



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		200	200	200
	2	Savings and temporary cash investments		433,108	376,867	376,867
	3	Accounts receivable ▶ Dividends				
		Less: allowance for doubtful accounts ▶		11,715	2,826	2,826
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Due from ptsp				
		Less: allowance for doubtful accounts ▶		25,000	6,684,068	6,684,068
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		77,690	84,927	84,927
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)		69,526,595	71,913,092	71,913,092
	c	Investments—corporate bonds (attach schedule)		27,299,073	24,581,274	24,581,274
	11	Investments—land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		47,834,561	50,556,511	50,556,511	
14	Land, buildings, and equipment, basis ▶ 413,917					
	Less: accumulated depreciation (attach schedule) ▶ 371,427		59,810	42,490	42,490	
15	Other assets (describe ▶ deposit)		8,298	8,298	8,298	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		145,276,050	154,250,553	154,250,553	
Liabilities	17	Accounts payable and accrued expenses		330,497	380,270	
	18	Grants payable		25,000		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ Excise tax liability)		199,000	409,000	
	23	Total liabilities (add lines 17 through 22)		554,497	789,270	
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		144,721,553	153,461,283	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		144,721,553	153,461,283	
	31	Total liabilities and net assets/fund balances (see instructions)		145,276,050	154,250,553	

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	144,721,553
2	Enter amount from Part I, line 27a	2	(1,105,405)
3	Other increases not included in line 2 (itemize) ▶ Unrealized Gains on Investments	3	9,845,135
4	Add lines 1, 2, and 3	4	153,461,283
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	153,461,283

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	P	Various	Various
b PARTNERSHIPS (SEE ATTACHED LIST)	p	Various	Various
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 41,868,616		38,872,742	2,995,874
b 11,914,921		8,890,365	3,024,556
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	6,020,430
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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	7,938,997	154,740,255	0.0513
2010	7,743,307	148,318,103	0.0522
2009	7,525,111	132,698,865	0.0567
2008	8,205,817	163,721,290	0.0501
2007	8,917,323	186,296,098	0.0479

2 Total of line 1, column (d)	2	0.2582
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	.05164
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	151,539,143
5 Multiply line 4 by line 3	5	7,825,481
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	69,620
7 Add lines 5 and 6	7	7,895,101
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	8,426,050

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	69,620
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	69,620
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	69,620
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	63,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	11,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	74,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,380
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 0 Refunded	11	4,380

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 the definition)? <i>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.</i>		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. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► Illinois		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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?	13	X	
Website address ► <u>www.drschollfoundation.com</u>				
14	The books are in care of ► <u>John Nitschke</u>	Telephone no. ►	<u>847-559-7430</u>	
	Located at ► <u>1033 Skokie Blvd, Suite 230</u>	ZIP+4 ►	<u>60062-4109</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here.	15	☐	
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			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)?	1b	X
	Organizations relying on a current notice regarding disaster assistance check here ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Janice Sobelman	Exec. Asst			
1033 Skokie Blvd; Suite 230, Northbrook, IL	35 hours	99,620	52,153	
Donna Dowdle	IT Mgr			
1033 Skokie Blvd; Suite 230, Northbrook, IL	35 hours	72,300	54,416	
Marla Fields	Grant Admin.			
1033 Skokie Blvd; Suite 230, Northbrook, IL	35 hours	62,000	44,342	

Total number of other employees paid over \$50,000 ☐ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Ellwood Associates 33 West Monroe, Suite 1850, Chicago, IL 60603	Investment Consulting	126,906
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE

2

3

4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

0

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	153,207,262
b	Average of monthly cash balances	1b	598,869
c	Fair market value of all other assets (see instructions)	1c	40,715
d	Total (add lines 1a, b, and c)	1d	153,846,846
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	153,846,846
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,307,703
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	151,539,143
6	Minimum investment return. Enter 5% of line 5	6	7,576,957

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	7,576,957
2a	Tax on investment income for 2012 from Part VI, line 5	2a	69,620
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	69,620
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,507,337
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,507,337
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,507,337

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	8,426,050
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,426,050
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	69,620
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,356,430

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				7,507,337
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010 1,466,355				
e From 2011 263,612				
f Total of lines 3a through e	1,729,967			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 8,426,050				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				7,507,334
e Remaining amount distributed out of corpus	918,713			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,648,680			
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				
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 instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				3
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,648,680			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 1,466,355				
d Excess from 2011 263,612				
e Excess from 2012 918,713				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE ATTACHED

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

SEE ATTACHED

c Any submission deadlines.

SEE ATTACHED

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

SEE ATTACHED

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	255	
4	Dividends and interest from securities			14	1,972,583	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	6,786,615	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		8,759,453	0
13	Total. Add line 12, columns (b), (d), and (e)				13	8,759,453

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

DR. SCHOLL FOUNDATION - 36-6068724

FORM 990PF - YEAR ENDED DECEMBER 31, 2012

Page 1, Lines 4, 7, 11, 23 Col (b)/Page 3, Part IV, Line 2 - Net Investment Income/Capital Gain:

Column (b) includes dividends and interest and capital gains (Pg. 3, Part IV) as reported on K-1 Forms of LLC partnerships in which the taxpayer has an ownership interest as well as other investment expenses.

		<u>LLC Investments</u>		
		<u>Per Book</u>	<u>Book/Tax Difference</u>	<u>Amounts per Form 990-PF</u>
Interest and dividends	line 4	220,214	619,694	839,908
Capital gains (losses)	line 7	2,092,574	(766,185)	1,326,389
Other Income				-
Artio Int'l Equity Fd II		0	(7,838)	(7,838)
Adams Street Partners 2004 LLCs		0	6,945	6,945
Adams Street Partners 2006 LLCs		0	6,643	6,643
Adams Street Partners 2008 LLCs			8,524	8,524
Adams Street Partners 2011 LLCs		0	(47)	(47)
Coller Intl Partners VI		0	1,608	1,608
SSGA ACWI		0	10,188	10,188
Wellington Inflation Hedge			(13,015)	(13,015)
	line 11		13,008	13,008
Other Expenses	line 23	-	527,274	527,274

DR. SCHOLL FOUNDATION - 36-6068724
PART 1, FORM 990-PF - YEAR ENDED DECEMBER 31, 2012

		Columns		
		(a)	(b)	(d)
<u>Part I, Line 11, Other Income:</u>				
Partnership gains		-	13,008	
<u>Part I, Line 16, Professional fees:</u>				
16 a. Legal fees		4,070	1,221	2,849
16 b. Annual audit		34,080	32,376	1,704
16 c. Other professional fees:				
Investment advisory fees		238,214	238,214	-
Securities custodian fees		22,900	22,900	-
Investment consulting fees		126,906	126,906	-
Other accounting and tax		10,751	9,676	1,215
Benefit plans administration fees and other		3,837	1,152	2,685
		402,608	398,848	3,900
<u>Part I, Line 18, Taxes.</u>				
Federal excise taxes:				
Current provision		59,564		
Deferred provision		199,000		
		258,564		
<u>Part I, Line 19, Depreciation:</u>				
<u>Description</u>	<u>Date</u>	<u>Cost</u>	<u>Prior</u>	<u>Depr</u>
	<u>Acquired</u>		<u>Depr</u>	<u>This Yr.</u>
Office Equip.	2001	126,534	126,534	SL 10 Yrs -
	2002	123,636	117,454	SL 10 Yrs 6,182
"	2004	1,585	1,268	SL 10 Yrs 159
"	2008	4,351	1,740	SL 10 Yrs 435
Total Off. Eq.		256,106		
L-hold Improv	2001	150,266	101,847	SL 15 Yrs 10,017
	2002	7,545	5,264	SL 15 Yrs 526
Total L-hold Imp.		157,811		17,319 5,196 -
Total		413,917	354,108	
			371,427	
<u>Part I, Line 23, Other expenses:</u>				
Dues and subscriptions		6,760	2,028	4,732
Office supplies and expenses		30,493	9,147	22,224
Information technology		7,179	2,154	5,025
Insurance		39,849	11,955	27,894
Telephone		11,553	3,466	8,087
Other partnership deductions		-	527,274	
Postage		4,069	1,221	2,848
Total		99,903	557,245	70,810
<u>Part II, Line 14, Equipment:</u>				
Office equipment		256,106		
Leasehold improvements		157,811		
Accumulated depreciation and amortization		(371,427)		
Book value		42,490		

DR SCHOLL FOUNDATION -366068724
 FORM 990 PF -PART IV
 LINE 1b
 2012
 CAPITAL GAINS AND LOSSES

DATE	DESCRIPTION	QUANTITY	PROCEEDS	COST	GAIN/LOSS
	PARTNERSHIPS AND OTHER				-
2/28/2012	NOVAGOLD SETTLEMENT		8,118	-	8,118
4/30/2012	QWEST COMM SETTLEMENT		354	14	340
6/30/2012	MRV COMMUNICATIONS		19,785	-	19,785
8/31/2012	COCA COLA SETTLEMENT		83	2	80
10/31/2012	CARDINAL HEALTH SETTLEMENT		1,762	53	1,709
11/30/2012	COLBURN FAIR FD PROCEEDS		98		98
VARIOUS	COLLER CAPITAL V			2,664	(2,664)
VARIOUS	LEXINGTON CAPITAL		500,114	-	500,114
9/30/2012	HIGHSIDE CAPITAL		3,060,034	2,500,000	560,034
12/31/2012	COMMON SENSE LONG SHORT FD		3,022,828	2,555,294	467,534
12/31/2012	COMMON SENSE PARTNERS		3,661,240	3,518,222	143,018
	ADAMS STREET 2004 US		306,750	-	306,750
	ADAMS STREET 2004 NONUS		50,760		50,760
	ADAMS STREET 2006 US		183,881	-	183,881
	ADAMS STREET 2006 NON US		58,696		58,696
	ADAMS STREET 2006 DIRECT		9,061	-	9,061
	ADAMS STREET 2008 US		172,791	-	172,791
	ADAMS STREET 2008 NON US		29,580		29,580
	ADAMS STREET 2008 DIRECT		-	25,997	(25,997)
	ADAMS STREET 2011 US		21,793		21,793
	ADAMS STREET 2011 NON US DEV		5,815		5,815
	ADAMS STREET 2011 EMERGING			25	(25)
	ARTIO GLOBAL			7,263	(7,263)
	COLLER INTERNATIONAL PTNRS VI		31,751		31,751
	FRONTIER CAPITAL SMALL CAP		100,264		100,264
	VONTOBEL INTERNATIONAL		51,410		51,410
	WELLINGTON DIVERSIFIED HEDG			280,830	(280,830)
	SSGA GLOBAL ACWI MSCI FUNDS		516,711	-	516,711
	SSGA GLOBAL EMERGING FUNDS		101,242		101,242
					-
	Total		11,914,921	8,890,365	3,024,556

Dr. Scholl Foundation
2012 Form 990PF, Part II line 10
Fed. # 36-6068724

<u>Asset</u>	<u>Units</u>	<u>Price</u>	<u>Market Value</u>
<u>10b-Investments - Corporate Stock</u>			
ABBOTT LABORATORIES	2,155.00	65.50	141,153
AGILENT TECHNOLOGIES INC	1,979.00	40.94	81,020
ALEXION	2,428.00	93.74	227,601
ALLERGAN INC/UNITED STATES	2,498.00	91.73	229,142
AMAZON.COM INC	1,707.00	250.87	428,235
AMERICAN TOWER CORP	4,252.00	76.27	324,300
APPLE INC	1,717.00	532.17	913,741
AVAGO TECHNOLOGIES INC	3,983.00	31.65	126,065
ARM HOLDINGS PLC ADR	3,926.00	37.83	148,521
BAIDU INC/CHINA	1,400.00	100.29	140,406
WM BLAIR INTERNATIONAL SM CAP FUND	218,794.97	13.58	2,971,236
BIOGEN IDEC	1,505.00	146.37	220,287
BOEING CO/THE	2,948.00	75.36	222,161
BORGWARNER INC	1,102.00	71.62	78,925
BRISTOL-MYERS SQUIBB CO	5,745.00	32.59	187,230
BURBERRY GROUP PLC	1,322.00	40.78	53,911
CHIPOTLE MEXICAN GRILL INC	617.00	297.46	183,533
COACH INC	3,541.00	55.51	196,561
CANADIAN PACIFIC RAILWAY LTD	287.00	101.62	29,165
CONCHO RESOURCES INC	2,304.00	80.56	185,610
COSTCO WHOLESALE CORP	3,273.00	98.73	323,143
CROWN CASTLE INTL CORP	2,377.00	72.16	171,524
WALT DISNEY CO/THE	4,252.00	49.79	211,707
DODGE & COX STOCK FUND	128,618.81	121.90	15,678,632
DUNKIN' BRANDS GROUP INC	4,890.00	33.18	162,250
EMC CORP	12,166.00	25.30	307,800
EOG RESOURCES	1,175.00	120.79	141,928
EBAY INC	3,268.00	51.00	166,660
EXPRESS SCRIPTS INC	4,583.00	54.00	247,482
FACEBOOK INC A	6,317.00	26.62	168,157
FAMILY DOLLAR STORES	1,280.00	63.41	81,165
FRONTIER CAPITAL SMALL CAP FUND			4,301,497
GILEAD SCIENCES	2,369.00	73.45	174,003
GOLDMAN SACHS GROUP INC/THE	1,875.00	127.56	239,175
GOOGLE INC	774.00	707.38	547,512
INIDITEX	11,693.00	28.53	333,601
ILLUMINA INC	560.00	55.59	31,130
INTERNATIONAL BUSINESS MACHINE	1,414.00	191.55	270,852
INTUIT INC	2,527.00	59.48	150,294
KANSAS CITY SOUTHERN	936.00	83.48	78,137
ESTEE LAUDER COS INC/THE	4,091.00	59.86	244,887
LINKEDIN CORP	2,015.00	114.82	231,362
LULULEMON ATHLETICA	2,527.00	76.23	192,633

Dr. Scholl Foundation
2012 Form 990PF, Part II line 10
Fed. # 36-6068724

<u>Asset</u>	<u>Units</u>	<u>Price</u>	<u>Market Value</u>
MASTERCARD INC	1,042.00	491.28	511,914
MOMDELEZ INTERNATIONAL	6,141.00	25.45	156,308
MONSANTO CO	3,560.00	94.65	336,954
MORGAN STANLEY	8,662.00	19.12	165,617
NETAPP INC	2,160.00	33.55	72,468
NIKE INC	6,298.00	51.60	324,977
NOVO NORDISK A/S ADR	1,503.00	163.21	245,305
PANERA BREAD COMPANY	481.00	158.83	76,397
PERRIGO CO	1,082.00	104.03	112,560
PRECISION CASTPARTS CORP	2,089.00	189.42	395,698
PRICELINE.COM INC	341.00	620.39	211,553
QUALCOMM INC	2,139.00	61.86	132,318
RACKSPACE HOSTING INC	1,835.00	74.27	136,285
RALPH LAUREN CORP	1,577.00	149.92	236,424
RED HAT INC	3,910.00	52.96	207,074
ROPER INDUSTRIES INC	932.00	111.48	103,899
SALESFORCE.COM INC	1,681.00	168.10	282,576
SCHLUMBERGER LTD	2,049.00	69.30	141,993
SHIRE PLC	2,875.00	92.18	265,018
SPLUNK INC	2,395.00	29.02	69,503
TEMPLETON FOREIGN EQ SERIES FUND	308,084.39	19.60	6,038,454
TENCENT HOLDINGS LTD	2,327.00	32.65	75,977
TJX COMPANIES	6,650.00	42.45	282,293
TERADATA CORP	1,355.00	61.89	83,861
UNION PACIFIC CORP	1,988.00	125.72	249,931
UNITED TECHNOLOGIES CORP	2,832.00	82.01	232,252
UNITED HEALTH GROUP INC	2,705.00	54.24	146,719
VERTEX PHARMACEUTICALS INC	4,651.00	41.90	194,877
VISA INC	1,642.00	151.58	248,894
VMWARE INC	2,524.00	94.14	237,609
WHOLE FOODS MARKET INC	2,965.00	91.16	270,289
WORKDAY INC	920.00	54.50	50,140
YUM BRANDS INC	3,391.00	66.40	225,162
ADR YOUKU INC	672.00	18.24	12,257
UNSETTLED TRADES			4,335
VONTOBEL INTERNATIONAL GROWTH FUND			4,385,822
WELLINGTON INFLATION HEDGE FUND			5,562,760
WELLS FARGO ADVANTAGE SMALL MED FD	305,954.51	16.06	4,913,629
STATE STREET GLOBAL ACWI INDEX FUND			12,968,653
			71,913,092
10 C - Investments - Bonds			
DFA ONE-YEAR FIXED INCOME FUND	211,225.76	10.32	2,179,850
METROPOLITAN WEST LOW DUR FUND	879,114.31	8.80	7,736,206
PIMCO TOTAL RETURN FUND	1,280,768.20	11.24	14,395,835
FIRST AMERICAN TREAS. OBLIG	269,384.00	1.00	269,384

Dr. Scholl Foundation
2012 Form 990PF, Part II line 10
Fed. # 36-6068724

Total Investments - Bonds			24,581,274
13 - Investments - Other			
ADAMS STREET PARTNERSHIPS 2004 US			2,583,898
ADAMS STREET PARTNERSHIPS 2004 NON US			887,517
ADAMS STREET PARTNERSHIPS 2006 US			2,092,736
ADAMS STREET PARTNERSHIPS 2006 NON US			1,205,213
ADAMS STREET PARTNERSHIPS 2006 DIRECT			391,353
ADAMS STREET PARTNERSHIPS 2008 US			1,711,877
ADAMS STREET PARTNERSHIPS 2008 NON US			659,886
ADAMS STREET PARTNERSHIPS 2008 DIRECT			471,983
ADAMS STREET PARTNERSHIPS 2011 US			536,319
ADAMS STREET PARTNERSHIPS 2011 NON US			115,908
ADAMS STREET PARTNERSHIPS 2011 EMERGING			52,267
ALL BLUE FUND			3,000,000
LEXINGTON CAPITAL VI			3,220,000
COLLER INVESTMENT PSTP V			1,513,207
COLLER INVESTMENT PSTP VI			887,746
EUREKA FUND			3,926,358
HBK PARTNERSHIP			5,438,951
MARATHON EUROPEAN DISTRESSED DEBT			969,214
SILVERPOINT PARTNERSHIP			6,223,235
OCH-ZIFF PARTNERS			5,755,067
SEG PARTNERS			3,304,274
ALYSHEBA FUND			3,000,000
M. KINGDON			2,609,502
Total Investments - Other			50,556,511
			147,050,878

DR. SCHOLL FOUNDATION - 36-6068724				
FORM 990-PF - PART VIII, ITEM 1, OFFICERS, DIRECTORS, TRUSTEES				
AND THEIR COMPENSATION, IF ANY				
YEAR ENDED DECEMBER 31, 2012				
			(d)	(e)
	Title and		Employee	Expense acct.
	time devoted	(c)	benefit plans	other
<u>Name and address*</u>	<u>to position</u>	<u>Compensation</u>	<u>deferred comp</u>	<u>allowances</u>
Mary Ann Hynes	Director - 6 hrs/week	37,000	0	0
Stephen Meer	Director - 6 hrs/week	34,000	0	0
Anne Moseley	Director/Vice President -28hrs/week	118,000	47,332	-
John A Nitschke	Treasurer - 35hrs/week	281,117	76,180	0
Richard B. Patterson	Director - 5 hrs/week	30,000	0	0
Daniel Scholl	Director - 5 hrs/week	31,000	0	0
Pamela Scholl	Board Chairman/Pres - 35hrs/week	425,500	115,782	4,400
Jeanne M. Scholl	Director/Secretary - 8 hrs/week	61,000	0	0
Susan Scholl	Director - 5 hrs/week	31,000	0	0
		1,048,617	239,294	4,400
*All of the above can be reached at 1033 Skokie Blvd., Suite 230 Northbrook, IL 60062				

DR. SCHOLL FOUNDATION - 36-6068724

FORM 990PF - YEAR ENDED DECEMBER 31, 2012

Part XV - Supplementary Information - Line 2a

1 Grants

- (a) Pamela Scholl, President
Dr. Scholl Foundation
1033 Skokie Blvd., Suite 230
Northbrook, IL 60062
Tel. 847-559-7430
- (b) Grant application provided on written request should be submitted together with information detailed on application: copy of Application for Grant presently used is attached.
- (c) Before March 1, of each calendar year
- (d) Restricted to exempt organizations under Internal Revenue Code section 501 (c) (3)

Dr. Scholl Foundation

Founded by William M. Scholl, MD, in 1947

2013 GRANT APPLICATION FORM

APPLICATIONS MUST BE RECEIVED NO LATER THAN 4 P.M. MARCH 1, 2013

Organization Name:	
Address:	
Federal Employer Identification Number (FEIN):	
Telephone:	Date Organized:
E-mail Address:	
Contact Person (Name and Title):	
CEO (Name):	
Amount of Request (U.S. dollars only):	

Summarize your project request using this space only

Type or print legibly using black pen (Important, all directors review this summary)

Do Not Alter Form

Objectives of organization (mission statement or activities actually pursued – no attachments):

Organization's Financial Data:
(most recent fiscal year)

Total revenue: \$ _____
Total program expenses: \$ _____
Total administrative expenses: \$ _____
Total fund raising expenses: \$ _____
Total invested/endowed funds: \$ _____

Requested 2013 Project Budget:

Project expenses: \$ _____
Administrative expenses: \$ _____
Fund raising expenses: \$ _____

Donor Information:

Top five donors – names and amounts for the last fiscal year including foundation, government, corporate and individuals (anonymous unacceptable) – all information kept confidential

1.	_____	\$ _____
2.	_____	\$ _____
3.	_____	\$ _____
4.	_____	\$ _____
5.	_____	\$ _____

CERTIFICATION

The undersigned hereby certifies that; (A) the information set forth in this application and supporting documents is correct to the best of his or her information and belief, (B) the Internal Revenue Service determination letter submitted in support of this application has not been revoked, cancelled or modified, and (C) no funds received pursuant to this application will be used for prohibited transactions.

Applicant organization: _____

CEO or CFO signature only: _____

Print name and title of officer above. _____

Date signed: _____

Foundation Use Only

Do Not Alter Form

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
A Better Chance, Inc New York, NY 10001	Funding to support College Preparatory Schools Program	5,000
Abraham Lincoln Presidential Library Foundation Springfield, IL 62701	Funding to support Lincoln Time Travelers program	10,000
Academy for Jewish Religion California Los Angeles, CA 90024	Partial initial funding for Interreligious Chaplaincy Center	10,000
Accelerate Institute Chicago, IL 60661	Funding to support ICTC programs	10,000
After School Matters-Gallery 37 Center for the Arts Chicago, IL 60601	Funding to support out-of-school programming	20,000
Alice Lloyd College Pippa Passes, KY 41844	Funding to support scholarship program	10,000
Alliance for the Great Lakes Chicago, IL 60602	Funding to support Adopt-a-Beach and education programs	10,000
Alzheimer's Disease and Related Disorder Association, Inc Chicago, IL 60601	Funding to support research program	5,000
Amate House Chicago, IL 60609	Funding to support Volunteers program	5,000
America Scores Chicago Chicago, IL 60623	Funding to support youth development programming	5,000
American Committee for Weizmann Institute of Science Chicago, IL 60601	Funding for water and climate research	420,000
American Red Cross-Chicago Chicago, IL 60612	Funding to support Kid Safety Program	15,000
American University of Beirut New York, NY 10017-2303	Funding to support Biodiversity Conservation program	10,000
Angel Flight West, Inc Santa Monica, CA 90405-3213	Funding to support Wings Over The West program	10,000
Angelic Organics Learning Center Caledonia, IL 61011	Funding to support On-Farm Initiative	3,000
Archdiocese of Chicago Chicago, IL 60611	Funding to support Rowland Reading Program	30,000
Archdiocese of Chicago-Immigrant Edu Affairs Chicago, IL 60653-1402	Funding to support Pastoral Migratoria	5,000
Arizona Nursery Association Foundation Tempe, AZ 85282-1127	Funding to support scholarship program	7,500
Art Institute of Chicago Chicago, IL 60603	Funding to support educational programming	15,000
Assistance League of Phoenix Phoenix, AZ 85020	Funding to support Operation School Bell	3,000
B U I L D , Inc Chicago, IL 60644	\$30,000 to be used for Capital Campaign and remaining to support utilization of Cluster Model programs	100,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Back-To-School Clothing Drive Phoenix, AZ 85034	Partial funding for New Clothes, New Beginnings Annual Clothing Distribution event	10,000
Barrel of Monkeys Productions Chicago, IL 60640	Funding to support In-School Residencies	5,000
Be The Match Foundation Minneapolis, MN 55413-1753	Discretionary Grant	3,000
Beloit College Beloit, WI 53511	Funding to help support Dr Scholl Foundation Moral Obligation Scholarship program	10,000
Benewah County Humane Society, Inc St Maries, ID 83861	Funding to support cost of veterinary care for low income families	2,000
Bernard P Floriani Foundation Lake Forest, IL 60045	Funding to purchase two box trucks	10,000
Big Brothers Big Sisters of Green County, Inc Monroe, WI 53566	Funding to support Impact at Scale program	5,000
Big Shoulders Fund Chicago, IL 60607	Discretionary Grant for 25th Anniversary Celebration	5,000
Big Shoulders Fund Chicago, IL 60607	Funding to support Patrons Program and Scholars Program	275,000
Black Ensemble Theatre Chicago, IL 60640	Funding to support Theater for Special Women	3,000
Boys & Girls Clubs of Greater Milwaukee Milwaukee, WI 53212	Funding to support Sista Pnde program	3,000
Boys & Girls Clubs of Metropolitan Phoenix Phoenix, AZ 85008-1824	Funding to support Dental Clinic	35,000
Boys Hope Girls Hope of Arizona Phoenix, AZ 85012	Funding to support Community Based Program	20,000
Boys Hope/Girls Hope of Illinois Wilmette, IL 60091	Funding to support Therapeutic counseling for Scholars	5,000
BraveHearts Therapeutic Riding & Educational Center Harvard, IL 60033	Funding to support equine therapy programs	10,000
Brother Rice High School Chicago, IL 60655-3356	Partial funding to purchase color graphing calculators and wireless Navigator	5,000
By the Hand Club For Kids Chicago, IL 60610	Funding to support Education and Literacy Initiative	5,000
Cabarrus Meals on Wheels, Inc Kannapolis, NC 28081	Partial funding to provide meals to seniors	5,000
Cabrni Connections, Tutor-Mentor Connection Chicago, IL 60642	Funding to support weekly mentoring, tutoring and group learning activities	10,000
Camp Extreme - Project Extreme Lawrence, NY 11559	Discretionary Grant	10,000
Canine Companions for Independence Delaware, OH 43015	Funding to support 2012 Graduate follow up and puppy program travel costs	15,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
CARE Chicago, IL 60601	Funding to support LSCBE project	35,000
CASA of Cook County Chicago, IL 60607	Funding to support Child Advocacy Program	10,000
CASA of McHenry County McHenry, IL 60050	Funding to support program staff salary	5,000
CASA of Will County - Court Appointed Special Advocate Joliet, IL 60431	Partial funding for volunteer training program	3,000
Casting For Recovery Manchester, VT 05254	Funding to support Volunteer Training Project	5,000
Catalyst Schools Chicago, IL 60629	Partial funding for sixth grade curriculum materials at Catalyst- Mana school	5,000
Cathedral Counseling Center Chicago, IL 60602	Funding to support mental health services	7,500
Catholic Charities of the Archdiocese of Chicago Chicago, IL 60654-3503	Funding to support Veterans Initiatives	30,000
Catholic Church Extension Society Chicago, IL 60606	Partial funding for salary subsidy	45,000
Catholic Theological Union Chicago, IL 60615-5698	Discretionary Grant for general operating expenses	2,000
Center for Rural Leadership - Project Centrl Casa Grande, AZ 85122	Partial funding for leadership program	20,000
Center for Strategic & International Studies Washington, DC 20006	Funding to support new building and Scholl Chair in International Business	250,000
Center for the Study of the Presidency and Congress Washington, DC 20036	Funding to support 10-Year Strategic Narrative and Presidential Fellows Program	200,000
Center for the Study of the Presidency and Congress Washington, DC 20036	Discretionary Grant for general operations	10,000
Center of Concern Park Ridge, IL 60068	Funding to support Senior Support and Geriatric Counseling Program	20,000
Charis Ministries Chicago, IL 60660	Funding to support Military Initiative	5,000
Chicago Architecture Foundation Chicago, IL 60604-2500	Funding to support Youth Education programs	5,000
Chicago Cares Chicago, IL 60606	Funding to support education programs	5,000
Chicago Children's Advocacy Center Chicago, IL 60608	Funding to support Mental Health Program	5,000
Chicago Council on Global Affairs Chicago, IL 60604-4434	Funding to support Visiting Fellow on U S -China Relations for 2013	90,000
Chicago Council on Global Affairs Chicago, IL 60604-4434	Discretionary Grant general operations	10,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Chicago Council on Global Affairs Chicago, IL 60604-4434	Discretionary Grant	5,000
Chicago Council on Science and Technology Chicago, IL 60616	Funding to support program expansion	10,000
Chicago Foundation for Education Chicago, IL 60602	Funding to support Fund for Teachers initiative	10,000
Chicago High School for the Arts Chicago, IL 60616	Funding to support arts programming	20,000
Chicago Horticultural Society-Chicago Botanic Garden Glencoe, IL 60022-0400	Funding to support intern program	25,000
Chicago Jesuit Academy Chicago, IL 60644	Funding to support Comprehensive Scholarship	10,000
Chicago Lighthouse For People Who Are Blind or Visually Impaired Chicago, IL 60608	Funding to support CRIS RADIO AND THE BEACON	10,000
Chicago Public Library Foundation Chicago, IL 60602	Funding to support Family Summer Reading Program	65,000
Chicago Run Chicago, IL 60618	Funding to support "Chicago Runners" program	5,000
Chicago Shakespeare Theater Chicago, IL 60611	Funding to support Team Shakespeare program	5,000
Chicago Sunday Evening Club Chicago, IL 60601	Discretionary for general operations	1,000
Chicago Theatre Group/Goodman Theatre Chicago, IL 60601-3205	Funding to support Education and Community Engagement initiatives	5,000
Chicago Zoological Society/Brookfield Zoo Brookfield, IL 60513	Funding to support Zoo Adventure Passport program	5,000
Child and Family Advocacy Program - Blue Sky Bridge Boulder, CO 80304	Funding to support Forensic Interviews & Family Support Advocacy	5,000
Children Outreach and Community Empowerment Inc Winnetka, IL 60093	Funding to help purchase a community water infrastructure system	10,000
Children's Hospital Foundation-Milwaukee Milwaukee, WI 53201	Funding to support Project ADAM	5,000
ChildServ Chicago, IL 60631-4101	Funding to support HIPPY program	5,000
Chinese American Service League Chicago, IL 60616	Funding to support Adult Day Services Program	5,000
Christie's Charity Withington, Manchester, M20 4BX	Funding to support cost of Physiotherapist and Occupational Therapist	100,000
Christ's College Cambridge Cambridge, CB2 3BU	Funding to support Teaching Fellowship in Natural/Medical Sciences	20,000
Circa Isle of Man Douglas, Isle Of Man IM1 2PG	Funding to support salary costs	30,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Cistercians of Strict Observance-MA Wrentham, MA 02093	Funding to hire a nurse to care for the older sisters	20,000
Clearbrook Arlington Heights, IL 60005	Funding to support Mosaic Project	5,000
Colorado Horse Rescue Longmont, CO 80503	Funding to support Horse Care Fund	10,000
Colorado Mountain Club Golden, CO 80401	Funding to support Youth Education Program	5,000
Colorado State University Foundation Fort Collins, CO 80523-1620	Funding to support HABIC program	15,000
Colorado Therapeutic Riding Center Longmont, CO 80501	Funding to support Retired Horse Sanctuary Program	15,000
Communities In Schools of Chicago (CISC) Chicago, IL 60607	Funding to support programs and services for students in the Chicago Public School System	5,000
CommunityHealth Chicago, IL 60622	Funding to continue medical/dental patient free clinic visits	10,000
Connecticut College New London, CT 06320-4196	Funding to support Steel House Project	10,000
Connecting Link, Inc Fairmont, WV 26554	Funding to help provide emergency financial assistance preventing eviction and medical assistance	10,000
Conservation International Arlington, VA 22202	Funding to support Watershed Health Index	10,000
Cook County Justice for Children Chicago, IL 60604	Funding to support Cook County Justice for Children	20,000
Corporation for Jefferson's Poplar Forest Forest, VA 24551-0419	Funding to support Summer Field School in Historical Archaeology	5,000
Cotting School, Inc Lexington, MA 02421	Partial funding for computer and software equipment	5,000
Council of American Ambassadors Washington, DC 20006-3312	Funding to support Fellowship program	10,000
Crossroads Care Douglas, Isle of Man IM1 3LW	Funding to support renovation project	50,000
DEA Educational Foundation	Discretionary Grant for general operations	2,000
Dental Lifeline Network Northbrook, IL 60065	Funding to support free comprehensive dental care	5,000
Department of the Navy FPO AE, 09513-2803	Discretionary Grant for MWR fund	10,000
Dominican University River Forest, IL 60305	Funding to support Center for Global Peace through Commerce program	15,000
Donka, Inc Wheaton, IL 60187	Funding to support computer training	5,000
Dreams With Wings Louisville, KY 40205	Funding to support renovation/redesign project	15,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Duke University Medical Center Durham, NC 27701	Funding to support scholarship program	20,000
Ear Candy Productions, Inc DBA Ear Candy Charity Tempe, AZ 85280	Funding to help support Online Instrument Drives program	5,000
Easter Seals Joliet Region, Inc Joliet, IL 60435-5202	Partial funding for Additional Staff Support	30,000
Environmental Law and Policy Center of the Midwest Chicago, IL 60601-2208	Funding to support Greening Chicago Initiatives	25,000
Environmental Learning for Kids, E L K Denver, CO 80239	Funding to support Denver Youth Naturally and School Based Programs	5,000
Family Institute Chicago, IL 60603	Funding to support scholarships for Masters programs	5,000
Fidelco Guide Dog Foundation Bloomfield, CT 06002	Funding to support Apprentice Trainer Program	10,000
Fight Crime Invest in Kids - Council for a Strong America Chicago, IL 60601	Funding to support expansion of public and policy-maker education efforts	10,000
Food Bank for New York City New York, NY 10006	Funding to support anti-hunger initiatives to New York City	10,000
Foundation for Women's Cancer Chicago, IL 60606	Funding to support Latinas Stay Healthy project	5,000
Friends of the Chicago River Chicago, IL 60604-2272	Funding to help support Chicago River Schools Network	5,000
Friends of the Israel Sports Center for the Disabled New York, NY 10017	Funding to support rehabilitation program	5,000
Friends of the Parks-Chicago Chicago, IL 60602-2174	Funding to help support Nature Along the Lake program	5,000
Garfield Park Conservatory Alliance Chicago, IL 60624	Funding to support Youth Internship Program	10,000
George Mason University Foundation, Inc Fairfax, VA 22030	Funding to support Syria Page	20,000
Gilda's Club Chicago Chicago, IL 60610	Funding to help provide free support for people affected by cancer	5,000
Girl Scouts of Greater Chicago and Northwest Indiana Chicago, IL 60603-1800	Funding to support Healthy Living Initiative	5,000
Girls In The Game Chicago, IL 60607	Funding to support After School Program	5,000
God's Pantry Food Bank, Inc Lexington, KY 40511-1084	Funding to support Kids Cafes	5,000
Good Shepherd Manor Mokenca, IL 60954	Funding to support Health Care Program	5,000
Goodwill Industries of Metropolitan Chicago, Inc Chicago, IL 60607	Funding to help support Workforce Connection Centers	10,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Gordon Technical High School Chicago, IL 60618	Funding to support tuition assistance	10,000
Grant Park Music Festival Chicago, IL 60601	Funding to support Frozen Planet Live program	5,000
Great Lakes Adaptive Sports Association Lake Forest, IL 60045	Funding to support youth sports and wellness programs	5,000
Greater Chicago Food Depository Chicago, IL 60632-4416	Funds to support hunger relief efforts in Cook County, IL	10,000
Green County Family YMCA, Inc. Monroe, WI 53566-1169	Funding to support remodeling project	5,000
Greenwood Wildlife Rehabilitation Sanctuary Boulder, CO 80308	Partial funding to purchase species-specific infant formulas and food	10,000
Growing Gardens of Boulder County Boulder, CO 80304	Funding to support Children's Peace Garden	5,000
Guide Dogs for the Blind, Inc. San Rafael, CA 94915-1200	Funding to help provide a guide dog to an Illinois resident	10,000
Harlem Children's Zone New York, NY 10035	Funding to support College Prep Program	10,000
Harris Theatre for Music and Dance Chicago, IL 60601	Funding to support Theater's Partnership Initiative	5,000
Have Dreams Park Ridge, IL 60068	Funding to support program staff costs	5,000
HawkQuest Parker, CO 80134	Funding to support Learning for Life Education Program	3,000
Heard Museum Phoenix, AZ 85004-1480	Funding to support exhibit Beyond Geronimo the Apache Experience	5,000
Heartland Independent Living Center Owensville, MO 65066	Funding to help purchase the "Guardian Alert 911"	5,000
Holy Family Ministries Northfield, IL 60093	Funding to support Holy Family School programs	5,000
Hospice Care Douglas, Isle of Man IM4 4RP	Partial funding to replace vehicle	50,000
Humane Society of Boulder Valley Boulder, CO 80301	Funding to help support Behavior Modification Program	10,000
I Have a Dream of Boulder County Boulder, CO 80301	Funding to support Positive Futures	10,000
Illinois Holocaust Museum & Education Center Skokie, IL 60077	Funding to support Education Services Program	10,000
Illinois Institute of Technology Chicago, IL 60616	Funding to support Academic Resource Center	20,000
Illinois Society for the Prevention of Blindness Chicago, IL 60606	Funding to help provide replacement glasses for children	5,000
Indiana Dunes Environmental Learning Center Chesterton, IN 46304	Funding to support Mighty Acorns Nature Camp	5,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Infant Welfare Society of Chicago Chicago, IL 60647	Partial funding for salary support	5,000
Infant Welfare Society of Evanston, Inc Evanston, IL 60202	Funding to support The Sooner, The Better project	5,000
Injured Manne Semper Fi Fund Oceanside, CA 92057	Discretionary Grant general operations	5,000
Inspiration Corporation Chicago, IL 60640	Funding to support Supportive Services program	10,000
International Children's Media Center Northbrook, IL 60062	Funding to support My First Media program	5,000
International Hearing Dog, Inc Henderson, CO 80640	Funding to support training and placement of hearing dog	7,000
International Rescue Committee New York, NY 10168-1289	Funding to support Children's Programs	25,000
Jane Addams Resource Corporation Chicago, IL 60640	Funding to support CNC Fast Track Program	5,000
John G Shedd Aquarium Chicago, IL 60605	Funding to help support Shedd Aquarium-Project Seahorse partnership	20,000
John Marshall Law School Chicago, IL 60604	Funding to support U S -China Intellectual Property Exchange Program	100,000
Junior Achievement of Chicago Chicago, IL 60661-2123	Funding to support programs in Archdiocese elementary classrooms	5,000
Juvenile Protective Association (JPA) Chicago, IL 60614	Funding to support Helping Hands Project	10,000
Kidworks Touring Theatre Co Chicago, IL 60660-3420	Funding to support environmental touring performance	5,000
La Lumiere School La Porte, IN 46350	Funding to support Academic Technology Laboratory	10,000
La Rabida Children's Hospital & Research Center Chicago, IL 60649	Funding to support renal casting program	5,000
Lakeview Pantry Chicago, IL 60613	Funding to support Home Delivery program	7,500
Landmarks Illinois Chicago, IL 60606	Discretionary Grant for Legendary Landmarks Celebration	3,000
Lawrence Hall Youth Services Chicago, IL 60625-3640	Funding to support Residential Treatment Program	20,000
Layalina Productions Washington, DC 20037	Funding to support publication	25,000
Lee University Cleveland, TN 37311	Funding to support scholarship program	5,000
Leelanau Outdoor Center Maple City, MI 49664	Funding to help support "Get Kids Outside" program	2,000
Lincoln Memorial University Harrogate, TN 37752-1901	Funding to support scholarship program	5,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Lincoln Park Zoological Society Chicago, IL 60614	Funding to support Research Interns Program	20,000
Little Sisters of the Poor-Chicago Chicago, IL 60614-9614	Partial funding to retrofit sprinkler system	10,000
Little Sisters of the Poor-St Louis St Louis, MO 63107	Partial funding to purchase medical equipment	5,000
Local Initiatives Support Corporation Chicago, IL 60603	Funding to support Healthy Neighborhoods/Healthy Kids Initiative	5,000
Lookingglass Theatre Company-Chicago Chicago, IL 60611	Funding to support Education and Community Programs	5,000
Loras College Dubuque, IA 52001	Funding to support Internship Away Scholarship	20,000
Loyola Academy Wilmette, IL 60091-1089	Funding to support upgrade of Science labs	10,000
Lumen Christi Institute Chicago, IL 60637	Funding to support University Program in Catholic Thought	5,000
Lyrnc Opera of Chicago Chicago, IL 60606	Funding to support Students at the Opera program	100,000
Manx National Youth Band Douglas, Isle of Man IM2 1EZ	Funding to support conversion project	35,000
Manx Society for Prevention of Cruelty to Animals East Foxdale, Isle of Man IM4 3HL	Funding to support construction project	35,000
Manx Wildlife Trust Peel, Isle of Man IM5 1AB	Funding for employment of Manne Officer from May 2013 to May 2014	5,000
Marianjoy Foundation, Inc Wheaton, IL 60187	Partial funding for equipment	5,000
Maryville Academy Des Plaines, IL 60016	Funding to support Maryville Jen School	5,000
Mayo Clinic Rochester, MN 55905	Funding to support SURF Program and translation research program	50,000
Meals at Home Wilmette, IL 60091	Funding to support financial assistance program	10,000
Median Green Green Valley, AZ 85614	Funding to help replant and beautify nine medians	10,000
Memorial Sloan-Kettering Cancer Center New York, NY 10065	Funding to support Pediatric Psycho-Oncology Fellowship Program	25,000
Menninger Clinic Houston, TX 77035	Funding to support psychiatric resident training	10,000
Mercy Home for Boys & Girls Chicago, IL 60607	Funding to support AfterCare education program	20,000
Mendian International Center Washington, DC 20009	Funding to help support Global Service Leaders Initiative	5,000
Metropolis Strategies Chicago, IL 60603-2408	Funding to support Justice/Violence Initiative	25,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Metropolitan Family Services Chicago, IL 60602-4322	Funding to support General Counseling Program	5,000
Midtown Educational Foundation Chicago, IL 60607	Funding to support One-on-One Program	5,000
Midwest Palliative & Hospice Care Center Glenview, IL 60025	Funding to support Children's Programs	10,000
Midwest Young Artists Highwood, IL 60040	Funding to support Young Music Scholars Program	5,000
Misericordia Home/Heart of Mercy Center Chicago, IL 60660-1099	Funding to support therapy programs	5,000
Mobile C A R E Foundation Chicago, IL 60623	Funding to support Comprehensive Asthma Management Program	20,000
Monroe Clinic Hospital Foundation Monroe, WI 53566	Funding to support Palliative Care Program	20,000
Mother McAuley Liberal Arts High School Chicago, IL 60655	Partial funding for McAuley 2015 - Assisting with Resources for Retention program	4,500
Mount Vernon Ladies' Association of the Union Mt Vernon, VA 22121	Funding to help support restoration of Large Dining Room at Mount Vernon	100,000
Museum of Science and Industry Chicago, IL 60637-2093	Funding to support Community Initiatives programs	50,000
Musical Offering Evanston, IL 60202-2267	Funding to support scholarship program	5,000
Namaste Charter School Chicago, IL 60609	Funding to support College 101 Program	10,000
National Captioning Institute Chantilly, VA 20151	Funding to support closed-captioning programs	5,000
National Disaster Search Dog Foundation Ojai, CA 93023	Funding to support Training Center	5,000
National Society for Prevention of Cruelty to Children (NSPCC) London, EC2A 3NH	Funding to help support ChildLine Schools Service	25,000
National Strategy Forum Chicago, IL 60604-3503	Funding to support journal publication	30,000
National Strategy Forum Chicago, IL 60604-3503	Discretionary Grant for Somalia Conference	5,000
National Wildlife Federation Boulder, CO 80303	Funding to support Advancing Youth and Families Outdoors	15,000
Nature Conservancy-Chicago Chicago, IL 60603-9619	Funding to support river science project	15,000
Naval Aviation Museum Foundation, Inc. NAS Pensacola, FL 32508-3104	Funding to support Naval Aviation Symposium	5,000
New Moms, Inc Chicago, IL 60647	Funding to support Academy of Professional Development	5,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
New Schools for Chicago Chicago, IL 60603	Funding to support Phase II of initiative	25,000
Newberry Library Chicago, IL 60610	Funding to support Scholl Center Endowment	40,000
North Suburban YMCA Northbrook, IL 60062	Funding to support H.A.W.K S program	5,000
Northbrook Symphony Orchestra Northbrook, IL 60062	Funding to support Northbrook Day at the NSO	5,000
Northern Illinois Food Bank Geneva, IL 60134	Funding to support Child Nutrition Program	10,000
NorthShore University Health System Foundation Evanston, IL 60201	Funding to support Underserved Women's Health Initiative	25,000
Northwestern University Evanston, IL 60208-1112	Partial funding for researching new molecules to treat Alzheimer's disease	20,000
Notre Dame High School for Girls Chicago, IL 60634-5289	Partial funding for computer equipment, software and scholarships	5,000
Oak Park River Forest Food Pantry Oak Park, IL 60301	Funding to support Healthy Foods Initiative	5,000
Oakton Community College Educational Foundation Des Plaines, IL 60016-1268	Funding to support Nanotechnology Employment Initiative	10,000
Old Town School of Folk Music Chicago, IL 60625	Funding to support music education program	5,000
One Million Degrees Chicago, IL 60606	Funding to support Scholar Development Program	5,000
One-to-One Learning Center Northfield, IL 60093	Funding to help support ACT Preparation Program	5,000
Openlands Project Chicago, IL 60602-1708	Funding to support Building Urban Gardens program	5,000
Orchestral Association/Chicago Symphony Orchestra Chicago, IL 60604-2559	Funding to support Civic Orchestra of Chicago	5,000
Ounce of Prevention Fund Chicago, IL 60603	Funding to support Educare program	10,000
Our Lady of Tepeyac High School Chicago, IL 60623	Funding to help support College Readiness Program	5,000
Page Ahead Children's Literacy Program Seattle, WA 98117	Funding to give books to children in low-income families	5,000
Parkinson's Action Network Foundation Washington, DC 20005	Funding to help support multimedia component of 2013 Public Education Program	10,000
Partners in Christ International Tempe, AZ 85280-0237	Funding to support medical clinic project	25,000
Pathways Center Glenview, IL 60026	Funding to help enhance the Family Resource Area	10,000
PAWS Chicago Chicago, IL 60614	Funding to help support Community Outreach Program	15,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
PCC Community Wellness Center Oak Park, IL 60302	Funding to support Oral Health Program	10,000
Pediatric AIDS Chicago Prevention Initiative Chicago, IL 60606	Funding to support Pennatal Enhanced Case Management program	5,000
PEER Services, Inc Evanston, IL 60201	Funding to support program expansion and training program	5,000
Perkins School for the Blind Watertown, MA 02472	Partial funding for training program and distribution of brailers in Africa	3,000
Peterson Garden Project Chicago, IL 60625-3723	Funding to help develop Grow2Give ed program	5,000
PLAY Boulder Foundation Boulder, CO 80308	Funding to help support YSI and EXPAND programs	45,000
Police Chaplains Ministry Chicago, IL 60607	Funding to support programs for survivors of Chicago Police Department Officers killed in the line of duty and Crisis Ministry	10,000
Posse Foundation, Inc Chicago, IL 60604	Funding to support Scholars program	5,000
Praine Primates Eldred, IL 62027	Funding to support educational program	5,000
Providence St Mel School Chicago, IL 60624-2998	Funding to support scholarship program	50,000
Queen of Angels School Chicago, IL 60025	Funding to support Learning Resource Program	5,000
Rainbow Hospice, Inc Mt Prospect, IL 60056	Partial funding for Comfort Care for Advanced Dementia Project	5,000
Rainbow House Chicago, IL 60623	Funding to support off-site counseling and education services	5,000
Rainbows Itasca, IL 60143	Funding to support programs for bereaved youth	5,000
Ravinia Festival Association Highland Park, IL 60035	Funding to help support Program for Piano and Strings	25,000
Rebuilding Together-North Suburban Chicago Glenview, IL 60025-0626	Funding to support repairs and restoration of homes	5,000
Red Cloud Indian School, Inc Pine Ridge, SD 57770	Funding to purchase classroom technology and extend personnel time	20,000
Refugees International Washington, DC 20009	Funding to support Climate Displacement Program	15,000
Regis University Denver, CO 80221-1099	Funding to support scholarship program	10,000
Rehabilitation Institute of Chicago Chicago, IL 60611-4496	Funding to support LIFE Center and Resident Research Training Program	15,000
Riding for the Disabled Association IOM Group Kirk Andreas, Isle of Man IM7 3EG	Funding to help pay for nding sessions for disabled persons	20,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Robert Morris University, Illinois Chicago, IL 60605	Funding to support financial assistance program	10,000
Rosalind Franklin University - Dr William M Scholl College of Podiatric Medicine North Chicago, IL 60064-3095	\$500,000 for scholarships for the Dr William M Scholl College of Podiatric Medicine and the reminder to be used for scholarships for other health profession colleges at Rosalind Franklin University	1,000,000
Roy Castle Lung Cancer Foundation Liverpool, L13 1FB	Funding to recruit a Support Services Manager	30,000
Rush University Medical Center Chicago, IL 60612-3244	Funding to support scholarship program	40,000
Sacred Heart Schools Chicago, IL 60660	Funding to help support Student Financial Assistance Program	5,000
Safer Foundation Chicago, IL 60661-5701	Funding to support PACE program	5,000
San Miguel Febres Cordero School, Inc Chicago, IL 60609	Funding to support scholarship program	25,000
School of Saints Faith, Hope and Charity Winnetka, IL 60093	Funding to purchase student technology systems	10,000
Second Sense Chicago, IL 60601	Funding to support Counseling Program	5,000
Sit Stay Read! Inc Chicago, IL 60642	Funding to support School Literacy Initiative	5,000
Society of St Vincent de Paul-Chicago Chicago, IL 60661	Funding to support Meals for the Needy Program	10,000
Society of St Vincent de Paul-Phoenix Phoenix, AZ 85002	Funding to support Dream Center and Family Dining Room	5,000
Sojourner Center Phoenix, AZ 85036	Funding to support emergency shelter with support services for women and children	10,000
Southern Center for Human Rights Atlanta, GA 30303	Funding to support School to Prison Pipeline	10,000
Southwest Michigan Symphony Orchestra St Joseph, MI 49085	Funding to support Summer Music Series	5,000
Spay and Stay, Inc Grayslake, IL 60030	Partial funding for medical supplies	5,000
Spay-Neuter Assistance Program (SNAP) Houston, TX 77270	Funding to support Mobile Clinic Project	2,500
Special Olympics Illinois Glen Ellyn, IL 60137	Funding to support Young Athletes Program	5,000
St Anthony's Health Center Alton, IL 62002-0340	Partial funding to purchase four stentizer loading cars and transfer carriages	5,000
St Athanasius School Evanston, IL 60201	Partial funding to purchase iPad equipment	20,000
St Celestine School Elmwood Park, IL 60707	Partial funding to purchase and utilize new technology for students and teachers	20,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
St. James School Highwood, IL 60040	Funding to tuition assistance	10,000
St Marcus School Milwaukee, WI 53212	Funding to support College Prep Center	5,000
St Paul the Apostle Catholic Church Joliet, IL 60435	Discretionary Grant given in memory of Margaret Theobald	1,000
St Scholastica Academy-Chicago Chicago, IL 60645-1998	Discretionary Grant for operations	2,000
St Thomas More Catholic Church Glendale, AZ 85308	Funding to support programs of Pastoral Care	5,000
St Vincent de Paul Center Chicago, IL 60614-4366	Funding to support Child Development Program	5,000
St Vincent's Services Brooklyn, NY 11201	Funding to support American Dream Program	10,000
St Xavier University Chicago, IL 60655	Funding to support School of Nursing scholarship program	10,000
Steppenwolf Theatre Company Chicago, IL 60610	Funding to support Young Adults program	10,000
Sue Duncan Children's Center Chicago, IL 60653-3065	Discretionary Grant for general operations	5,000
Susan G Komen - Chicago Chicago, IL 60631	Partial funding for free mammograms	10,000
Swiss Center of North America, Inc New Glarus, WI 53574	Funding to support Social Media and Brand Outreach Campaign	10,000
Teach For America - Chicago Chicago, IL 60606	Funding to help support early childhood education initiative	10,000
The CARA Program Chicago, IL 60661	Funding to support Traditional Program	15,000
The Center for Courageous Kids - Project C.A.M.P. Scottsville, KY 42164	Funding to support Physical Disabilities Summer Camp Session for 2013	10,000
The Children's Centre Douglas, Isle of Man IM2 3AS	Funding to help purchase a "second hand" disabled access minibus	5,000
The Churchill Centre - Churchill War Rooms Downers Grove, IL 60515-0945	Discretionary Grant for Churchill War Rooms	5,000
The Hadley School for the Blind Winnetka, IL 60093-0299	Funding to support Forsythe Center for Entrepreneurship	10,000
The Marine Mammal Center Sausalito, CA 94965-2697	Funding to support Marine Science Educator	15,000
The National Autistic Society London, EC1V 1NG	Funding to help the Education Support Service	20,000
The Night Ministry Chicago, IL 60640	Funding to help support Outreach and Health Ministry Program	10,000
The Philanthropy Roundtable Washington, D C 20036	Funding to support Alliance for Chantable Reform	5,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Tourniquet, Inc Whitestone, NY 11357	Funding to support Never Kill Animal Shelter	5,000
Trinity High School-River Forest River Forest, IL 60305	Partial funding for exercise equipment for Health and Fitness Center	5,000
Trust for Public Land Chicago, IL 60603	Funding to support Bloomingdale Trail Project	20,000
Trust for the National Mall Washington, DC 20004	Funding to support National Mall Learning Initiative	500,000
Trust for the National Mall Washington, DC 20004	Discretionary Grant - given in 2 separate checks	10,000
Trustees of Columbia University New York, NY 10032	Funding to support scholarship program	25,000
United Cerebral Palsy Association- Chicago Chicago, IL 60661	Funding to support Ramp Up project	5,000
United Negro College Fund-Chicago Chicago, IL 60603	Funding to help support Scholarship program	10,000
University of Cambridge Cambridge, CB2 0PY	Partial funding for fellowship at Cambridge Centre for Brain Repair	45,000
University of Chicago Chicago, IL 60637	Funding to support scholarship program	10,000
University of Colorado Foundation Boulder, CO 80301	Partial funding for graduate fellowship support	50,000
University of Illinois Foundation Chicago, IL 60608-1203	Discretionary Grant for Chicago Consular Corps Scholarship Fund	2,000
University of Illinois Foundation Chicago, IL 60608-1203	Funding to support Chicago Diabetes Project	100,000
University of Northern Colorado Foundation, Inc Greeley, CO 80639-0057	Funding to support Center for Urban Education	10,000
University of Notre Dame South Bend, IN 46617	Funding to support scholarship program	30,000
University of St. Mary of the Lake Mundelein, IL 60060	Funding for transcriptions, website development and book production	15,000
Urban Gateways: Center for Arts Education Chicago, IL 60606	Funding to support in-class arts education programming-Art Resources	5,000
Veteran Homestead Inc Fitchburg, MA 01420	Partial funding to purchase passenger GMC van	25,000
Village Treasure House Northbrook, IL 60062	Funding to support Bright Futures Scholarship Fund	5,000
Visitation Catholic School - Chicago Chicago, IL 60609	Discretionary Grant to support Rosetta Stone program	2,000
Washington Jesuit Academy Washington, DC 20017	Funding to support Scholarship Fund	10,000

DR. SCHOLL FOUNDATION 36-6068724
FORM 990PF - YEAR ENDED DECEMBER 31, 2012
PART XV, LINE 3a - GRANTS PAID DURING THE YEAR

<u>Donee Name and Address</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Waste Not, Inc Scottsdale, AZ 85257	Funding to support food program	5,000
Wetlands Initiative Chicago, IL 60604	Funding to help support Dixon Waterfowl Refuge project	5,000
Whitman-Walker Clinic Washington, DC 20009	Partial funding to implement new prevention campaign	15,000
Whizz-Kidz (Movement for Non-Mobile Children) London, SW1E 5BH	Funding to purchase mobility equipment for disabled children	25,000
Window to the World Communications, Inc Chicago, IL 60625	Funding to help support Children's Programs	5,000
Wings of Wonder Empire, MI 49630	Funding for food expense	10,000
Writers' Theater Glencoe, IL 60022	Funding to support MLK Project	5,000
Yellowstone Park Foundation Bozeman, MT 59715	Funding to support Youth Conservation Corps	10,000
YMCA of Metropolitan Chicago Chicago, IL 60610-3316	Funding to support Community Schools Initiative	10,000
Youth Job Center of Evanston, Inc. Evanston, IL 60201	Funding to support CORE placement program	5,000
Youth Organizations Umbrella (Y O U) Evanston, IL 60202	Funding to support mentorship program	5,000
YWCA of Metropolitan Chicago Chicago, IL 60602	Funding to support Violence Prevention Education programming	10,000
Zacharias Sexual Abuse Center Gurnee, IL 60031	Funding to support programs for children	5,000
Count 334	Total	6,964,500