,365.73	0.00	4,148.02	0.00	0.00
665162699	MFB NORTN HI YIELD FXD INC FD								
36122.5700	08/24/2012	10/12/2011	265,862.11		244,911.00	0.00	20,951.11	0.00	0.00
169656105	CHIPOTLE MEXICAN GRILL INC COM STK								
5.0000	08/30/2012	10/17/2011	1,450.06		1,600.10	0.00	-150.04	0.00	0.00

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20605P101	CONCHO RES INC COM STK	08/30/2012	01/06/2012	CXO	1,627.72	0.00	-213.20	0.00	0.00
16.0000									
253393102	DICK'S SPORTING GOODS INC	08/30/2012	10/17/2011	DKS	1,593.68	0.00	596.75	0.00	0.00
44.0000									
45168D104	IDEXX LABS INC	08/30/2012	10/17/2011	IDXX	1,676.40	0.00	599.62	0.00	0.00
24.0000									
136375102	CANADIAN NATL RY CO COM	09/07/2012	05/18/2012	CNI	2,573.10	0.00	364.84	0.00	0.00
32.0000									
406216B48	HALLIBURTON CO 4.5 DUE 11-15-2041	09/13/2012	11/08/2011		24,873.50	0.00	2,499.00	0.00	0.00
25000.0000									
674599CE3	OCCIDENTAL PETE 2.7% DUE 02-15-2023	09/13/2012	06/19/2012		24,934.75	0.00	465.50	0.00	0.00
25000.0000									
191216AY6	COCA COLA CO 1.65% DUE 03-14-2018	09/18/2012	03/09/2012		24,941.75	0.00	752.50	0.00	0.00
25000.0000									
78010XAC5	ROYAL BK SCOTLAND 4.875% DUE 03-16-2015	09/18/2012	03/06/2012		26,220.00	0.00	720.75	0.00	0.00
25000.0000									
053015103	AUTOMATIC DATA PROCESSING INC	09/19/2012	Various	ADP	837.08	0.00	42.05	0.00	0.00
15.0000									

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670100205	NOVO NORDISK A S ADR	NVO	19.0000	09/19/2012	05/18/2012	2,962.06	2,682.97	0.00	279.09	0.00	0.00
803054204	SAP AKTIENGESSELLSCHAFT SPONSORED ADR	SAP	41.0000	09/19/2012	05/18/2012	2,978.04	2,434.33	0.00	543.71	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC	ADP	10.0000	09/20/2012	01/13/2012	585.71	547.80	0.00	37.91	0.00	0.00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO	GNMAIL	343.3700	09/20/2012	06/07/2012	343.37	367.08	0.00	-23.71	0.00	0.00
3133782E0	FEDERAL HOME LN BKS CONS BD .9 DUE 08-22-2016		50000.0000	10/02/2012	02/24/2012	50,000.00	49,800.00	0.00	200.00	0.00	0.00
008252108	AFFILIATED MANAGERS GROUP	AMG	13.0000	10/03/2012	10/17/2011	1,588.75	1,083.55	0.00	505.20	0.00	0.00
189754104	COACH INC	COH	79.0000	10/03/2012	10/17/2011	4,460.94	4,806.36	0.00	-345.42	0.00	0.00
302130109	EXPEDITORS INTL WASH INC	EXPD	135.0000	10/08/2012	10/17/2011	4,763.39	5,838.75	0.00	-1,075.36	0.00	0.00
533900106	LINCOLN ELEC HLDGS INC	LECO	56.0000	10/08/2012	10/17/2011	2,151.20	1,821.12	0.00	330.08	0.00	0.00

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Quantity Sold	Date of Sale or Exchange Acquisition	Stocks, Bonds, etc.					
881575302	TESCO PLC SPONSORED ADR	TSCDY					
42.0000	10/10/2012 05/18/2012	633.70	631.58	0.00	2.12	0.00	0.00
881575302	TESCO PLC SPONSORED ADR	TSCDY					
311.0000	10/11/2012 05/18/2012	4,673.26	4,676.66	0.00	-3.40	0.00	0.00
713448BJ6	PEPSICO INC 7.9% DUE 11-01-2018 11-01-2018/10-24-2008						
25000.0000	10/12/2012 08/09/2012	34,102.25	33,753.25	0.00	349.00	0.00	0.00
05523R107	BAE SYS PLC SPONSORED ADR	BAESY					
10.0000	10/16/2012 02/09/2012	212.00	204.80	0.00	7.20	0.00	0.00
05534B760	BCE INC COM NEW	BCE					
7.0000	10/16/2012 02/09/2012	309.61	281.79	0.00	27.82	0.00	0.00
064149107	BANK N S HALIFAX COM STK	BNS					
3.0000	10/16/2012 02/09/2012	164.46	157.47	0.00	6.99	0.00	0.00
072730302	BAYER A G 00	BAYRY					
4.0000	10/16/2012 01/12/2012	366.11	271.03	0.00	95.08	0.00	0.00
096813209	ADR BOC HONG KONG HLDGS LTD SPONSORED ADR	BHKLY					
4.0000	10/16/2012 05/21/2012	252.27	226.96	0.00	25.31	0.00	0.00
110448107	BRITISH AMERN TOB PLC SPONSORED ADR	BTI					
3.0000	10/16/2012 02/09/2012	312.86	295.36	0.00	17.50	0.00	0.00

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THE DONNELLEY FOUNDATION

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number:

03-46445

Recipient's Tax ID Number:

XX-XXX6894

☐ Corrected

☐ 2nd TIN notice

Recipient's Name and Address:
THE DONNELLEY FOUNDATION
360 N. MICHIGAN AVE. STE. 1009
CHICAGO, IL 60601-3803

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
25157Y202	DEUTSCHE POST AG SPONSORED ADR	10/16/2012	02/09/2012	DPSGY	157.59	0.00	24.84	0.00	0.00
9.0000									
404280406	HSBC HLDGS PLC SPONS ADR NEW	10/16/2012	02/09/2012	HBC	270.40	0.00	25.39	0.00	0.00
6.0000									
626188106	ADR MUNICH RE GROUP ADR	10/16/2012	Various	MURGY	288.28	0.00	43.31	0.00	0.00
20.0000									
715684106	ADR PERUSAHAAN PERSEROAN PERSERO P T TELEKOMUNIKASI INDONESIA SPONSORED ADR	10/16/2012	04/24/2012	TLK	242.95	0.00	39.49	0.00	0.00
7.0000									
71646E100	PETROCHINA CO LTD SPND ADR	10/16/2012	02/09/2012	PTR	304.06	0.00	-27.61	0.00	0.00
2.0000									
771195104	ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104	10/16/2012	01/11/2012	RHHBY	255.72	0.00	44.09	0.00	0.00
6.0000									
780259107	ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS	10/16/2012	02/09/2012	RDS/B	295.99	0.00	-10.44	0.00	0.00
4.0000									
80105N105	SANOFLAVENTIS SPONSORED ADR	10/16/2012	10/24/2011	SNY	251.42	0.00	64.06	0.00	0.00
7.0000									
826197501	SIEMENS AG-ADR	10/16/2012	02/09/2012	SI	201.33	0.00	0.71	0.00	0.00
2.0000									

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83238P203	ADR SMITHS GROUP PLC SPONSORED ADR	SMGZY	258.44	250.20	0.00	8.24	0.00	0.00
15.0000	10/16/2012 02/09/2012							
85771P102	STATOIL ASA SPONSORED ADR	STO	312.11	299.27	0.00	12.84	0.00	0.00
12.0000	10/16/2012 01/20/2012							
874039100	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	TSM	322.34	303.03	0.00	19.31	0.00	0.00
21.0000	10/16/2012 05/21/2012							
89151E109	ADR TOTAL SA	TOT						
2.0000	10/16/2012 04/25/2012		103.04	95.70	0.00	7.34	0.00	0.00
89465J109	TREASURY WINE ESTATES LTD SPONSORED ADR	TSRY	410.23	321.75	0.00	88.48	0.00	0.00
75.0000	10/16/2012 05/21/2012							
92857W209	VODAFONE GROUP PLC SPONSORED ADR	VOD	363.47	361.53	0.00	1.94	0.00	0.00
13.0000	10/16/2012 02/09/2012							
989825104	ADR ZURICH INS GROUP LTD SPONSORED	ZURVY	316.67	305.76	0.00	10.91	0.00	0.00
12.0000	10/16/2012 02/09/2012							
874039100	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	TSM	2,806.56	2,773.66	0.00	32.90	0.00	0.00
184.0000	10/19/2012 09/19/2012							
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO	GNMALL	283.10	302.65	0.00	-19.55	0.00	0.00
283.1000	10/22/2012 06/07/2012							

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874039100	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	10/22/2012	Various	TSM	2,831.46	0.00	133.44	0.00	0.00
185.0000					2,698.02				
803054204	SAP AKTIENGESSELLSCHAFT SPONSORED ADR	10/24/2012	05/18/2012	SAP	2,434.33	0.00	493.26	0.00	0.00
41.0000									
032654105	ANALOG DEVICES INC	10/25/2012	03/19/2012	ADI	7,899.29	0.00	-298.31	0.00	0.00
205.0000					8,197.60				
071813109	BAXTER INTL INC	10/25/2012	08/15/2012	BAX	5,060.10	0.00	156.85	0.00	0.00
85.0000									
09247X101	BLACKROCK INC CL A	10/25/2012	07/09/2012	BLK	5,637.19	0.00	519.80	0.00	0.00
33.0000									
166764100	CHEVRONTEXACO CORP	10/25/2012	05/09/2012	CVX	5,701.89	0.00	491.00	0.00	0.00
56.0000									
191216100	COCA COLA CO	10/25/2012	06/26/2012	KO	6,981.21	0.00	-99.36	0.00	0.00
186.0000									
237194105	DARDEN RESTAURANTS INC	10/25/2012	07/27/2012	DRI	8,510.31	0.00	115.89	0.00	0.00
164.0000									
291011104	EMERSON ELECTRIC CO	10/25/2012	02/03/2012	EMR	7,328.25	0.00	-693.94	0.00	0.00
139.0000									

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363576109	ARTHUR J GALLAGER & CO	AJG	134.0000	10/25/2012	08/20/2012	4,714.01	4,823.47	0.00	-109.46	0.00	0.00
369604103	GENERAL ELECTRIC CO	GE	255.0000	10/25/2012	10/02/2012	5,398.24	5,848.32	0.00	-450.08	0.00	0.00
423074103	H J HEINZ CO	HNZ	181.0000	10/25/2012	10/02/2012	10,362.01	10,210.43	0.00	151.58	0.00	0.00
478160104	JOHNSON & JOHNSON	JNJ	114.0000	10/25/2012	07/26/2012	8,118.44	7,813.53	0.00	304.91	0.00	0.00
49456B101	KINDER MORGAN INC DEL COM	KMI	262.0000	10/25/2012	11/15/2011	9,146.21	7,340.09	0.00	1,806.12	0.00	0.00
58933Y105	MERCK & CO INC	MRK	95.0000	10/25/2012	12/14/2011	4,387.01	3,358.89	0.00	1,028.12	0.00	0.00
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	NVS	102.0000	10/25/2012	10/26/2011	6,235.12	5,750.04	0.00	485.08	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP	UTX	105.0000	10/25/2012	06/25/2012	8,107.92	7,767.21	0.00	340.71	0.00	0.00
969457100	WILLIAMS COS INC	WMB	292.0000	10/25/2012	02/03/2012	10,106.23	8,651.32	0.00	1,454.91	0.00	0.00

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665162574	MFB NORTHN MULTIMGR MID CAP FD			NMMCX						
44.2300	11/02/2012 12/19/2011			536.51		463.07	0.00	73.44	0.00	0.00
25468PC80	DISNEY WALT CO NEW MTN BOOK TRANCHE # TR00050									
25000.0000	5.875 DUE 12-15-2017 BEO 11/07/2012 04/03/2012			30,744.50		30,593.00	0.00	151.50	0.00	0.00
14912L5F4	CATERPILLAR FINL SVCS CORP MEDIUM TERM N2.85 DUE 06-01-2022 REG									
25000.0000	11/08/2012 05/22/2012			26,085.00		24,959.00	0.00	1,126.00	0.00	0.00
35177Q105	FRANCE TELECOM			FTE						
164.0000	11/12/2012 Various			1,715.30		2,258.55	0.00	-543.25	0.00	0.00
031162100	AMGEN INC			AMGN						
10.0000	11/16/2012 Various			841.33		682.69	0.00	158.64	0.00	0.00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO			GNMAIL						
476.5800	11/20/2012 06/07/2012			476.58		509.49	0.00	-32.91	0.00	0.00
17133Q502	ADR CHUNGHWA TELECOM CO LTD SPONSORED ADR NEW 2011			CHT						
48.0000	11/29/2012 05/21/2012			1,538.62		1,467.84	0.00	70.78	0.00	0.00
20440W105	ADR COMPANHIA SIDERURGICA NACIONAL SPONSORED ADR REPSTG ORD SHS			SID						
782.0000	11/29/2012 05/21/2012			4,033.39		5,270.68	0.00	-1,237.29	0.00	0.00
654802206	ADR NITTO DENKO CORP ADR			NDEKY						
6.0000	11/29/2012 05/21/2012			153.60		115.59	0.00	38.01	0.00	0.00

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74728G605	ADR QBE INS GROUP LTD SPONSORED	QBEY	117.0000	11/29/2012	05/21/2012	1,325.58	1,432.08	0.00	-106.50	0.00	0.00
780259107	ADR ROYAL DUTCH SHELL PLC SPONSORED ADR	RDS/B	22.0000	11/29/2012	Various	1,520.32	1,441.52	0.00	78.80	0.00	0.00
85771P102	STATOIL ASA SPONSORED ADR	STO	80.0000	11/29/2012	01/20/2012	1,950.37	1,995.14	0.00	-44.77	0.00	0.00
371901109	GENTEX CORP COM	GNTX	100.0000	12/03/2012	03/05/2012	1,772.82	2,446.60	0.00	-673.78	0.00	0.00
74005PBA1	PRAXAIR INC 2.45 DUE 02-15-2022		25000 0000	12/06/2012	02/01/2012	25,443.00	24,898.50	0.00	544.50	0.00	0.00
N07059186	#REORG/ASML HLDG REVERSE STOCK SPLIT ESCASML	ASML	33.2100	12/06/2012	10/12/2012	1,922.90	1,774.09	0.00	148.81	0.00	0.00
00687A107	ADIDAS AG	ADDYY	43.0000	12/07/2012	09/04/2012	1,872.59	1,705.29	0.00	167.30	0.00	0.00
204409601	ADR COMPANHIA ENERGETICA DE MINAS	CIG	198.0000	12/07/2012	Various	2,396.13	3,430.62	0.00	-1,034.49	0.00	0.00
59410T106	ADR MICHELIN COMPAGNIE GENERALE DES ETABLISSEMENTS MICHELIN ADR	MGDDY	79.0000	12/07/2012	09/07/2012	1,445.08	1,205.26	0.00	239.82	0.00	0.00

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59410T106	ADR MICHELIN COMPAGNIE GENERALE DES ETABLISSEMENTS MICHELIN ADR	12/07/2012	09/07/2012	MGDDY	1,584.02	0.00	256.70	0.00	0.00
87.0000					1,327.32	0.00			
237194105	DARDEN RESTAURANTS INC			DRI					
845.0000	12/12/2012 Various			38,810.32	39,669.19	0.00	-858.87	0.00	0.00
237194105	DARDEN RESTAURANTS INC			DRI					
874.0000	12/13/2012 Various			39,970.08	38,068.78	0.00	1,901.30	0.00	0.00
501889208	LKQ CORP COM LKQ CORP			LKQ					
131.0000	12/13/2012 12/20/2011			2,773.59	1,971.49	0.00	802.10	0.00	0.00
237194105	DARDEN RESTAURANTS INC			DRI					
551.0000	12/14/2012 12/14/2011			25,494.80	23,807.49	0.00	1,687.31	0.00	0.00
225401108	CREDIT SUISSE GROUP SPONSORED ADR			CS					
74.0000	12/18/2012 05/18/2012			1,838.16	1,466.07	0.00	372.09	0.00	0.00
225401108	CREDIT SUISSE GROUP SPONSORED ADR			CS					
86.0000	12/19/2012 05/18/2012			2,167.40	1,703.81	0.00	463.59	0.00	0.00
N07059210	ADR ASML HOLDING NV NY REG 2012 (POST REV SPLIT)\			ASML					
7400	12/19/2012 12/14/2012			46.30	47.00	0.00	-0.70	0.00	0.00
36202FYZ3	GNMA POOL #005228 3.5% 11-20-2026 BEO			GNMAIL					
646.8900	12/20/2012 06/07/2012			646.89	691.57	0.00	-44.68	0.00	0.00

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Total Short Term Sales									
					2,451,432.10	0.00	53,819.46	0.00	0.00
Long Term 15% Sales									
912828LS7	UNITED STATES TREAS NTS NT 2.375% DUE 10-31-2014								
16000.0000	REG 01/06/2012 10/29/2009			16,887.45	15,965.68	0.00	921.77	0.00	0.00
912828NC0	UNITED STATES TREAS NTS DTD 05-17-2010 1.375 DUE 05-15-2013								
25000.0000	01/06/2012 05/27/2010			25,394.45	25,018.64	0.00	375.81	0.00	0.00
912828PC8	UNITED STATES TREAS NTS 2.625 DUE 11-15-2020 REG								
25000.0000	01/09/2012 12/20/2010			26,786.03	23,626.34	0.00	3,159.69	0.00	0.00
459200101	INTL BUSINESS MACHINES CORP								
10.0000	01/13/2012 07/28/2009			1,784.86	1,171.80	0.00	613.06	0.00	0.00
79466L302	SALESFORCE COM INC COM STK								
11.0000	01/13/2012 Various			1,142.11	1,046.06	0.00	96.05	0.00	0.00
79466L302	SALESFORCE COM INC COM STK								
9.0000	01/17/2012 06/11/2010			940.59	854.72	0.00	85.87	0.00	0.00
58155Q103	MCKESSON HBOC INC								
25.0000	01/23/2012 12/08/2009			1,921.56	1,536.58	0.00	384.98	0.00	0.00
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098 NVS								
35.0000	01/23/2012 02/09/2010			1,938.62	1,879.53	0.00	59.09	0.00	0.00

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58155Q103	MCKESSON HBOC INC	01/24/2012	12/08/2009	MCK	1,374.30	1,106.34	0.00	267.96	0.00	0.00
58155Q103	MCKESSON HBOC INC	01/25/2012	12/08/2009	MCK	538.08	430.24	0.00	107.84	0.00	0.00
023135106	AMAZON.COM INCORPORATED COMMON STOCK	01/26/2012	07/28/2009	AMZN	956.60	424.74	0.00	531.86	0.00	0.00
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	02/01/2012	01/31/2011	NVS	1,997.25	2,005.42	0.00	-8.17	0.00	0.00
641069406	NESTLE S A SPONSORED ADR REPSTG REG SH	02/02/2012	01/31/2011	NSRGY	2,193.33	2,059.51	0.00	133.82	0.00	0.00
372460105	GENUINE PARTS CO	02/03/2012	01/23/2009	GPC	24,701.07	12,604.21	0.00	12,096.86	0.00	0.00
847560109	SPECTRA ENERGY CORP COM STK	02/03/2012	Various	SE	48,037.66	25,372.19	0.00	22,665.47	0.00	0.00
1578.0000	ADR TURKIYE GARANTI BANKASI A S SPONSORED ADR REPSTG 2000 SHS	02/03/2012	01/31/2011	TKGBY	2,126.67	2,474.62	0.00	-347.95	0.00	0.00
023135106	AMAZON.COM INCORPORATED COMMON STOCK	02/06/2012	07/28/2009	AMZN	921.21	424.74	0.00	496.47	0.00	0.00

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263534109	E I DU PONT DE NEMOURS & CO	02/06/2012	Various	DD	1,291.36	955.81	0.00	335.55	0.00	0.00
847560109	SPECTRA ENERGY CORP COM STK	02/06/2012	Various	SE	33,800.67	14,537.76	0.00	19,262.91	0.00	0.00
912828PU8	US TREAS NTS .50 DUE 11-15-2013 REG 11-15-2013REG	02/06/2012	12/01/2010		25,121.01	24,864.78	0.00	256.23	0.00	0.00
25000.0000					20,529.62	20,867.19	0.00	-337.57	0.00	0.00
912828HG8	UNITED STATES TREAS NTS DTD 00175 3.875%DUE 10-31-2012 REG	02/09/2012	04/21/2008	OIBAX	136,695.00	143,979.70	0.00	-7,284.70	0.00	0.00
20000.0000					136,695.00	130,883.58	0.00	5,811.42	0.00	0.00
68380T103	MFO OPPENHEIMER INTL BD FD CL A	02/10/2012	04/04/2008	PELBX	2,029.64	2,492.65	0.00	-463.01	0.00	0.00
21425.5500					2,504.76	2,642.11	0.00	-137.35	0.00	0.00
72201F516	MFO PIMCO FDS EMERGING LOCAL BD FD INSTLCL USD	02/10/2012	01/28/2011	TKGBY	1,072.02	1,840.25	0.00	-768.23	0.00	0.00
12633.5500										
900148701	ADR TURKIYE GARANTI BANKASI A S SPONSORED ADR	02/10/2012	01/31/2011	TM						
553.0000	REPSTG 2000 SHS			CS						
892331307	TOYOTA MTR CORP ADR REP 2 COM	02/16/2012	Various							
30.0000										
225401108	CREDIT SUISSE GROUP SPONSORED ADR	02/28/2012	02/18/2011							
39.0000										

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 03-46445
Recipient's Tax ID Number: XX-XXX6894

☐ Corrected

☐ 2nd TIN notice

Recipient's Name and Address:

THE DONNELLEY FOUNDATION
360 N. MICHIGAN AVE. STE. 1009
CHICAGO, IL 60601-3803

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225401108	CREDIT SUISSE GROUP SPONSORED ADR	CS	120.0000	02/29/2012	02/18/2011	3,237.90	5,662.32	0.00	-2,424.42	0.00	0.00
500458401	KOMATSU LTD SPON ADR NEW	KMTUY	82.0000	03/01/2012	01/31/2011	2,402.53	2,457.34	0.00	-54.81	0.00	0.00
606822104	ADR MITSUBISHI UFJ FINL GROUP INC SPONSORED ADR	MTU	448.0000	03/01/2012	Various	2,284.12	2,403.04	0.00	-118.92	0.00	0.00
847560109	SPECTRA ENERGY CORP COM STK	SE	10.0000	03/02/2012	12/22/2008	313.98	154.80	0.00	159.18	0.00	0.00
803054204	SAP AKTIENGESELLSCHAFT SPONSORED ADR	SAP	33.0000	03/05/2012	01/31/2011	2,242.04	1,910.57	0.00	331.47	0.00	0.00
847560109	SPECTRA ENERGY CORP COM STK	SE	6.0000	03/05/2012	12/22/2008	187.14	92.88	0.00	94.26	0.00	0.00
847560109	SPECTRA ENERGY CORP COM STK	SE	9.0000	03/06/2012	12/22/2008	278.88	139.32	0.00	139.56	0.00	0.00
36962G4R2	GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK ENTRY MTN 4.375% DUE 09-16-2020	MTN1	25000.0000	03/07/2012	09/13/2010	26,771.00	24,804.25	0.00	1,966.75	0.00	0.00
425883105	ADR HENNES & MAURITZ AB ADR	HNNMY	375.0000	03/07/2012	01/31/2011	2,539.30	2,459.06	0.00	80.24	0.00	0.00

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075887AW9	BECTON DICKINSON & 3.25% DUE 11-12-2020		26,296.25	24,585.01	0.00	1,711.24	0.00	0.00
25000.0000	03/08/2012 Various							
89417E109	THE TRAVELERS COMPANIES INC.	TRV	1,096.16	1,031.56	0.00	64.60	0.00	0.00
19.0000	03/12/2012 11/11/2009							
928662402	ADR VOLKSWAGEN A G SPONSORED ADR REPSTG PREF SH		4,703.33	4,171.20	0.00	532.13	0.00	0.00
128.0000	03/12/2012 01/31/2011							
89417E109	THE TRAVELERS COMPANIES INC.	TRV	345.56	325.75	0.00	19.81	0.00	0.00
6.0000	03/13/2012 11/11/2009							
928662402	ADR VOLKSWAGEN A G SPONSORED ADR REPSTG PREF SH		8,291.37	7,462.54	0.00	828.83	0.00	0.00
229.0000	03/13/2012 01/31/2011							
464287176	MFC ISHARES TR BARCLAYS TIPS BD FD PROTECTED SECS FD	TIP	4,098.42	3,501.08	0.00	597.34	0.00	0.00
35.0000	03/16/2012 07/28/2009							
665162558	MFB NORTN MULT-MANAGER INTL EQTY FD FD	NMIE	55,243.03	48,167.63	0.00	7,075.40	0.00	0.00
5908.3400	03/16/2012 Various							
665162566	MFB NORTN MULTIMGR SMALL CAP FD	NMMSX	8,818.55	6,520.00	0.00	2,298.55	0.00	0.00
894.3800	03/16/2012 07/28/2009							
665162806	MFB NORTHERN FDS FIXED INCOME FD	NOFIX	2,957.00	2,923.09	0.00	33.91	0.00	0.00
282.9700	03/16/2012 05/07/2010							

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722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND			PCRIX					
549.5700	03/16/2012 Various			3,814.00	3,898.89	0.00	-84.89	0.00	0.00
00206R102	AT&T INC			T					
1257.0000	03/19/2012 01/22/2009			39,698.47	31,960.86	0.00	7,737.61	0.00	0.00
002824100	ABBOTT LABORATORIES			ABT					
23.0000	03/19/2012 01/22/2009			1,385.28	1,215.90	0.00	169.38	0.00	0.00
05534B760	BCE INC COM NEW			BCE					
34.0000	03/19/2012 02/11/2011			1,370.19	1,238.96	0.00	131.23	0.00	0.00
064149107	BANK N S HALIFAX COM STK			BNS					
24.0000	03/19/2012 01/23/2009			1,352.14	552.93	0.00	799.21	0.00	0.00
110122108	BRISTOL MYERS SQUIBB CO			BMV					
42.0000	03/19/2012 01/23/2009			1,389.74	948.94	0.00	440.80	0.00	0.00
42217K106	HEALTH CARE REIT INC COM COM			HCN					
25.0000	03/19/2012 08/12/2010			1,373.97	1,066.28	0.00	307.69	0.00	0.00
494368103	KIMBERLY CLARK CORP			KMB					
19.0000	03/19/2012 08/12/2009			1,384.36	1,114.69	0.00	269.67	0.00	0.00
577081102	MATTEL INC			MAT					
41.0000	03/19/2012 03/14/2011			1,363.40	1,024.41	0.00	338.99	0.00	0.00

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580135101	MCDONALDS CORP	MCD	1,365.85	821.90	0.00	543.95	0.00	0.00
14.0000	03/19/2012 01/23/2009							
682680103	ONEOK INC NEW	OKE	1,415.38	905.95	0.00	509.43	0.00	0.00
17.0000	03/19/2012 12/06/2010							
742718109	PROCTER & GAMBLE CO	PG	1,347.27	1,120.93	0.00	226.34	0.00	0.00
20.0000	03/19/2012 01/23/2009							
749685103	RPM INC OHIO	RPM	1,366.10	895.58	0.00	470.52	0.00	0.00
54.0000	03/19/2012 Various							
913017109	UNITED TECHNOLOGIES CORP	UTX	1,359.65	768.80	0.00	590.85	0.00	0.00
16.0000	03/19/2012 04/22/2009							
913017109	UNITED TECHNOLOGIES CORP	UTX	12,928.41	7,303.57	0.00	5,624.84	0.00	0.00
152.0000	03/19/2012 04/22/2009							
94106L109	WASTE MGMT INC DEL	WM	1,388.37	1,528.31	0.00	-139.94	0.00	0.00
40.0000	03/19/2012 02/02/2011							
88032Q109	ADR TENCENT HLDGS LTD ADR	TCEHY	2,174.28	2,030.93	0.00	143.35	0.00	0.00
78.0000	03/20/2012 01/31/2011							
93114W107	WAL MART DE MEXICO SA DE CV SPON ADR REP V	WMMVY	2,277.36	1,913.20	0.00	364.16	0.00	0.00
69.0000	03/20/2012 01/31/2011							

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46625HHS2	JPMORGAN CHASE & 4.4% DUE 07-22-2020										
35000.0000	03/22/2012 07/16/2010					36,239.00	35,000.00	0.00	1,239.00	0.00	0.00
912828PU8	US TREAS NTS .50 DUE 11-15-2013 REG 11-15-2013REG										
30000.0000	03/22/2012 12/01/2010					30,081.93	29,848.98	0.00	232.95	0.00	0.00
055434203	BG PLC ADR FIN INST N	BRGY									
102.0000	03/28/2012 01/31/2011					2,349.01	2,301.07	0.00	47.94	0.00	0.00
803054204	SAP AKTIENGESSELLSCHAFT SPONSORED ADR	SAP									
32.0000	04/13/2012 01/31/2011					2,097.66	1,852.68	0.00	244.98	0.00	0.00
91324P102	UNITEDHEALTH GROUP INC	UNH									
4.0000	04/26/2012 02/09/2010					231.19	130.68	0.00	100.51	0.00	0.00
966837106	WHOLE FOODS MKT INC	WFM									
10.0000	04/26/2012 02/02/2011					840.39	519.21	0.00	321.18	0.00	0.00
91324P102	UNITEDHEALTH GROUP INC	UNH									
1.0000	04/27/2012 02/09/2010					57.87	32.67	0.00	25.20	0.00	0.00
718546104	PHILLIPS 66 COM	PSX									
.5000	05/01/2012 11/19/2010					15.98	14.80	0.00	1.18	0.00	0.00
718546104	PHILLIPS 66 COM	PSX									
.5000	05/01/2012 07/02/2010					15.98	11.79	0.00	4.19	0.00	0.00

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021441100	ALTERA CORP COM	05/08/2012	07/28/2009	ALTR	664.65	0.00	496.08	0.00	0.00
35.0000									
177376100	CITRIX SYS INC	05/08/2012	04/11/2011	CTXS	746.98	0.00	59.38	0.00	0.00
10.0000									
177376100	CITRIX SYS INC	05/08/2012	07/22/2010	CTXS	232.64	0.00	170.54	0.00	0.00
5.0000									
718546104	PHILLIPS 66 COM	05/08/2012	11/19/2010	PSX	355.12	0.00	-5.89	0.00	0.00
12.0000									
20825C104	CONOCOPHILLIPS	05/09/2012	07/02/2010	COP	30,857.53	0.00	12,852.29	0.00	0.00
825.0000									
421906108	HEALTHCARE SVCS GROUP INC	05/09/2012	07/02/2010	HCSG	481.87	0.00	288.02	0.00	0.00
38.0000									
670346AL9	NUCOR CORP 4.125% DUE 09-15-2022	05/09/2012	Various		29,958.60	0.00	3,557.70	0.00	0.00
30000.0000									
718546104	PHILLIPS 66 COM	05/09/2012	07/02/2010	PSX	9,718.12	0.00	2,663.77	0.00	0.00
412.0000									
421906108	HEALTHCARE SVCS GROUP INC	05/10/2012	07/02/2010	HCSG	1,470.98	0.00	879.62	0.00	0.00
116.0000									

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.					
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
63.0000	05/11/2012	07/02/2010	1,288.31	798.90	0.00	489.41	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
96.0000	05/11/2012	07/02/2010	1,955.58	1,217.36	0.00	738.22	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
50.0000	05/14/2012	07/02/2010	1,010.66	634.04	0.00	376.62	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
97.0000	05/15/2012	07/02/2010	1,969.68	1,230.05	0.00	739.63	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
136.0000	05/16/2012	07/02/2010	2,757.57	1,724.60	0.00	1,032.97	0.00	0.00
464287465	MFC SHARES TR MSCI EAFE INDEX FD		EFA					
15800.0000	05/16/2012	02/02/2009	779,085.28	603,493.64	0.00	175,591.64	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
39.0000	05/17/2012	07/02/2010	773.79	494.55	0.00	279.24	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
39.0000	05/18/2012	07/02/2010	765.78	494.55	0.00	271.23	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
78.0000	05/21/2012	07/02/2010	1,520.73	989.11	0.00	531.62	0.00	0.00

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421906108	HEALTHCARE SVCS GROUP INC	HCSG	35.0000	05/22/2012	07/02/2010	677.11	443.83	0.00	233.28	0.00	0.00
881624209	TEVA PHARMACEUTICALS INDS LTD ADR	TEVA	47.0000	05/24/2012	01/31/2011	1,819.70	2,558.12	0.00	-738.42	0.00	0.00
912828PC8	UNITED STATES TREAS NTS 2.625 DUE 11-15-2020 REG		25000.0000	06/06/2012	12/20/2010	27,467.67	23,681.23	0.00	3,786.44	0.00	0.00
74251V102	PRINCIPAL FINANCIAL GROUP INC	PFG	75.0000	06/12/2012	Various	1,876.47	2,161.56	0.00	-285.09	0.00	0.00
912828LS7	UNITED STATES TREAS NTS NT 2.375% DUE 10-31-2014 REG		10000.0000	06/20/2012	10/29/2009	10,476.92	9,978.55	0.00	498.37	0.00	0.00
913224P102	UNITEDHEALTH GROUP INC	UNH	20.0000	06/20/2012	Various	1,187.57	631.68	0.00	555.89	0.00	0.00
22576C101	CRESCENT POINT ENERGY CORP COM	CSCTF	152.0000	06/25/2012	04/01/2009	5,343.32	3,147.19	0.00	2,196.13	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC	HCSG	863.0000	06/25/2012	07/02/2010	15,704.51	10,943.60	0.00	4,760.91	0.00	0.00
718172109	PHILIP MORRIS INTERNATIONAL	PM	352.0000	06/25/2012	01/23/2009	29,639.61	14,562.49	0.00	15,077.12	0.00	0.00

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923725105	VERMILION ENERGY INC COM	06/25/2012	01/23/2009	10,307.24 VEMTF	5,051.28	0.00	5,255.96	0.00	0.00
251.0000									
22576C101	CRESCENT POINT ENERGY CORP COM	06/26/2012	04/01/2009	2,335.32 CSCF	1,366.54	0.00	968.78	0.00	0.00
66.0000									
421906108	HEALTHCARE SVCS GROUP INC	06/26/2012	07/02/2010	20,765.26 HCSG	14,684.46	0.00	6,080.80	0.00	0.00
1158.0000									
718172109	PHILIP MORRIS INTERNATIONAL	06/26/2012	01/23/2009	9,171.26 PM	4,509.41	0.00	4,661.85	0.00	0.00
109.0000									
923725105	VERMILION ENERGY INC COM	06/26/2012	01/23/2009	4,553.42 VEMTF	2,193.59	0.00	2,359.83	0.00	0.00
109.0000									
002824100	ABBOTT LABORATORIES	06/27/2012	01/22/2009	1,760.31 ABT	1,480.23	0.00	280.08	0.00	0.00
28.0000									
02209S103	ALTRIA GROUP INC	06/27/2012	01/22/2009	1,832.71 MO	914.91	0.00	917.80	0.00	0.00
54.0000									
053015103	AUTOMATIC DATA PROCESSING INC	06/27/2012	01/22/2009	1,795.15 ADP	1,225.40	0.00	569.75	0.00	0.00
33.0000									
064149107	BANK N S HALIFAX COM STK	06/27/2012	01/23/2009	1,804.55 BNS	806.36	0.00	998.19	0.00	0.00
35.0000									

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136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM	06/27/2012	05/11/2010	CM	1,797.97	0.00	-50.92	0.00	0.00
26.0000					1,848.89	0.00			
29250N105	ENBRIDGE INC COM	06/27/2012	12/06/2010	ENB	1,792.38	0.00	492.55	0.00	0.00
46.0000					1,299.83	0.00			
37733W105	GLAXO PLC ADR	06/27/2012	01/23/2009	GSK	1,774.45	0.00	446.74	0.00	0.00
39.0000					1,327.71	0.00			
40414L109	HCP, INC	06/27/2012	01/23/2009	HCP	1,798.81	0.00	927.42	0.00	0.00
42.0000					871.39	0.00			
421906108	HEALTHCARE SVCS GROUP INC	06/27/2012	07/02/2010	HCSG	2,864.79	0.00	899.25	0.00	0.00
155.0000					1,965.54	0.00			
580135101	MCDONALDS CORP	06/27/2012	01/23/2009	MCD	1,853.41	0.00	620.56	0.00	0.00
21.0000					1,232.85	0.00			
637417106	NATIONAL RETAIL PPTYS INC COM STK	06/27/2012	03/12/2009	NNN	1,784.85	0.00	911.42	0.00	0.00
65.0000					873.43	0.00			
65339F101	NEXTERA ENERGY INC COM	06/27/2012	01/23/2009	NEE	1,763.27	0.00	517.91	0.00	0.00
26.0000					1,245.36	0.00			
74005P104	PRAXAIR INC	06/27/2012	12/04/2009	PX	1,767.68	0.00	342.07	0.00	0.00
17.0000					1,425.61	0.00			

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P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 03-46445
Recipient's Tax ID Number: XX-XXX6894

Recipient's Name and Address:
THE DONNELLEY FOUNDATION
360 N. MICHIGAN AVE. STE. 1009
CHICAGO, IL 60601-3803

☐ Corrected

☐ 2nd TIN notice

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
749685103	RPM INC OHIO	06/27/2012	01/23/2009	RPM	880.16	0.00	919.84	0.00	0.00
68.0000									
756109104	RLTY INC CORP COM	06/27/2012	01/23/2009	O	782.57	0.00	1,008.33	0.00	0.00
44.0000									
842587107	SOUTHERN CO	06/27/2012	01/23/2009	SO	1,457.69	0.00	501.56	0.00	0.00
42.0000									
881575302	TESCO PLC SPONSORED ADR	06/29/2012	01/31/2011	TSCDY	1,272.49	0.00	-320.96	0.00	0.00
65.0000									
881575302	TESCO PLC SPONSORED ADR	06/29/2012	01/31/2011	TSCDY	3,328.06	0.00	-847.63	0.00	0.00
170.0000									
65339F101	NEXTERA ENERGY INC COM	07/09/2012	Various	NEE	26,061.42	0.00	11,381.12	0.00	0.00
552.0000									
756109104	RLTY INC CORP COM	07/09/2012	Various	O	8,421.24	0.00	11,901.24	0.00	0.00
489.0000									
756109104	RLTY INC CORP COM	07/10/2012	03/12/2009	O	3,307.35	0.00	5,722.10	0.00	0.00
217.0000									
61747WAF6	MORGAN STANLEY 5.75% DUE 01-25-2021	07/18/2012	01/21/2011		45,483.75	0.00	1,159.20	0.00	0.00
45000.0000									

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136385101	CANADIAN NAT RES LTD COM	CNQ	68.0000	07/24/2012	01/31/2011	1,833.85	3,005.57	0.00	-1,171.72	0.00	0.00
138006309	CANON INC ADR REPSTG 5 SHS	CAJ	130.0000	07/25/2012	01/31/2011	4,410.11	6,388.06	0.00	-1,977.95	0.00	0.00
002824100	ABBOTT LABORATORIES	ABT	702.0000	07/26/2012	01/22/2009	45,405.61	37,111.44	0.00	8,294.17	0.00	0.00
136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM	CM	363.0000	07/26/2012	Various	25,835.62	25,442.49	0.00	393.13	0.00	0.00
136385101	CANADIAN NAT RES LTD COM	CNQ	169.0000	07/26/2012	01/31/2011	4,617.64	7,469.72	0.00	-2,852.08	0.00	0.00
253868103	DIGITAL RLTY TR INC COM	DLR	76.0000	07/26/2012	06/10/2011	5,777.03	4,855.49	0.00	921.54	0.00	0.00
749685103	RPM INC OHIO	RPM	327.0000	07/26/2012	01/23/2009	8,631.95	4,232.56	0.00	4,399.39	0.00	0.00
136385101	CANADIAN NAT RES LTD COM	CNQ	31.0000	07/27/2012	01/31/2011	856.91	1,370.18	0.00	-513.27	0.00	0.00
138006309	CANON INC ADR REPSTG 5 SHS	CAJ	310.0000	07/27/2012	Various	9,897.95	15,004.51	0.00	-5,106.56	0.00	0.00

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749685103	RPM INC OHIO	RPM	658.0000	07/27/2012	01/23/2009	17,425.48	8,516.89	0.00	8,908.59	0.00	0.00
912828NT3	UNITED STATES TREAS NTS DTD 00306 2.625%DUE 08-15-2020 REG		5000.0000	07/27/2012	10/25/2010	5,562.29	5,028.73	0.00	533.56	0.00	0.00
749685103	RPM INC OHIO	RPM	493.0000	07/30/2012	01/23/2009	13,038.39	6,381.19	0.00	6,657.20	0.00	0.00
749685103	RPM INC OHIO	RPM	296.0000	07/31/2012	01/23/2009	7,827.69	3,831.31	0.00	3,996.38	0.00	0.00
931142103	WAL MART STORES INC	WMT	20.0000	08/01/2012	07/28/2009	1,482.44	979.00	0.00	503.44	0.00	0.00
05567LU54	BNP PARIBAS / BNP 3.6% DUE 02-23-2016		25000.0000	08/08/2012	Various	25,850.25	24,982.55	0.00	867.70	0.00	0.00
423074103	H J HEINZ CO	HNZ	15.0000	08/08/2012	Various	828.43	704.06	0.00	124.37	0.00	0.00
912828NT3	UNITED STATES TREAS NTS DTD 00306 2.625%DUE 08-15-2020 REG		25000.0000	08/08/2012	10/25/2010	27,537.99	25,143.65	0.00	2,394.34	0.00	0.00
423074103	H J HEINZ CO	HNZ	9.0000	08/09/2012	08/18/2010	496.05	421.62	0.00	74.43	0.00	0.00

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423074103	H J HEINZ CO	HNZ	439.63	374.34	0.00	65.29	0.00	0.00
8.0000	08/10/2012 Various							
423074103	H J HEINZ CO	HNZ	385.47	326.41	0.00	59.06	0.00	0.00
7.0000	08/13/2012 08/19/2010							
423074103	H J HEINZ CO	HNZ	55.30	46.63	0.00	8.67	0.00	0.00
1.0000	08/14/2012 08/19/2010							
064149107	BANK N S HALIFAX COM STK	BNS						
1350.0000	08/15/2012 01/23/2009		70,870.43	31,102.52	0.00	39,767.91	0.00	0.00
29250N105	ENBRIDGE INC COM	ENB						
800.0000	08/15/2012 12/06/2010		31,873.61	22,605.76	0.00	9,267.85	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA						
791.2900	08/15/2012 08/10/2011		791.29	887.48	0.00	-86.19	0.00	0.00
29250N105	ENBRIDGE INC COM	ENB						
480.0000	08/16/2012 12/06/2010		19,098.15	13,563.46	0.00	5,534.69	0.00	0.00
29250N105	ENBRIDGE INC COM	ENB						
420.0000	08/17/2012 12/06/2010		16,713.77	11,868.02	0.00	4,845.75	0.00	0.00
29250N105	ENBRIDGE INC COM	ENB						
254.0000	08/20/2012 12/06/2010		10,097.27	7,177.33	0.00	2,919.94	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.				
665162699	MFB NORTN HI YIELD FXD INC FD	NHFX					
96394.4800	08/24/2012	Various	709,463.35	0.00	106,525.50	0.00	0.00
826197501	SIEMENS AG-ADR	SI					
9.0000	08/31/2012	05/09/2011	849.67	0.00	-387.06	0.00	0.00
502441306	ADR LVMH MOET HENNESSY LOUIS VUITTON ADR	LVMUY					
96.0000	09/04/2012	01/31/2011	3,117.02	0.00	123.02	0.00	0.00
826197501	SIEMENS AG-ADR	SI					
14.0000	09/04/2012	Various	1,315.77	0.00	-562.28	0.00	0.00
045387107	GDR ASSA ABLOY AB ADR	ASAZY					
195.0000	09/07/2012	01/31/2011	3,005.78	0.00	346.16	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA					
788.2100	09/17/2012	08/10/2011	788.21	0.00	-95.82	0.00	0.00
052769106	AUTODESK, INC	ADSK					
35.0000	09/19/2012	05/23/2011	1,178.76	0.00	-283.54	0.00	0.00
756255105	#REORG/RECKITT BENCKISER MAND EXCH RECKITT BENCKISER 0002K13AB1 12/21/2012	RBGPY					
260.0000	09/19/2012	01/31/2011	3,062.83	0.00	204.39	0.00	0.00
826197501	SIEMENS AG-ADR	SI					
26.0000	09/19/2012	01/31/2011	2,677.89	0.00	-657.03	0.00	0.00

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464287176	MFC ISHARES TR BARCLAYS TIPS BD FD PROTECTED SECS FD	09/20/2012	07/28/2009	TIP	7,885.73	0.00	1,383.72	0.00	0.00
65.0000					6,502.01				
055348760	BCE INC COM NEW			BCE	38,880.89	0.00	6,704.46	0.00	0.00
883.0000		10/02/2012	02/11/2011		32,176.43				
749685103	RPM INC OHIO			RPM	16,200.35	0.00	8,408.30	0.00	0.00
602.0000		10/02/2012	01/23/2009		7,792.05				
749685103	RPM INC OHIO			RPM	8,615.06	0.00	4,499.00	0.00	0.00
318.0000		10/03/2012	01/23/2009		4,116.06				
912828HG8	UNITED STATES TREAS NTS DTD 00175 3.875%DUE 10-31-2012 REG				26,083.98	0.00	-1,026.45	0.00	0.00
25000.0000		10/04/2012	04/21/2008		25,057.53				
881575302	TESCO PLC SPONSORED ADR			TSCDY	3,194.76	0.00	-916.37	0.00	0.00
210.0000		10/08/2012	01/31/2011		4,111.13				
881575302	TESCO PLC SPONSORED ADR			TSCDY	3,279.84	0.00	-987.90	0.00	0.00
218.0000		10/09/2012	01/31/2011		4,267.74				
881575302	TESCO PLC SPONSORED ADR			TSCDY	5,341.17	0.00	-1,589.02	0.00	0.00
354.0000		10/10/2012	01/31/2011		6,930.19				
826197501	SIEMENS AG-ADR			SI	3,575.75	0.00	-1,041.84	0.00	0.00
36.0000		10/11/2012	01/31/2011		4,617.59				

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20825C104	CONOCOPHILLIPS	COP	25.0000	10/12/2012	11/19/2010	1,405.81	1,173.17	0.00	232.64	0.00	0.00
828806109	SIMON PTY GROUP INC NEW	SPG	10.0000	10/12/2012	Various	1,527.78	997.54	0.00	530.24	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA	770.1700	10/15/2012	08/10/2011	770.17	863.79	0.00	-93.62	0.00	0.00
000375204	ABB LTD SPONSORED ADR	ABB	10.0000	10/16/2012	08/23/2011	192.30	201.00	0.00	-8.70	0.00	0.00
046353108	ADR ASTRAZENECA PLC SPONSORED ADR UNITED KINGDOM	AZN	3.0000	10/16/2012	08/23/2011	141.60	140.79	0.00	0.81	0.00	0.00
088606108	BHP LTD SPONSORED ADR	BHP	2.0000	10/16/2012	08/23/2011	137.82	158.89	0.00	-21.07	0.00	0.00
17133Q502	ADR CHUNGHWA TELECOM CO LTD SPONSORED ADR NEW 2011	CHT	2.0000	10/16/2012	08/23/2011	62.72	71.54	0.00	-8.82	0.00	0.00
35177Q105	FRANCE TELECOM	FTE	3.0000	10/16/2012	08/23/2011	37.08	56.25	0.00	-19.17	0.00	0.00
62474M108	ADR MTN GROUP LTD SPONSORED ADR	MTNOY	16.0000	10/16/2012	08/23/2011	284.63	305.12	0.00	-20.49	0.00	0.00

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641069406	NESTLE S A SPONSORED ADR REPSTG REG SH	10/16/2012	08/23/2011	NSRGY	375.42	0.00	24.59	0.00	0.00
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	10/16/2012	08/23/2011	NVS	285.10	0.00	31.59	0.00	0.00
74728G605	ADR QBE INS GROUP LTD SPONSORED	10/16/2012	08/23/2011	QBIEY	58.92	0.00	-2.24	0.00	0.00
82929R304	ADR SINGAPORE TELECOMMUNICATIONS LTD SPONSORED ADR NEW 2006	10/16/2012	08/23/2011	SGAPY	275.88	0.00	13.41	0.00	0.00
904784709	UNILEVER N V	10/16/2012	08/23/2011	UN	271.12	0.00	24.15	0.00	0.00
911271302	ADR UNITED OVERSEAS BK LTD SPONSORED ADRISIN #US9112713022	10/16/2012	08/23/2011	UOVEY	246.32	0.00	2.87	0.00	0.00
58013MEM2	MCDONALDS CORP 2.625 DUE 01-15-2022 REG	10/19/2012	09/27/2011		26,256.00	0.00	1,609.00	0.00	0.00
756255105	#REORG/RECKITT BENCKISER MAND EXCH RECKITT BENCKISER 0002K13AB1 12/21/2012	10/24/2012	01/31/2011	RBGPY	2,649.55	0.00	288.46	0.00	0.00
803054204	SAP AKTIENGESELLSCHAFT SPONSORED ADR	10/24/2012	01/31/2011	SAP	115.79	0.00	27.02	0.00	0.00

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00206R102	AT&T INC	T	5,159.88	3,813.94	0.00	1,345.94	0.00	0.00
150.0000	10/25/2012 01/22/2009							
002824100	ABBOTT LABORATORIES	ABT	9,199.18	7,401.14	0.00	1,798.04	0.00	0.00
140.0000	10/25/2012 01/22/2009							
02209S103	ALTRIA GROUP INC	MO	6,948.18	3,676.56	0.00	3,271.62	0.00	0.00
217.0000	10/25/2012 01/22/2009							
053015103	AUTOMATIC DATA PROCESSING INC	ADP	5,643.80	3,601.94	0.00	2,041.86	0.00	0.00
97.0000	10/25/2012 01/22/2009							
05534B760	BCE INC COM NEW	BCE	6,549.77	5,575.30	0.00	974.47	0.00	0.00
153.0000	10/25/2012 02/11/2011							
064149107	BANK N S HALIFAX COM STK	BNS	5,126.08	2,188.70	0.00	2,937.38	0.00	0.00
95.0000	10/25/2012 01/23/2009							
110122108	BRISTOL MYERS SQUIBB CO	BMJ	9,350.46	6,303.70	0.00	3,046.76	0.00	0.00
279.0000	10/25/2012 01/23/2009							
136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM	CM	3,059.86	2,577.89	0.00	481.97	0.00	0.00
39.0000	10/25/2012 07/09/2010							
22576C101	CRESCENT POINT ENERGY CORP COM	CSCTF	3,363.12	1,574.97	0.00	1,788.15	0.00	0.00
80.0000	10/25/2012 Various							

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253868103	DIGITAL RLTY TR INC COM	10/25/2012	06/10/2011	DLR	6,829.11	6,893.47	0.00	-64.36	0.00	0.00
108.0000										
372460105	GENUINE PARTS CO	10/25/2012	01/23/2009	GPC	6,452.43	3,470.25	0.00	2,982.18	0.00	0.00
106.0000										
37733W105	GLAXO PLC ADR	10/25/2012	01/23/2009	GSK	4,989.48	3,744.82	0.00	1,244.66	0.00	0.00
110.0000										
40414L109	HCP, INC	10/25/2012	01/23/2009	HCP	6,657.43	3,114.40	0.00	3,543.03	0.00	0.00
151.0000										
42217K106	HEALTH CARE REIT INC COM COM	10/25/2012	08/12/2010	HCN	7,537.30	5,415.73	0.00	2,121.57	0.00	0.00
129.0000										
458140100	INTEL CORP COM	10/25/2012	10/13/2011	INTC	8,409.98	9,125.28	0.00	-715.30	0.00	0.00
389.0000										
494368103	KIMBERLY CLARK CORP	10/25/2012	08/12/2009	KMB	9,485.29	6,688.14	0.00	2,797.15	0.00	0.00
114.0000										
577081102	MATTEL INC	10/25/2012	03/14/2011	MAT	8,320.31	5,621.74	0.00	2,698.57	0.00	0.00
225.0000										
580135101	MCDONALDS CORP	10/25/2012	01/23/2009	MCD	12,550.75	8,453.84	0.00	4,096.91	0.00	0.00
144.0000										

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2012 Tax Information Statement

EIN. 36-6066894

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 03-46445
Recipient's Tax ID Number: XX-XXX6894

Recipient's Name and Address:

THE DONNELLEY FOUNDATION
360 N. MICHIGAN AVE. STE. 1009
CHICAGO, IL 60601-3803

☐ Corrected☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
637417106	NATIONAL RETAIL PTYS INC COM STK			NNN					
117.0000	10/25/2012	03/12/2009		3,741.57	1,563.96	0.00	2,177.61	0.00	0.00
65339F101	NEXTERA ENERGY INC COM			NEE					
44.0000	10/25/2012	03/12/2009		3,063.20	1,942.60	0.00	1,120.60	0.00	0.00
682680103	ONEOK INC NEW			OKE					
230.0000	10/25/2012	12/06/2010		10,843.88	6,128.48	0.00	4,715.40	0.00	0.00
718172109	PHILIP MORRIS INTERNATIONAL			PM					
109.0000	10/25/2012	01/23/2009		9,580.89	4,509.41	0.00	5,071.48	0.00	0.00
74005P104	PRAXAIR INC			PX					
58.0000	10/25/2012	12/04/2009		6,072.46	4,863.85	0.00	1,208.61	0.00	0.00
742718109	PROCTER & GAMBLE CO			PG					
123.0000	10/25/2012	01/23/2009		8,601.80	6,893.72	0.00	1,708.08	0.00	0.00
749685103	RPM INC OHIO			RPM					
164.0000	10/25/2012	01/23/2009		4,293.43	2,122.75	0.00	2,170.68	0.00	0.00
756109104	RLTY INC CORP COM			O					
72.0000	10/25/2012	03/12/2009		2,885.69	1,089.44	0.00	1,796.25	0.00	0.00
842587107	SOUTHERN CO			SO					
175.0000	10/25/2012	01/23/2009		8,063.49	6,073.69	0.00	1,989.80	0.00	0.00

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923725105	VERMILION ENERGY INC COM	10/25/2012	01/23/2009	VEMTF	3,372.52	1,408.72	0.00	1,963.80	0.00	0.00
70.0000										
94106L109	WASTE MGMT INC DEL	10/25/2012	02/02/2011	WM	7,632.90	8,940.63	0.00	-1,307.73	0.00	0.00
234.0000										
055434203	BG PLC ADR FIN INST N	11/01/2012	01/31/2011	BRGY	2,818.89	3,586.96	0.00	-768.07	0.00	0.00
159.0000										
665162574	MFB NORTN MULTIMGR MID CAP FD	11/02/2012	07/28/2009	NMMCX	15,999.29	10,499.07	0.00	5,500.22	0.00	0.00
1318.9800										
912828P27	UNITED STATES TREAS NTS DTD 03-15-2011 1.25% DUE	03-15-2014 REG			25,335.85	25,193.44	0.00	142.41	0.00	0.00
25000.0000		11/06/2012	03/16/2011							
35177Q105	FRANCE TELECOM	11/12/2012	08/23/2011	FTE	1,380.61	2,475.00	0.00	-1,094.39	0.00	0.00
132.0000										
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	11/15/2012	08/10/2011	GNMA	675.06	757.12	0.00	-82.06	0.00	0.00
675.0600										
002824100	ABBOTT LABORATORIES	11/16/2012	12/22/2008	ABT	2,207.10	1,840.30	0.00	366.80	0.00	0.00
35.0000										
478160104	JOHNSON & JOHNSON	11/16/2012	07/28/2009	JNJ	1,377.74	1,217.60	0.00	160.14	0.00	0.00
20.0000										

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045387107	GDR ASSA ABLOY AB ADR	11/28/2012	01/31/2011	ASAZY	1,473.04	0.00	327.36	0.00	0.00
84.0000					1,145.68				
756255105	#REORG/RECKITT BENCKISER MAND EXCH RECKITT BENCKISER 0002K13AB1 12/21/2012	11/28/2012	01/31/2011	RBGPY	2,114.99	0.00	246.01	0.00	0.00
170.0000					1,868.98				
900148701	ADR TURKIYE GARANTI BANKASI A S SPONSORED ADR REPSTG 2000 SHS	11/28/2012	01/31/2011	TKGBY	2,044.67	0.00	25.31	0.00	0.00
448.0000					2,019.36				
045387107	GDR ASSA ABLOY AB ADR	11/29/2012	01/31/2011	ASAZY	1,309.30	0.00	300.01	0.00	0.00
74.0000					1,009.29				
171330502	ADR CHUNGHWA TELECOM CO LTD SPONSORED ADR NEW 2011	11/29/2012	08/23/2011	CHT	2,596.41	0.00	-300.96	0.00	0.00
81.0000					2,897.37				
20440W105	ADR COMPANHIA SIDERURGICA NACIONAL SPONSORED ADR REPSTG ORD SHS	11/29/2012	08/23/2011	SID	1,877.43	0.00	-1,408.91	0.00	0.00
364.0000					3,286.34				
654802206	ADR NITTO DENKO CORP ADR	11/29/2012	08/23/2011	NDEKY	19,199.57	0.00	5,110.82	0.00	0.00
750.0000					14,088.75				
74728G605	ADR OBE INS GROUP LTD SPONSORED	11/29/2012	08/23/2011	OBIEY	2,277.28	0.00	-683.45	0.00	0.00
201.0000					2,960.73				
912828RC6	US TREAS NTS DTD 00363 2.125 DUE 08-15-2021 REG	11/30/2012	09/20/2011		26,543.85	0.00	1,153.12	0.00	0.00
25000.0000					25,390.73				

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CHICAGO, IL 60680

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Cusip	Description	Date of Sale or Exchange	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
067383109	C R BARD INC	12/03/2012	BCR	1,473.11	0.00	206.51	0.00	0.00
15.0000		10/17/2011		1,266.60				
148887102	CATAMARAN CORP	12/03/2012	CTRX	2,737.75	0.00	1,133.77	0.00	0.00
57.0000		10/17/2011		1,603.98				
278058102	EATON CORP	12/03/2012	ETN	2,324.49	0.00	-132.31	0.00	0.00
45.0000	Various			2,456.80				
371901109	GENTEX CORP COM	12/03/2012	GNTX	1,240.97	0.00	-719.03	0.00	0.00
70.0000		10/17/2011		1,960.00				
45168D104	IDEXX LABS INC	12/03/2012	IDXX	2,762.77	0.00	667.27	0.00	0.00
30.0000		10/17/2011		2,095.50				
461202103	INTUIT	12/03/2012	INTU	2,789.43	0.00	328.51	0.00	0.00
47.0000		10/17/2011		2,460.92				
858912108	STERICYCLE INC	12/03/2012	SRCL	1,860.01	0.00	191.29	0.00	0.00
20.0000		10/17/2011		1,668.72				
38259P508	GOOGLE INC CL A	12/04/2012	GOOG	689.29	0.00	249.51	0.00	0.00
1.0000		07/28/2009		439.78				
742718109	PROCTER & GAMBLE CO	12/04/2012	PG	2,084.02	0.00	263.02	0.00	0.00
30.0000		12/22/2008		1,821.00				

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THE NORTHERN TRUST COMPANY
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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Quantity Sold	Date of Sale or Exchange	Date of Acquisition						
05565QBF4	BP CAP MARKETS PLC 5.25% DUE 11-07-2013 11-07-2013							
25000.0000	12/06/2012 05/05/2010		26,063.50	27,286.75	0.00	-1,223.25	0.00	0.00
881624209	TEVA PHARMACEUTICALS INDS LTD ADR	TEVA						
77.0000	12/06/2012 01/31/2011		3,221.20	4,190.95	0.00	-969.75	0.00	0.00
93114W107	WAL MART DE MEXICO SA DE CV SPON ADR REP V	WMMVY						
95.0000	12/06/2012 01/31/2011		3,140.96	2,634.11	0.00	506.85	0.00	0.00
00687A107	ADIDAS AG	ADDYY						
10.0000	12/07/2012 05/05/2011		435.48	383.12	0.00	52.36	0.00	0.00
502441306	ADR LVMH MOET HENNESSY LOUIS VUITTON ADR	LVMUY						
82.0000	12/07/2012 01/31/2011		2,921.49	2,557.38	0.00	364.11	0.00	0.00
756255105	#REORG/RECKITT BENCKISER MAND EXCH RECKITT	RBGPY						
232.0000	BENCKISER 0002K13AB1 12/21/2012		2,935.29	2,550.61	0.00	384.68	0.00	0.00
94106L109	WASTE MGMT INC DEL	WM						
1628.0000	12/12/2012 02/02/2011		54,765.02	62,202.29	0.00	-7,437.27	0.00	0.00
94106L109	WASTE MGMT INC DEL	WM						
1105.0000	12/13/2012 Various		37,156.67	41,489.05	0.00	-4,332.38	0.00	0.00
225401108	CREDIT SUISSE GROUP SPONSORED ADR	CS						
176.0000	12/14/2012 Various		4,327.07	8,152.63	0.00	-3,825.56	0.00	0.00

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2012 Tax Information Statement

EIN 36-6066894

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THE NORTHERN TRUST COMPANY
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Recipient's Tax ID Number: XX-XXX6894

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THE DONNELLEY FOUNDATION
360 N. MICHIGAN AVE. STE. 1009
CHICAGO, IL 60601-3803

☐ Corrected☐ 2nd TIN notice

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Cusip	Description	Stock or Other Symbol	Stamps	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
80585Y308	ADR SBERBANK RUSSIA SPONSORED ADR	SBRCY							
429.0000	12/14/2012 Various	5,190.65		4,747.14	0.00	0.00	443.51	0.00	0.00
94106L109	WASTE MGMT INC DEL	WM							
278.0000	12/14/2012 07/28/2011	9,332.51		9,474.33	0.00	0.00	-141.82	0.00	0.00
126132109	CNOOC LTD SPND ADR 00	CEO							
7.0000	12/17/2012 01/31/2011	1,494.74		1,559.42	0.00	0.00	-64.68	0.00	0.00
225401108	CREDIT SUISSE GROUP SPONSORED ADR	CS							
173.0000	12/17/2012 Various	4,235.08		6,766.27	0.00	0.00	-2,531.19	0.00	0.00
36241KYR3	GNMA POOL #782520 5.5% 12-15-2038 BEO	GNMA							
515.2600	12/17/2012 08/10/2011	515.26		577.90	0.00	0.00	-62.64	0.00	0.00
126132109	CNOOC LTD SPND ADR 00	CEO							
7.0000	12/18/2012 01/31/2011	1,502.09		1,559.42	0.00	0.00	-57.33	0.00	0.00
225401108	CREDIT SUISSE GROUP SPONSORED ADR	CS							
108.0000	12/18/2012 Various	2,682.72		3,158.40	0.00	0.00	-475.68	0.00	0.00
384802104	W W GRAINGER INC	GWV							
10.0000	12/18/2012 Various	1,931.71		1,141.94	0.00	0.00	789.76	0.00	0.00
966837106	WHOLE FOODS MKT INC	WFM							
30.0000	12/18/2012 06/02/2010	2,711.60		1,198.04	0.00	0.00	1,513.56	0.00	0.00
Total Long Term 15% Sales		3,713,056.35		3,069,824.71	0.00	0.00	643,231.63	0.00	0.00

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THE DONNELLEY FOUNDATION

FEIN: 36-6066894

2012 FORM 990-PF

PART XV LINE 3A - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Date	Recipient Name	Address	Amount	Check Number	Account
5/8/2012	Felines and Canines	6379 N Paulina St Chicago, IL 60660	\$ 15,000	108	1696068
1/3/2012	CNF Foundation	225 Memorial Drive Berlin, WI 54923	\$ 1,000	1205	1696901
5/22/2012	National Strategy Forum	53 W Jackson Blvd, Suite 516 Chicago, IL 60604	\$ 3,000	1206	1696901
5/25/2012	Honzon Hospicce & Palliative Care	833 W Chicago Ave Chicago, IL 60622	\$ 600	1207	1696901
6/22/2012	Women's Board of the University of Chicago	5801 South Ellis Avenue Chicago, IL 60637	\$ 1,000	1208	1696901
8/28/2012	Associated Colleges of Illinois	205 West Wacker Drive, Suite 220 Chicago, IL 60606	\$ 1,500	1209	1696901
11/12/2012	Autism Project of Palm Beach County	5800 Corporate Way West Palm Beach, FL 33407	\$ 1,000	1210	1696901
12/17/2012	Centers for New Horizon Inc	4150 S King Drive Chicago, IL 60653	\$ 1,000	1211	1696901
12/20/2012	Edvance Foundation	184 High St , Suite 701 Boston, MA 02110	\$ 1,000	1212	1696901
12/20/2012	Historical Society of Martin County, Inc	2400 SE Federal Highway No 220 Stuart, FL 34994	\$ 1,000	1213	1696901
2/28/2012	MGH Leadership Council for Psychiatry	165 Cambridge Street, Suite 600 Boston, MA 02114	\$ 10,000	1616	2616222
2/3/2012	The Episcopal Church of Bethesda-by-the-Sea	141 South County Road Palm Beach, FL 33480	\$ 1,500	1646	2616222
2/13/2012	Church of the Holy Spirt	330 Madison Dr Mt Shasta, CA 96067	\$ 1,500	1647	2616222
2/13/2012	Sonoma Valley Education Foundation	17878 Railroad Avenue Sonoma, CA 95476	\$ 10,000	1648	2616222
2/16/2012	The Society of the Four Arts	Four Arts Plaza Palm Beach, FL 33480	\$ 1,200	1649	2616222
2/17/2012	Smithsonian Institution	PO Box 37012, SIB 494, MRC 035 Washington, D C 20013	\$ 10,000	1650	2616222
3/1/2012	Institute of Active Learning	1260 Brighton Ave Apt 109 Albany, CA 94706	\$ 10,000	1651	2616222
3/15/2012	Awareness Foundation	2430 K Street, NW Washington, DC 20037	\$ 25,000	1653	2616222
5/2/2012	Church of the Holy Spirt	330 Madison Dr Mt Shasta, CA 96067	\$ 3,500	1654	2616222
5/22/2012	Lincoln Park Zoo	2001 North Clark St Chicago, IL 606014	\$ 2,000	1657	2616222
5/22/2012	The Newberry Library	60 W Walton St Chicago, IL 60610	\$ 2,000	1658	2616222
5/23/2012	Foundation for Women's Cancer	230 W Monroe Ste 2528 Chicago, IL 60606-4703	\$ 10,000	1660	2616222
5/25/2012	Gorton Community Center	400 E Illinois Rd Lake Forest, IL 60045	\$ 500	1661	2616222
5/29/2012	Harris Theater of Music and Dance	205 E Randolph Dr Chicago, IL 60601	\$ 2,500	1662	2616222
5/30/2012	Sonoma Valley Education Foundation	450 2nd St W Unit A Sonoma, CA 95476	\$ 6,500	1663	2616222
6/12/2012	Lake Forest College	555 North Sherland Road Lake Forest, IL 60045	\$ 10,000	1664	2616222
7/11/2012	The Society of the Four Arts	Four Arts Plaza Palm Beach, FL 33480	\$ 10,000	1666	2616222
8/8/2012	Lake Forest Open Lands Association	350 N Waukegan Road Lake Forest, IL 60045	\$ 1,000	1668	2616222
8/24/2012	Field Museum of Natural History	1400 South Lake Shore Drive Chicago, IL 60605	\$ 2,500	1669	2616222
9/10/2012	Montana History Foundation	1750 North Wasington Street Helena, MT 59601	\$ 10,000	1670	2616222
9/12/2012	St Paul's Episcopal Church	231 S LaSalle Street Chicago, IL 60697	\$ 5,000	1674	2616222
9/14/2012	National Strategy Forum	53 W Jackson Blvd, Suite 516 Chicago, IL 60604	\$ 500	1675	2616222
9/14/2012	The Berkshire School	Undermountain Road Sheffield, MA 01257	\$ 1,000	1672	2616222
10/10/2012	Art Institute of Chicago	111 South MI Avenue Chicago, IL 60603	\$ 1,000	1677	2616222

10/16/2012	Wheaton College	501 College Ave Wheaton, IL 60187	\$	5,000	1678	2616222
10/16/2012	The Joseph Banks Society	1000 N West St , Ste 1200 Wilmington, DE 19801	\$	5,000	1679	2616222
10/17/2012	International Crane Foundation (ICF)	E 11376 Shady Lane Rd, PO Box 447 Baraboo, WI 53913	\$	5,000	1680	2616222
11/1/2012	Bronx Documentary Center	614 Courtlandt Avenue Bronx, New York 10451	\$	3,500	1682	2616222
11/1/2012	FoodCorps, Inc	281 Park Avenue South New York, NY 10010	\$	750	1683	2616222
11/1/2012	Bates College	176 Federal Street Boston, MA 02110	\$	250	1684	2616222
11/1/2012	St Marks Episcopal Church	337 Ridge Rd Barnington Hills, IL 60010	\$	3,500	1685	2616222
11/1/2012	Deerfield Academy	PO Box 87 Deerfield, MA 01342	\$	500	1686	2616222
11/1/2012	Williams College (Alumni Fund)	75 Park Street Williamstown, MA 01267	\$	500	1687	2616222
11/1/2012	Deerfield Academy	PO Box 87 Deerfield, MA 01342	\$	500	1688	2616222
11/1/2012	Washington & Lee University	University Place Lexington, VA 24450	\$	500	1689	2616222
11/1/2012	Friends of Ryerson Woods	21950 North Riverwoods Road Deerfield, IL 60015	\$	3,500	1690	2616222
11/1/2012	Atlantic Salmon Federation	PO Box 807 Calais, ME 04619	\$	500	1691	2616222
11/1/2012	The Berkshire School	Undermountain Road Sheffield, MA 01257	\$	1,000	1692	2616222
11/1/2012	The Kensington Conservancy	500 N Western Ave Ste 204 Lake Forest, IL 60045	\$	2,000	1693	2616222
11/1/2012	Salisbury School	251 Canaan Road Salisbury, CT 06068	\$	1,500	1694	2616222
11/1/2012	Forest Bluff School	8 W Scranton Ave Lake Bluff, IL 60044	\$	5,000	1695	2616222
11/1/2012	The University of Chicago Laboratory School	1362 East 59th Street Chicago, IL 60637	\$	5,000	1696	2616222
11/1/2012	Dancers Group	1360 Mission Street, Suite 200 San Francisco, CA 94103	\$	3,000	1697	2616222
11/1/2012	Sunset Co-op Nursery School	4245 Lawton Street San Francisco, CA 94122	\$	3,000	1698	2616222
11/1/2012	Pleasant Hill Christian School	PO Box 361 Occidental, CA 95465	\$	3,000	1699	2616222
11/1/2012	Pleasant Hill Christian School	PO Box 361 Occidental, CA 95465	\$	3,000	1700	2616222
11/1/2012	Pleasant Hill Christian School	PO Box 361 Occidental, CA 95465	\$	3,000	1701	2616222
11/1/2012	Pleasant Hill Christian School	PO Box 361 Occidental, CA 95465	\$	3,000	1702	2616222
11/1/2012	The Kensington Conservancy	500 N Western Ave Ste 204 Lake Forest, IL 60045	\$	2,000	1703	2616222
11/2/2012	Alder Fire District	29 Upper Ruby Rd Alder, MT 59710	\$	1,000	1704	2616222
11/2/2012	Illinois Institute of Technology	3300 S Federal Room 205 Chicago, IL 60616	\$	2,500	1705	2616222
11/2/2012	St James Episcopal Church	96 E Genesee St Skaneateles, NY 13152	\$	1,000	1706	2616222
11/2/2012	National Trust for Historic Preservation	1785 MA Ave NW Washington, D C 20036	\$	1,500	1707	2616222
11/2/2012	Trout & Salmon Foundation	360 North MI Ave, Room 1009 Chicago, IL 60601	\$	2,500	1708	2616222
11/1/2012	American Red Cross	3209 S Summit Ave Sioux Falls, SD 57105	\$	250	1709	2616222
11/12/2012	Sonoma Valley Education Foundation	450 2nd St W Unit A Sonoma, CA 95476	\$	5,000	1710	2616222
11/12/2012	The Novato Charter School Foundation	940 C Street Novato, CA 94949	\$	15,000	1711	2616222
11/12/2012	The Sonoma Valley International Film Festival	103 E Napa Street, Suite A Sonoma, CA 95476	\$	5,000	1712	2616222
11/12/2012	Sonoma Valley Teen Services	17440 Sonoma Hwy Sonoma, CA 95476	\$	5,000	1713	2616222
11/12/2012	The Center for Development Teaching	2805 Benevue Berkeley, CA 95705	\$	26,000	1714	2616222
11/13/2012	Pleasant Hill Christian School	PO Box 361 Occidental, CA 95465	\$	3,000	1716	2616222
11/13/2012	Occidental Arts & Ecology Center	15290 Coleman Valley Road	\$	3,000	1717	2616222

11/26/2012 Big Shoulders Fund	Occidental, CA 95465 309 W Washington Street, Suite 550 Chicago, IL 60606	\$ 2,000	1718	2616222
11/26/2012 Chicago Children's Advocacy Center	1240 S Damen Avenue Chicago, IL 60608	\$ 1,000	1719	2616222
11/26/2012 Deerfield Academy	PO Box 87 Deerfield, MA 01342	\$ 1,000	1720	2616222
11/26/2012 Free Spirit Media	1817 S California Ave Chicago, IL 60608	\$ 1,000	1721	2616222
11/26/2012 Greater Chicago Food Depository	4100 W Ann Lume Pl Chicago, IL 60632	\$ 1,000	1722	2616222
11/26/2012 Marklund at Mill Creek	1 South 381 Wyatt Drive Geneva, IL 60134	\$ 1,000	1723	2616222
11/26/2012 United Way of Metropolitan Chicago	560 W Lake St Chicago, IL 60661	\$ 20,000	1724	2616222
11/26/2012 WBEZ Chicago Public Radio	848 East Grand Ave Chicago, IL 60611	\$ 2,000	1725	2616222
11/26/2012 WTTW/Channel 11	5400 North St Louis Ave Chicago, IL 60625	\$ 5,000	1726	2616222
11/26/2012 Chicago Youth Center	218 South Wabash Avenue, Suite 600 Chicago, IL 60604	\$ 5,000	1727	2616222
11/26/2012 Chicago Public Library Foundation	20 N MI, Suite 204 Chicago, IL 60602	\$ 15,000	1728	2616222
11/26/2012 The Chicago Philharmonic Society	1123 Emerson Street # 207 Evanston, IL 60201	\$ 1,000	1729	2616222
11/26/2012 Field Museum of Natural History	1400 South Lake Shore Drive Chicago, IL 60605	\$ 1,000	1730	2616222
11/26/2012 Children's Memorial Hospital Foundation	2300 North Children's Plz Chicago, IL 60614	\$ 6,000	1731	2616222
11/29/2012 National Trust for Historic Preservation	1785 MA Ave NW Washington, D C 20036	\$ 1,000	1733	2616222
11/30/2012 Mental Health Association of Palm Beach County	909 Fern St West Palm Beach, FL 33401	\$ 1,000	1735	2616222
12/10/2012 Partners of '63	1158 Fifth Avenue New York, NY 10029	\$ 5,000	1736	2616222
12/10/2012 Chicago Public Library Foundation	20 N MI, Suite 204 Chicago, IL 60602	\$ 1,000	1737	2616222
12/10/2012 Art Institute of Chicago	111 South MI Avenue Chicago, IL 60603	\$ 10,000	1738	2616222
12/10/2012 Northshore United Way	560 W Lake St Chicago, IL 60661	\$ 10,000	1739	2616222
12/10/2012 Max McGraw Wildlife Foundation	14 N 322 State Rt 25 East Dundee, IL 60118	\$ 5,000	1740	2616222
12/10/2012 Lake Forest Open Lands Association	350 N Waukegan Road Lake Forest, IL 60045	\$ 5,000	1741	2616222
12/10/2012 Friends of Ryerson Woods	21950 North Riverwoods Road Deerfield, IL 60015	\$ 500	1743	2616222
12/10/2012 Lake Forest College	555 North Sherland Road Lake Forest, IL 60045	\$ 10,000	1744	2616222
12/10/2012 Community Counseling Centers of Chicago	4740 N Clark Street Chicago, IL 60640	\$ 1,000	1745	2616222
12/10/2012 University of Chicago	5801 South Ellis Ave Chicago, IL 60637	\$ 29,500	1746	2616222
12/18/2012 Friends of Historic Second Church	1936 S Michigan Ave % Donald West Chicago, IL 60616	\$ 5,000	1747	2616222
12/18/2012 Historical Society of Martin County, Inc	2400 SE Federal Highway No 220 Stuart, FL 34994	\$ 500	1748	2616222

Total

444,050

Prepare a Periods Portfolio Statement Package

Account number DFDNC

DONNELLEY FDN CONSOLIDATION

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◆ Asset Summary

Country	Accrued income/expense	Market value	Cost	Unrealized gain/loss			Market values	
				Market	Translation	Total	incl	accruals
Equities								
Common stock								
Australia - USD	0 00	16,080 20	15,086 66	993 54	0 00	993 54	16,080 20	0 117%
Brazil - USD	68 51	23,891 38	25,455 32	-1,563 94	0 00	-1,563 94	23,959 89	0 174%
Canada - USD	3,460 97	392,012 20	265,163 75	126,848 45	0 00	126,848 45	395,473 17	2 870%
China - USD	0 00	103,674 00	96,404 21	7,269 79	0 00	7,269 79	103,674 00	0 752%
Denmark - USD	0 00	42,584 93	36,933 27	5,651 66	0 00	5,651 66	42,584 93	0 309%
France - USD	280 13	148,407 10	121,804 02	26,603 08	0 00	26,603 08	148,687 23	1 079%
Germany - USD	0 00	200,304 31	158,819 70	41,484 61	0 00	41,484 61	200,304 31	1 453%
Hong Kong - USD	0 00	92,749 40	92,347 32	402 08	0 00	402 08	92,749 40	0 673%
Indonesia - USD	0 00	21,726 60	19,622 87	2,103 73	0 00	2,103 73	21,726 60	0 158%
Israel - USD	222 51	51,170 36	60,362 69	-9,192 33	0 00	-9,192 33	51,392 87	0 373%
Japan - USD	0 00	113,699 87	105,018 80	8,681 07	0 00	8,681 07	113,699 87	0 825%
Mexico - USD	0 00	14,488 76	11,990 06	2,498 70	0 00	2,498 70	14,488 76	0 105%
Netherlands - USD	0 00	40,322 26	35,364 92	4,957 34	0 00	4,957 34	40,322 26	0 293%
Norway - USD	0 00	21,734 72	20,833 99	900 73	0 00	900 73	21,734 72	0 158%
Peru - USD	0 00	9,502 86	7,954 23	1,548 63	0 00	1,548 63	9,502 86	0 069%
Russian Federation - USD	0 00	23,904 72	24,601 31	-696 59	0 00	-696 59	23,904 72	0 173%
Singapore - USD	510 12	49,059 34	44,545 56	4,513 78	0 00	4,513 78	49,569 46	0 360%
South Africa - USD	0 00	27,757 15	23,835 75	3,921 40	0 00	3,921 40	27,757 15	0 201%
Sweden - USD	0 00	61,850 55	52,590 08	9,260 47	0 00	9,260 47	61,850 55	0 449%
Switzerland - USD	0 00	313,994 19	254,188 11	59,806 08	0 00	59,806 08	313,994 19	2 278%
Taiwan - USD	0 00	43,981 08	33,305 46	10,675 62	0 00	10,675 62	43,981 08	0 319%
Turkey - USD	0 00	12,641 20	10,088 17	2,553 03	0 00	2,553 03	12,641 20	0 092%
United Kingdom - USD	1,794 56	508,168 87	440,243 11	67,925 76	0 00	67,925 76	509,963 43	3 700%
United States - USD	9,661 33	4,759,255 17	3,586,152 80	1,173,102 37	0 00	1,173,102 37	4,768,916 50	34 604%
Total common stock	16,998.13	7,092,961.22	5,542,712.16	1,550,249.06	0.00	1,550,249.06	7,108,969.36	61.684%

Funds - common stock

Emerging Markets Region - USD	0 00	1,088,336 87	1,032,123 00	56,213 87	0 00	56,213 87	1,088,336 87	7 897%	
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Northern Trust

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DONNELLEY FDN CONSOLIDATION

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◆ Asset Summary

Country	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss Translation	Total	Market values incl accruals	%
Equities								
Total funds - common stock	0.00	1,088,336.87	1,032,123.00	56,213.87	0.00	56,213.87	1,088,336.87	7.897%
Preferred stock								
Brazil - USD	1,162.02	31,834.52	37,691.95	-5,857.43	0.00	-5,857.43	32,996.54	0.239%
Total preferred stock	1,162.02	31,834.52	37,691.95	-5,857.43	0.00	-5,857.43	32,996.54	0.239%
Equity funds								
Emerging Markets Region - USD	0.00	39,762.63	36,686.27	3,076.36	0.00	3,076.36	39,762.63	0.289%
International Region - USD	0.00	57,299.56	54,600.00	2,699.56	0.00	2,699.56	57,299.56	0.416%
United States - USD	0.00	27,194.72	27,344.73	-150.01	0.00	-150.01	27,194.72	0.197%
Total equity funds	0.00	124,256.91	118,631.00	5,625.91	0.00	5,625.91	124,256.91	0.902%
Other equity								
United States - USD	0.00	2,371.35	1,286.32	1,085.03	0.00	1,085.03	2,371.35	0.017%
Total other equity	0.00	2,371.35	1,286.32	1,085.03	0.00	1,085.03	2,371.35	0.017%
Total equity securities	17,160.16	8,339,760.87	6,732,444.43	1,607,316.44	0.00	1,607,316.44	8,366,921.02	60.640%
Fixed Income Securities								
Corporate/government								
United States - USD	0.00	65,552.44	62,582.24	2,970.20	0.00	2,970.20	65,552.44	0.476%
Total corporate/government	0.00	65,552.44	62,582.24	2,970.20	0.00	2,970.20	65,552.44	0.476%
Government bonds								
United States - USD	747.90	467,547.45	459,933.65	7,613.80	0.00	7,613.80	468,295.35	3.398%
Total government bonds	747.90	467,547.45	459,933.65	7,613.80	0.00	7,613.80	468,295.35	3.398%
Government agencies								

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◆ Asset Summary

Country	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss Translation	Total	Market values incl accruals	%
<i>Fixed Income</i>								
United States - USD	819.48	396,718.08	393,390.35	3,327.73	0.00	3,327.73	397,537.56	2.885%
Total government agencies	819.48	396,718.08	393,390.35	3,327.73	0.00	3,327.73	397,537.56	2.885%
Funds - government agencies								
International Region - USD	1,327.75	464,948.72	473,349.08	-8,400.36	0.00	-8,400.36	466,276.47	3.383%
Total funds - government agencies	1,327.75	464,948.72	473,349.08	-8,400.36	0.00	-8,400.36	466,276.47	3.383%
Municipal/provincial bonds								
Canada - USD	3.40	25,327.20	24,903.25	423.95	0.00	423.95	25,330.60	0.184%
Total municipal/provincial bonds	3.40	25,327.20	24,903.25	423.95	0.00	423.95	25,330.60	0.184%
Corporate bonds								
Australia - USD	566.33	77,672.59	76,586.25	1,076.34	0.00	1,076.34	78,238.92	0.568%
Canada - USD	127.70	49,923.05	49,986.75	-73.70	0.00	-73.70	50,050.75	0.363%
France - USD	150.86	25,430.55	24,980.25	450.30	0.00	450.30	25,581.41	0.186%
Germany - USD	383.68	26,455.00	25,639.75	815.25	0.00	815.25	26,838.68	0.195%
Mexico - USD	358.07	25,411.20	25,080.25	330.95	0.00	330.95	25,769.27	0.187%
Netherlands - USD	46.87	29,638.02	29,697.00	-58.98	0.00	-58.98	29,684.89	0.215%
Norway - USD	569.49	36,145.29	30,184.20	5,961.09	0.00	5,961.09	36,714.78	0.266%
United Kingdom - USD	177.77	26,434.42	25,089.10	1,345.32	0.00	1,345.32	26,612.19	0.193%
United States - USD	5,951.70	704,991.41	675,227.48	29,763.93	0.00	29,763.93	710,943.11	5.159%
Total corporate bonds	8,332.47	1,002,101.63	962,491.03	39,610.60	0.00	39,610.60	1,010,434.00	7.332%
Funds - corporate bond								
United States - USD	8,654.90	1,829,586.84	1,771,976.42	57,610.42	0.00	57,610.42	1,838,241.74	13.339%
Total funds - corporate bond	8,654.90	1,829,586.84	1,771,976.42	57,610.42	0.00	57,610.42	1,838,241.74	13.339%
Government mortgage backed securities								
United States - USD	122.59	36,787.56	37,101.28	-313.72	0.00	-313.72	36,910.15	0.268%

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Prepare a Periods Portfolio Statement Package

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◆ Asset Summary

Country	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Market values		
				Market	Translation	Total	incl. accruals	%
Fixed Income								
Total government mortgage backed securities								
	122.59	36,787.56	37,101.28	-313.72	0.00	-313.72	36,910.15	0.268%
Other bonds								
United States - USD	2.01	7,911.20	7,911.20	0.00	0.00	0.00	7,913.21	0.057%
Total other bonds	2.01	7,911.20	7,911.20	0.00	0.00	0.00	7,913.21	0.057%
Total fixed income securities								
	20,010.50	4,296,481.02	4,193,638.50	102,842.52	0.00	102,842.52	4,316,491.52	31.321%
Real Estate								
Real estate funds								
Global Region - USD	0.00	18,094.67	15,718.17	2,376.50	0.00	2,376.50	18,094.67	0.131%
Total real estate funds	0.00	18,094.67	15,718.17	2,376.50	0.00	2,376.50	18,094.67	0.131%
Total real estate								
	0.00	18,094.67	15,718.17	2,376.50	0.00	2,376.50	18,094.67	0.131%
Commodities								
Commodities								
United States - USD	0.00	18,561.19	19,617.51	-1,056.32	0.00	-1,056.32	18,561.19	0.135%
Total commodities	0.00	18,561.19	19,617.51	-1,056.32	0.00	-1,056.32	18,561.19	0.135%
Total commodities								
	0.00	18,561.19	19,617.51	-1,056.32	0.00	-1,056.32	18,561.19	0.135%
Funds - commodity linked								
United States - USD	0.00	426,725.31	455,015.02	-28,289.71	0.00	-28,289.71	426,725.31	3.095%
Total funds - commodity linked	0.00	426,725.31	455,015.02	-28,289.71	0.00	-28,289.71	426,725.31	3.096%
Total commodities								
	0.00	426,725.31	455,015.02	-28,289.71	0.00	-28,289.71	426,725.31	3.096%

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◆ Asset Summary

Description	Accrued income/expense	Market value	Cost	Unrealized gain/loss		Total	Market values	
				Market	Translation		incl	%
Cash and Short Term Investments								
Short term								
Short Term	0.53	76,396.45	76,396.45	0.00	0.00	0.00	76,396.98	0.554%
Total short term	0.53	76,396.45	76,396.45	0.00	0.00	0.00	76,396.98	0.554%
Total cash and short term Investments								
	0.53	76,396.45	76,396.45	0.00	0.00	0.00	76,396.98	0.554%
Cash and Cash Equivalents								
Funds - short term investment								
Funds - Short Term Investment	6.20	568,050.90	568,050.90	0.00	0.00	0.00	568,057.10	4.122%
Total funds - short term Investment	6.20	568,050.90	568,050.90	0.00	0.00	0.00	568,057.10	4.122%
Total cash and cash equivalents								
	6.20	568,050.90	568,050.90	0.00	0.00	0.00	568,057.10	4.122%
Total Unrealized Gains								
						1,826,254.71		
Total Unrealized Losses								
						-143,066.28		
Total								
	6.73	13,744,070.41	12,060,880.98	1,683,189.43	0.00	1,683,189.43	13,781,247.79	100.000%

Total Cost incl. Accruals

12,098,058.36

FMV

COST

Sum 1's = Corporate Stock
 Sum 2's = Corporate Bonds
 Sum 3's = US Gov Obligations
 Sum 4's = Investments
 Sum 5's = Cash

8,181,298.09
 2,905,152.01
 492,874.65
 1,520,298.31
 644,447.35

6,560,464.97
 2,804,960.89
 484,836.90
 1,551,800.68
 644,447.35

Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, derived by third parties or derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction - Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information. Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report. If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team.

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST INTEREST & DIVIDENDS	479,910.	0.	479,910.
TOTAL TO FM 990-PF, PART I, LN 4	479,910.	0.	479,910.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISC INCOME	323.	323.	
TOTAL TO FORM 990-PF, PART I, LINE 11	323.	323.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,412.	0.		1,412.
TO FM 990-PF, PG 1, LN 16A	1,412.	0.		1,412.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	28,445.	0.		28,445.
TO FORM 990-PF, PG 1, LN 16B	28,445.	0.		28,445.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	68,522.	68,522.		0.
TO FORM 990-PF, PG 1, LN 16C	68,522.	68,522.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	11,155.	11,155.		0.
FEDERAL TAX PAYMENTS	27,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	38,655.	11,155.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	25.	0.		25.
TAX UNDERPAYMENT PENALTY	100.	0.		0.
TO FORM 990-PF, PG 1, LN 23	125.	0.		25.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENTS	X		484,837.	492,875.
TOTAL U.S. GOVERNMENT OBLIGATIONS			484,837.	492,875.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			484,837.	492,875.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENTS	6,955,543.	8,629,446.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,955,543.	8,629,446.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENTS	2,804,961.	2,905,152.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,804,961.	2,905,152.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENTS	COST	1,901,801.	1,913,782.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,901,801.	1,913,782.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS DONNELLEY II 333 N. MICHIGAN AVENUE, NO. 2200 CHICAGO, IL 60601-4048	*PRESIDENT 0.00	0.	0.	0.
JAMES DONNELLEY 333 N. MICHIGAN AVENUE, NO. 2200 CHICAGO, IL 60601-4048	*1ST VICE PRESIDENT 0.00	0.	0.	0.
DAVID DONNELLEY 333 N. MICHIGAN AVENUE, NO. 2200 CHICAGO, IL 60601-4048	*VP/SECRETARY 0.00	0.	0.	0.
ROBERT DONNELLEY 190 VIA PALMA PALM BEACH, FL 33480	*VP/TREASURER 0.00	0.	0.	0.
BARBARA GRAYSON 333 N. MICHIGAN AVENUE, NO. 2200 CHICAGO, IL 60601-4048	*ASST SECY/ASST TREASURER 0.00	0.	0.	0.
*ALL OFFICERS ARE PART-TIME 0.00		0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

THOMAS DONNELLEY II
JAMES DONNELLEY
ROBERT DONNELLEY

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE DONNELLEY FOUNDATION	Employer identification number (EIN) or 36-6066894
	Number, street, and room or suite no. If a P.O. box, see instructions. 333 N. MICHIGAN AVENUE, NO. 2200	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60601-4048	

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

04

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

THOMAS DONNELLEY II

- The books are in the care of ► **333 N. MICHIGAN, STE. 2200 - CHICAGO, IL 60601-4048**
Telephone No. ► **312-827-1202** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	38,468.
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	\$	26,468.
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	\$	12,000.

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

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

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

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE DONNELLEY FOUNDATION	36-6066894
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	333 N. MICHIGAN AVENUE, NO. 2200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CHICAGO, IL 60601-4048	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THOMAS DONNELLEY II

- The books are in the care of ☒ 333 N. MICHIGAN, STE. 2200 - CHICAGO, IL 60601-4048
Telephone No. ☒ 312-827-1202 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN OF PRIVATE FOUNDATION (FORM 990PF) IS NOT YET AVAILABLE.

8a 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.	8a	\$	22,639.
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 and any amount paid previously with Form 8868.	8b	\$	38,468.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Thomas Donnelley II Title

Date 8/14/2013

Form 8868 (Rev. 1-2013)