



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



Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation Gaylord and Dorothy Donnellley Foundation		A Employer identification number 36-6108460
Number and street (or P.O. box number if mail is not delivered to street address) 35 East Wacker Drive		B Telephone number (312) 977-2700
City or town, state, and ZIP code Chicago, IL 60601		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 ☐
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) \$ 167,911,567.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____		

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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		345.	345.		
4 Dividends and interest from securities		4,234,593.	4,234,593.		Statement 1
5a Gross rents		4,412.	4,412.		Statement 2
b Net rental income or (loss)		4,412.			
6a Net gain or (loss) from sale of assets not on line 10		6,554,129.			
b Gross sales price for all assets on line 6a		77,947,827.			
7 Capital gain net income (from Part IV, line 2)			7,747,211.		
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			162,026.		Statement 3
12 Total. Add lines 1 through 11		10,793,479.	12,148,587.		
13 Compensation of officers, directors, trustees, etc		366,578.	27,149.		339,428.
14 Other employee salaries and wages		562,642.	21,747.		520,337.
15 Pension plans, employee benefits		278,163.	16,604.		261,559.
16a Legal fees Stmt 4		72,660.	38,161.		34,499.
b Accounting fees Stmt 5		33,100.	13,240.		19,860.
c Other professional fees Stmt 6		663,750.	276,063.		387,687.
17 Interest					
18 Taxes Stmt 7		90.	0.		0.
19 Depreciation and depletion		48,534.	0.		
20 Occupancy		176,925.	10,120.		166,805.
21 Travel, conferences, and meetings		126,664.	7,782.		118,882.
22 Printing and publications		394.	0.		394.
23 Other expenses Stmt 8		213,257.	68,674.		144,583.
24 Total operating and administrative expenses. Add lines 13 through 23		2,542,757.	479,540.		1,994,034.
25 Contributions, gifts, grants paid		5,378,707.			6,122,757.
26 Total expenses and disbursements. Add lines 24 and 25		7,921,464.	479,540.		8,116,791.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,872,015.			
b Net investment income (if negative, enter -0-)			11,669,047.		
c Adjusted net income (if negative, enter -0-)				N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

NE

11

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		200.	200.	200.		
	2 Savings and temporary cash investments		3,104,959.	106,515.	106,515.		
	3 Accounts receivable ▶ 5,897.						
	Less: allowance for doubtful accounts ▶		6,374.	5,897.	5,897.		
	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 Stmt 9 ▶ 18,695,292.						
	Less: allowance for doubtful accounts ▶ 12,231,192.		10,849,000.	6,464,100.	6,464,100.		
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments - U.S. and state government obligations Stmt 10		10,153,881.	22,157,145.	22,157,145.		
	b Investments - corporate stock Stmt 11		64,281,069.	71,220,320.	71,220,320.		
	c Investments - corporate bonds Stmt 12		17,841,943.	6,041,856.	6,041,856.		
Liabilities	11 Investments - land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
	12 Investments - mortgage loans						
	13 Investments - other Stmt 13		50,808,792.	61,555,546.	61,555,546.		
	14 Land, buildings, and equipment: basis ▶ 491,724.						
	Less: accumulated depreciation Stmt 14 ▶ 404,636.		129,279.	87,088.	87,088.		
	15 Other assets (describe ▶ <u>Accrued Interest</u>)		563,438.	272,900.	272,900.		
	16 Total assets (to be completed by all filers)		157,738,935.	167,911,567.	167,911,567.		
	17 Accounts payable and accrued expenses		64,867.	266,676.			
	18 Grants payable		4,127,752.	3,386,703.			
Net Assets or Fund Balances	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)		4,192,619.	3,653,379.			
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted		153,546,316.	164,258,188.			
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.						
Net Assets or Fund Balances	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		153,546,316.	164,258,188.			
	31 Total liabilities and net assets/fund balances		157,738,935.	167,911,567.			

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	153,546,316.
2 Enter amount from Part I, line 27a	2	2,872,015.
3 Other increases not included in line 2 (itemize) ▶ <u>Net Unrealized Gain on Investments</u>	3	8,067,857.
4 Add lines 1, 2, and 3	4	164,486,188.
5 Decreases not included in line 2 (itemize) ▶ <u>Provision for Excise Taxes</u>	5	228,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	164,258,188.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 77,947,827.		71,393,698.	7,747,211.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			7,747,211.

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	7,747,211.
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	7,858,310.	163,954,152.	.047930
2010	9,058,264.	154,926,521.	.058468
2009	10,037,163.	140,255,658.	.071563
2008	10,092,120.	193,386,540.	.052186
2007	12,785,193.	220,483,492.	.057987

2 Total of line 1, column (d)	2	.288134
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	.057627
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	162,169,046.
5 Multiply line 4 by line 3	5	9,345,316.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	116,690.
7 Add lines 5 and 6	7	9,462,006.
8 Enter qualifying distributions from Part XII, line 4	8	8,126,341.

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	233,381.
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	233,381.
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	233,381.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	174,433.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	174,433.	
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	58,948.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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?	X	
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) <u>IL</u>		
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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.gddf.org</u>	13	X	
14	The books are in care of ► <u>Tom Trinley</u> Telephone no. ► <u>(312) 977-2700</u> Located at ► <u>35 East Wacker Drive, Chicago, IL</u> ZIP+4 ► <u>60601</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 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 ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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	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)? ☐ 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

X

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

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

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 15		366,578.	96,622.	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
John O. Sands - 35 E. Wacker Drive, Suite 2600, Chicago, IL 60601	Dir. Lowcountry Program 40.00	117,925.	32,143.	0.
Arthur Pearson - 35 E. Wacker Drive, Suite 2600, Chicago, IL 60601	Dir. Chicago Program 40.00	114,000.	20,444.	0.
Susan Clark - 35 E. Wacker Drive, Suite 2600, Chicago, IL 60601	Grants Manager 40.00	77,000.	34,319.	0.
Jeffrey Broughton - 35 E. Wacker Drive, Suite 2600, Chicago, IL 60601	Staff Accountant 40.00	75,000.	19,169.	0.
Joel David Farren - 35 E. Wacker Drive, Suite 2600, Chicago, IL 60601	Interim Executive Director 40.00	60,872.	7,898.	0.

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

▶ 1

Form 990-PF (2012)

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
Fund Evaluation Group - 201 E. Fifth St Ste 1600, Cincinnati, OH 45202	Investments Counsel	253,877.
Quarles & Brady, LLP - 300 North LaSalle Street, Suite 4000, Chicago, IL 60654	Legal Counsel	78,515.
The Thorn Company, LLC 451 Bulls Island Road, Awendaw, SC 29429	Consulting	68,785.
Phillips Oppenheim Group, Inc. - 521 Fifth Ave., 29th Floor, New York, NY 10175	Consulting	63,526.

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 Lowcountry Land Conservation Partnership - To coordinate regional land use planning, conservation and public education in the Lowcountry of South Carolina.	67,680.
2 Calumet Land Conservation - To nurture, within the Calumet region of Illinois and Indiana, a critical mass of conservation and land restoration activity.	8,525.
3 Charleston Arts Network - To nurture, develop and strengthen a sustainable network of professional arts organizations in Charleston, South Carolina.	34,469.
4 Miscellaneous - To analyze for potential refinement the Chicago arts program strategy.	13,898.

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

Form 990-PF (2012)

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	163,467,729.
b	Average of monthly cash balances	1b	1,170,896.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	164,638,625.
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	164,638,625.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,469,579.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	162,169,046.
6	Minimum investment return. Enter 5% of line 5	6	8,108,452.

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	8,108,452.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	233,381.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	106,869.
c	Add lines 2a and 2b	2c	340,250.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,768,202.
4	Recoveries of amounts treated as qualifying distributions	4	99,780.
5	Add lines 3 and 4	5	7,867,982.
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	7,867,982.

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	8,116,791.
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	9,550.
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	8,126,341.
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	8,126,341.

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				7,867,982.
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	2,618,918.			
e From 2011				
f Total of lines 3a through e	2,618,918.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 8,126,341.				
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				7,867,982.
e Remaining amount distributed out of corpus	258,359.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,877,277.			
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	2,877,277.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	2,618,918.			
d Excess from 2011				
e Excess from 2012	258,359.			

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement(s)				6,122,757.
Total			▶ 3a	6,122,757.
b <i>Approved for future payment</i> See Attached Statement(s)				3,386,703.
Total			▶ 3b	3,386,703.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See attached statement				
b Commonfund Distressed Debt Partners II, L.P.				
c FEG Private Opportunities Fund LP				
d Kayne Anderson MLP Fund				
e Kelso Investment Associates VIII, L.P.				
f KIA VIII (IGPS), L.P.				
g KIA VIII (SOP), LP				
h KIA VIII (Truck Lite) LP				
i Lyme Forest Fund TE, LP				
j MAP 2006, L.P.				
k MAP 2009, LP				
l Northgate IV, LP				
m PowerShares DB Commodity Index Tracking Fund				
n VCFA Private Equity Partners IV, L.P.				
o Private Advisors Small Company Buyout Fund II				

(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 77,947,827.		71,393,698.	6,554,129.
b			92,648.
c			3,559.
d			-2,187.
e			235.
f			-8.
g			93.
h			-2.
i			123,029.
j			-11,805.
k			-10,340.
l			161,979.
m			-54,084.
n			330,885.
o			493,191.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			6,554,129.
b			92,648.
c			3,559.
d			-2,187.
e			235.
f			-8.
g			93.
h			-2.
i			123,029.
j			-11,805.
k			-10,340.
l			161,979.
m			-54,084.
n			330,885.
o			493,191.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

Gaylord and Dorothy Donnelley Foundation

36-6108460

Page 2 of 2

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 Siguler Guff Distressed Opportunities Fund III, L

b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			65,889.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			65,889.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	7,747,211.
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

Gaylord and Dorothy Donnelley Foundation
Schedule of Realized Gain / (Losses)
For the Year Ended December 31, 2012

Acct	Date	Security	Proceeds of Sale	Cost of Security	Net Gain (Loss)
808	02-Jan-12	SHEPHERD CL S SA27	\$ 437 78	\$ (3 582 53)	\$ (3,144 75)
80	03-Jan-12	CF M KINGDON OFFSHORE LTD	\$ 148 549 72	\$ (133,640 66)	\$ 14,909 06
80	03-Jan-12	CF M KINGDON OFFSHORE LTD	\$ 2,852,669 29	\$ (2 566 359 34)	\$ 286,309 95
808	13-Jan-12	SHEPHERD SELECT ASSET LTD	\$ 33,553 74	\$ (34 250 71)	\$ (696 97)
79	18-Jan-12	MFO PIMCO FDS PAC INVT MGMT TOTAL RETURN	\$ 3 455,000 00	\$ (3,234,735 66)	\$ 220,264 14
80	31-Jan-12	KELSO INVESTMENT ASSOCIATES VII, LP	\$ 71,175 00	\$ -	\$ 71,175 00
80	02-Feb-12	CF QUELLOS BLK ALPHA ENGINE SPV LTD - B	\$ 79,275 49	\$ (75 272 09)	\$ 4,003 40
80	02-Feb-12	CF QUELLOS BLK ALPHA ENGINE SPV LTD - D	\$ 3,857 50	\$ (3 066 32)	\$ 591 18
80	16-Feb-12	PRIVATE ADVISORS SMALL CO BUYOUT FUND	\$ 89,208 94	\$ -	\$ 89,208 94
79	22-Feb-12	MFC ISHARES TR S&P 500 INDEX FD	\$ 682,585 71	\$ (549,974 00)	\$ 132,611 71
79	22-Feb-12	MFC ISHARES RUSSELL MIDCAP INDEX	\$ 249,477 43	\$ (193,286 25)	\$ 56,191 18
79	22-Feb-12	MFC ISHARES RUSSELL 1000 GROWTH INDEX	\$ 1,019,271 25	\$ (959,900 80)	\$ 59,370 45
79	22-Feb-12	MFC ISHARES RUSSELL 2000 INDEX	\$ 3,469,905 28	\$ (2,752 975 71)	\$ 716,929 57
79	22-Feb-12	MFC ISHARES TR S&P 100 INDEX FD	\$ 883 442 85	\$ (803,087 80)	\$ 60 355 25
79	23-Feb-12	MFO PIMCO FDS PAC INVT MGMT INDEX PLUS	\$ 400 000 00	\$ (392,517 00)	\$ 7 483 00
80	27-Feb-12	THE LYME FOREST FUND III	\$ 156 235 50	\$ -	\$ 156 235 50
79	14-Mar-12	MFO DFA EMERGING MARKETS VALUE	\$ 557,000 00	\$ (501,492 69)	\$ 55,507 31
80	16-Mar-12	NORTHGATE IV LP	\$ 9,005 84	\$ -	\$ 9,005 84
79	20-Mar-12	MFO LOOMIS SAYLES INVESTMENT TRUST	\$ 737,000 00	\$ (655,524 82)	\$ 81,475 18
80	26-Mar-12	SIGULAR GUFF DISTRESSED OPPORTUNITIES III	\$ 73,869 44	\$ -	\$ 73,869 44
808	29-Mar-12	SHEPHERD SELECT ASSET LTD	\$ 19,251 78	\$ (19 515 05)	\$ (263 27)
79	30-Mar-12	MFO VANGUARD INTERNATIONAL TREASURY	\$ 9,480 08	\$ -	\$ 9,480 08
79	30-Mar-12	MFO VANGUARD INTERNATIONAL TREASURY	\$ 13 149 79	\$ -	\$ 13,149 79
808	02-Apr-12	SHEPHERD SELECT ASSET LTD	\$ 24,275 90	\$ (25,054 35)	\$ (778 45)
80	05-Apr-12	PRIVATE ADVISORS SMALL CO BUYOUT FUND	\$ 7,625 22	\$ -	\$ 7,625 22
80	18-Apr-12	VCFA PRIVATE EQUITY PARTNERS IV	\$ 208,224 00	\$ -	\$ 208,224 00
80	20-Apr-12	TIME WARNER STOCK	\$ 7 16	\$ -	\$ 7 16
80	20-Apr-12	TIME WARNER STOCK	\$ 76 55	\$ -	\$ 76 55
808	01-May-12	SHEPHERD CL S SA28	\$ 3,912 31	\$ (7,739 94)	\$ (3 827 63)
808	01-May-12	SHEPHERD CL S SA28	\$ 1,982 99	\$ (3,719 27)	\$ (1,736 28)
80	01-May-12	CF QUELLOS BLK ALPHA ENGINE SPV LTD - B	\$ 65 402 28	\$ (63,826 91)	\$ 1,775 37
80	01-May-12	CF QUELLOS BLK ALPHA ENGINE SPV LTD - C	\$ 3,857 50	\$ (3,321 72)	\$ 335 78
80	01-May-12	CF QUELLOS BLK ALPHA ENGINE SPV LTD - D	\$ 2,878 58	\$ (2 457 11)	\$ 421 47
79	03-May-12	MFO DFA INVT DIM GRP EMERGING MKTS SM CAP	\$ 470,000 00	\$ (322 625 20)	\$ 147,374 80
80	11-May-12	PRIVATE ADVISORS SMALL CO BUYOUT FUND	\$ 38,164 58	\$ -	\$ 38,164 58
80	15-May-12	QWEST COMMUNICATIONS INTERNATIONAL	\$ 135 83	\$ -	\$ 135 83
79	31-May-12	MFO PIMCO FDS PAC INVT MGMT INDEX PLUS	\$ 200,000 00	\$ (205,338 09)	\$ (5,338 09)
80	01-Jun-12	GLOBAL CROSSING LTD	\$ 22 83	\$ -	\$ 22 83
80	13-Jun-12	COMMONFUND DISTRESSED DEBT PARTNERS II	\$ 2,969 70	\$ -	\$ 2,969 70
79	14-Jun-12	MFO VANGUARD INTERNATIONAL TREASURY	\$ 315,000 00	\$ (304,553 52)	\$ 10,446 48
80	22-Jun-12	COMMONFUND DISTRESSED DEBT PARTNERS II	\$ 78,000 00	\$ -	\$ 78,000 00
80	27-Jun-12	PRIVATE ADVISORS SMALL CO BUYOUT FUND	\$ 27 387 26	\$ -	\$ 27 387 26
80	27-Jun-12	VCFA PRIVATE EQUITY PARTNERS IV	\$ 43 500 00	\$ -	\$ 43,500 00
79	28-Jun-12	MFO PIMCO FDS PAC INVT MGMT TOTAL RETURN	\$ 1,141,000 00	\$ (1,037,089 27)	\$ 103,910 73
79	26-Jul-12	MFC ISHARES TR S&P 500 INDEX FD	\$ 9,093,551 96	\$ (8,678,385 71)	\$ 415,166 25
79	26-Jul-12	MFC ISHARES MSCI EAFE GROWTH INDEX	\$ 1,275 648 50	\$ (1,889,396 38)	\$ (613 747 88)
79	26-Jul-12	MFC ISHARES RUSSELL 1000 GROWTH INDEX	\$ 10,123,432 67	\$ (9,635,287 54)	\$ 488,145 13
79	26-Jul-12	MFC ISHARES RUSSELL 2000 INDEX	\$ 1,924,125 11	\$ (1,494,579 35)	\$ 429 545 76
79	26-Jul-12	MFC ISHARES TR S&P 100 INDEX FD	\$ 10,511,623 27	\$ (9 603,704 86)	\$ 907,918 41
79	26-Jul-12	MFC VANGUARD MSCI PACIFIC ETF	\$ 2,282,430 73	\$ (2,232,883 59)	\$ 49 547 14
79	26-Jul-12	MFO DIMENSIONAL FD ADVISORS INTL VALUE	\$ 2,444,761 21	\$ (3,305,340 83)	\$ (860 579 42)
79	30-Jul-12	MFO PIMCO FDS PAC INVT MGMT TOTAL RETURN	\$ 10,591,929 25	\$ (9 894,151 54)	\$ 697,777 71
79	30-Jul-12	MFO TEMPLETON INCOME GLOBAL BOND FUND	\$ 3,665,911 35	\$ (3 621,488 88)	\$ 44,422 47
79	30-Jul-12	MFO VANGUARD INTERNATIONAL TREASURY	\$ 3,345,023 68	\$ (3,219,930 98)	\$ 125,092 70
808	01-Aug-12	SHEPHERD CL S SA34	\$ 4,047 14	\$ (8,086 67)	\$ (4 039 53)
808	01-Aug-12	SHEPHERD SELECT ASSET LTD	\$ 13,944 49	\$ (14,318 02)	\$ (373 53)
808	01-Aug-12	SHEPHERD SELECT ASSET LTD	\$ 18,173 03	\$ (19,458 37)	\$ (1,285 34)
80	21-Aug-12	PRIVATE ADVISORS SMALL CO BUYOUT FUND	\$ 117,955 45	\$ -	\$ 117 955 45
80	30-Aug-12	NORTHGATE IV LP	\$ 16,054 11	\$ -	\$ 16 054 11
80	31-Aug-12	COMMONFUND DISTRESSED DEBT PARTNERS II	\$ 32,000 00	\$ -	\$ 32 000 00
80	01-Sep-12	CLOVIS CAPITAL PARTNERS	\$ 62,967 79	\$ (82 518 51)	\$ 449 28
80	11-Sep-12	CF QUELLOS BLK ALPHA ENGINE SPV LTD - B	\$ 77,293 60	\$ (74 674 36)	\$ 2,619 24
79	17-Sep-12	MFO DFA US SMALL CAP VALUE PORTFOLIO	\$ 438,000 00	\$ (477,883 85)	\$ (39,883 85)
79	20-Sep-12	MFO PIMCO FDS PAC INVT MGMT INDEX PLUS	\$ 488,000 00	\$ (458 592 85)	\$ 29 407 15
80	24-Sep-12	VCFA PRIVATE EQUITY PARTNERS IV	\$ 20,544 00	\$ -	\$ 20 544 00
79	28-Sep-12	MFO DFA EMERGING MARKETS VALUE	\$ 567 000 00	\$ (352,665 70)	\$ 214,334 30
79	28-Sep-12	MFO DFA US SMALL CAP VALUE PORTFOLIO	\$ 543 000 00	\$ (553,745 32)	\$ (10,745 32)
80	15-Oct-12	VERITAS SOFTWARE	\$ 60 91	\$ -	\$ 60 91
80	15-Oct-12	COMMONFUND DISTRESSED DEBT PARTNERS II	\$ 140,000 00	\$ -	\$ 140,000 00
80	22-Oct-12	TIME WARNER STOCK	\$ 27 55	\$ -	\$ 27 55
80	26-Oct-12	VERITAS SOFTWARE	\$ 271 33	\$ -	\$ 271 33
80	01-Nov-12	CF QUELLOS BLK ALPHA ENGINE SPV LTD - B	\$ 67,384 17	\$ (64 875 75)	\$ 2,508 42
80	01-Nov-12	CF QUELLOS BLK ALPHA ENGINE SPV LTD - C	\$ 54,862 43	\$ (38 920 48)	\$ 15,941 95
80	13-Nov-12	PRIVATE ADVISORS SMALL CO BUYOUT FUND	\$ 74,566 43	\$ -	\$ 74,566 43
80	15-Nov-12	NORTHGATE IV LP	\$ 34,565 44	\$ -	\$ 34,565 44
80	06-Dec-12	US CL ACTIONS	\$ 10 00	\$ -	\$ 10 00
79	12-Dec-12	MFC POWERSHARES DB COMMODITY INDEX	\$ 959,094 32	\$ (838,102 50)	\$ 120,991 82
79	12-Dec-12	MFO DFA INVT DIM GRP INTL SMALL CAP VALUE	\$ 92,488 43	\$ -	\$ 92,488 43
79	12-Dec-12	MFO TEMPLETON INCOME GLOBAL BOND FUND	\$ 43,083 95	\$ -	\$ 43,083 95
79	12-Dec-12	MFO TEMPLETON INCOME GLOBAL BOND FUND	\$ 16,159 40	\$ -	\$ 16,159 40
79	13-Dec-12	MFO CRA QUALIFIED INVESTMENT FUND	\$ 1,850 51	\$ -	\$ 1,850 51
79	13-Dec-12	MFO CRA QUALIFIED INVESTMENT FUND	\$ 18,837 51	\$ -	\$ 18 837 51
79	13-Dec-12	MFO DFA EMERGING MARKETS VALUE	\$ 162 438 38	\$ -	\$ 162 438 38
79	13-Dec-12	MFO DFA INVT DIM GRP EMERGING MKTS SM CAP	\$ 5,710 86	\$ -	\$ 5 710 86
79	13-Dec-12	MFO DFA INVT DIM GRP EMERGING MKTS SM CAP	\$ 153,414 41	\$ -	\$ 153,414 41
79	13-Dec-12	MFO DFA US SMALL CAP VALUE PORTFOLIO	\$ 22,797 22	\$ -	\$ 22,797 22
79	13-Dec-12	MFO DFA US SMALL CAP VALUE PORTFOLIO	\$ 553 212 64	\$ -	\$ 553,212 64
79	17-Dec-12	MFO LOOMIS SAYLES INVESTMENT TRUST	\$ 11,248 99	\$ -	\$ 11,248 99
79	17-Dec-12	MFO LOOMIS SAYLES INVESTMENT TRUST	\$ 19,368 88	\$ -	\$ 19,368 88
80	19-Dec-12	NORTHGATE IV LP	\$ 87,962 04	\$ -	\$ 87,962 04
80	21-Dec-12	COMMONFUND DISTRESSED DEBT PARTNERS II	\$ 24,000 00	\$ -	\$ 24,000 00
80	21-Dec-12	VCFA PRIVATE EQUITY PARTNERS IV	\$ 98,910 00	\$ -	\$ 98,910 00
80	24-Dec-12	SIGULAR GUFF DISTRESSED OPPORTUNITIES III	\$ 20,658 94	\$ -	\$ 20,658 94
			\$ 77,947,827 16	\$ (71 393 698 63)	\$ 6,554,128 53

Form 990-PF	Dividends and Interest from Securities	Statement	1
-------------	--	-----------	---

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividends	3,739,277.	0.	3,739,277.
Interest	495,316.	0.	495,316.
Total to Fm 990-PF, Part I, ln 4	4,234,593.	0.	4,234,593.

Form 990-PF	Rental Income	Statement	2
-------------	---------------	-----------	---

Kind and Location of Property	Activity Number	Gross Rental Income
Lease of farm land, located in Lake County, Illinois	1	4,412.
Total to Form 990-PF, Part I, line 5a		4,412.

Form 990-PF	Other Income	Statement	3
-------------	--------------	-----------	---

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Beacon Capital Strategic Partners V LP	0.	-48.	
Beacon Capital Strategic Partners VI LP	0.	-6.	
Commonfund Distressed Debt Partners II LP	0.	85,453.	
Covenant Apartment Fund VI	0.	-2,700.	
Ecosystem Investment Partners II, LP	0.	3,999.	
FEG AAF TEI LLC	0.	35,987.	
FEG Private Opportunities Fund LP	0.	-143,110.	
Kayne Anderson MLP Fund, LP	0.	-3,852.	
Kelso Investment Associates VIII, LP	0.	-26,290.	
KIA VIII (Chariot), L.P.	0.	-10.	
KIA VIII (Deepwater), L.P.	0.	5.	
KIA VIII (HM) LP	0.	-41.	
KIA VIII (IGPS) LP	0.	-87.	
KIA VIII (International) LP	0.	-7,998.	
KIA VIII (Sentinel) LP	0.	532.	

Gaylord and Dorothy Donnelley Foundation

36-6108460

KIA VIII (SOP) LP	0.	-256.
KIA VIII (Truck-Lite), L.P.	0.	-81.
The Lyme Forest Fund TE, LP	0.	-10,356.
The Lyme Forest Fund III, LP	0.	-31,007.
MAP 2006, LP	0.	118,572.
MAP 2009, LP	0.	70,155.
MAP 2012, LP	0.	-18,919.
Northgate IV LP	0.	-51,372.
Powershares DB Commodity Index		
Tracking Fund	0.	48,312.
VCFA Private Equity Partners IV LP	0.	-33,747.
Private Advisors Small Company		
Buyout Fund II	0.	7,504.
Siguler Guff Distressed		
Opportunities Fund III LP	0.	121,387.
Total to Form 990-PF, Part I, line 11	0.	162,026.

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Quarles & Brady LLP	72,660.	38,161.		34,499.
To Fm 990-PF, Pg 1, ln 16a	72,660.	38,161.		34,499.

Form 990-PF Accounting Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
McGladrey, LLP	33,100.	13,240.		19,860.
To Form 990-PF, Pg 1, ln 16b	33,100.	13,240.		19,860.

Form 990-PF	Other Professional Fees	Statement	6
-------------	-------------------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consultants - Grant Making	109,524.	0.		109,524.
Consultants - General	63,836.	0.		63,836.
Investment Expense - Consulting	254,214.	254,214.		0.
Investment Expense - Management Fees	12,246.	12,246.		0.
Investment Expense - Liquidating Trust	9,603.	9,603.		0.
Direct Charitable Activities	124,571.	0.		124,571.
Board Staff Development	43,954.	0.		43,954.
Communications & Website	45,802.	0.		45,802.
To Form 990-PF, Pg 1, ln 16c	663,750.	276,063.		387,687.

Form 990-PF	Taxes	Statement	7
-------------	-------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
State Taxes	90.	0.		0.
To Form 990-PF, Pg 1, ln 18	90.	0.		0.

Form 990-PF	Other Expenses	Statement	8
-------------	----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Automobile	6,338.	0.		6,338.
Bank Fees	6,372.	0.		6,372.
Custodial Fees	68,674.	68,674.		0.
Dues & Publications	40,964.	0.		40,964.
Equip/Software Support	56,167.	0.		56,167.
Courier	1,191.	0.		1,191.
Insurance	22,218.	0.		22,218.
Miscellaneous	3,978.	0.		3,978.
Office Supplies	5,792.	0.		5,792.

Gaylord and Dorothy Donnelley Foundation

36-6108460

Postage	<u>1,563.</u>	<u>0.</u>	<u>1,563.</u>
To Form 990-PF, Pg 1, ln 23	<u>213,257.</u>	<u>68,674.</u>	<u>144,583.</u>

Form 990-PF Other Notes and Loans Reported Separately Statement 9

<u>Borrower's Name</u>			<u>Terms of Repayment</u>	<u>Interest Rate</u>
Notes Receivable				1.00%
<u>Date of Note</u>	<u>Maturity Date</u>	<u>Original Loan Amount</u>	<u>Description of Consideration</u>	<u>FMV of Consideration</u>
10/07/05	12/31/12	10,000,000.		0.

Security Provided by Borrower Purpose of Loan

<u>Relationship of Borrower</u>	<u>Balance Due</u>	<u>Doubtful Acct Allowance</u>	<u>FMV of Loan</u>
	8,234,312.	5,387,212.	2,847,100.

<u>Borrower's Name</u>			<u>Terms of Repayment</u>	<u>Interest Rate</u>
Notes Receivable				1.00%
<u>Date of Note</u>	<u>Maturity Date</u>	<u>Original Loan Amount</u>	<u>Description of Consideration</u>	<u>FMV of Consideration</u>
10/07/05	12/31/12	7,000,000.		0.

Security Provided by Borrower Purpose of Loan

<u>Relationship of Borrower</u>	<u>Balance Due</u>	<u>Doubtful Acct Allowance</u>	<u>FMV of Loan</u>
	7,000,000.	4,579,700.	2,420,300.

Borrower's Name			Terms of Repayment	Interest Rate
Line of Credit			Principal and interest due at maturity	1.00%
Date of Note	Maturity Date	Original Loan Amount	Description of Consideration	FMV of Consideration
05/01/06	12/31/12	8,707,000.		0.
Security Provided by Borrower			Purpose of Loan	

Relationship of Borrower	Balance Due	Doubtful Acct Allowance	FMV of Loan
	3,460,980.	2,264,280.	1,196,700.
Total to Form 990-PF, Part II, line 7	18,695,292.	12,231,192.	6,464,100.

Form 990-PF	U.S. and State/City Government Obligations	Statement	10
-------------	--	-----------	----

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
MFO Templeton Inc TR Global Bond	X		0.	0.
MFO Vanguard International Treasury	X		0.	0.
MFO CRA Qualified Investment Fund		X	3,498,844.	3,498,844.
MFO Doubleline Total Return Bond Fund	X		12,652,401.	12,652,401.
MFO Pimco Global Adv Strategy Bond	X		6,005,900.	6,005,900.
Total U.S. Government Obligations			18,658,301.	18,658,301.
Total State and Municipal Government Obligations			3,498,844.	3,498,844.
Total to Form 990-PF, Part II, line 10a			22,157,145.	22,157,145.

Form 990-PF	Corporate Stock	Statement 11
-------------	-----------------	--------------

Description	Book Value	Fair Market Value
MFC Ishares Russell 1000 Growth Index	0.	0.
MFC Ishares Russell 2000 Index	0.	0.
MFC Ishares TR MSCI EAFE Growth Index	0.	0.
MFC Ishares TR Russell Midcap Index	9,209,733.	9,209,733.
MFC Ishares TR S&P 100 Index FD	0.	0.
MFC Ishares TR S&P 500 Index FD	0.	0.
MFC Powershares DB Commodity Index	3,118,305.	3,118,305.
MFC Vanguard Pacific ETF	0.	0.
MFO AQR International Equity Fund	7,159,230.	7,159,230.
MFO DFA Emerging Markets Value	8,500,997.	8,500,997.
MFO DFA Invt DIM. GRP. Emerging Mkts Small CAP	5,698,161.	5,698,161.
MFO DFA Invt DIM. GRP. Intl Small CAP Val	7,057,121.	7,057,121.
MFO DFA US Small Cap Value Portfolio	10,664,414.	10,664,414.
MFO Dimensional FD Advisors Int Value	0.	0.
MFO Pimco FDS Fundamental Index Plus	12,906,994.	12,906,994.
MFO Schwab International Large Co Index	6,905,365.	6,905,365.
Total to Form 990-PF, Part II, line 10b	71,220,320.	71,220,320.

Form 990-PF	Corporate Bonds	Statement 12
-------------	-----------------	--------------

Description	Book Value	Fair Market Value
MFO Loomis Sayles Fixed Income	6,041,856.	6,041,856.
MFO Pimco FDS PAC Invt Mgmt Series	0.	0.
Total to Form 990-PF, Part II, line 10c	6,041,856.	6,041,856.

Form 990-PF	Other Investments	Statement 13
-------------	-------------------	--------------

Description	Valuation Method	Book Value	Fair Market Value
Beacon Capital Strategic Partners V	FMV	952,650.	952,650.
Beacon Capital Strategic Partners VI	FMV	1,366,630.	1,366,630.
CF Quellos Alpha Engine SPV - B	FMV	473,255.	473,255.
CF Quellos Alpha Engine SPV - C	FMV	7,704.	7,704.
CF Quellos Alpha Engine SPV - D	FMV	12,779.	12,779.
Commonfund Distressed Debt Partners II, L.P.	FMV	731,790.	731,790.

Gaylord and Dorothy Donnelley Foundation

36-6108460

Covenant Apartment Fund VI	FMV	2,873,713.	2,873,713.
Ecosystem Investment Partners II, LP	FMV	385,431.	385,431.
FEG Private Opportunities Fund	FMV	4,094,110.	4,094,110.
HBK Offshore FD CL	FMV	4,940,250.	4,940,250.
Kayne Anderson Mid-Stream Energy	FMV	3,111,811.	3,111,811.
Kelso Investment Associates VIII, (IGPS)	FMV	425,426.	425,426.
Kelso Investment Associates VIII, LP	FMV	467,847.	467,847.
KIA VIII (Cayman), LP	FMV	0.	0.
KIA VIII (International), LP	FMV	694,346.	694,346.
KIA VIII (Sentinel), LP	FMV	29,299.	29,299.
KIA VIII (HM), LP	FMV	117,130.	117,130.
KIA VIII (SOP), LP	FMV	96,857.	96,857.
KIA VIII (T LITE), LP	FMV	66,958.	66,958.
Lyme Forest Fund, LP	FMV	1,818,683.	1,818,683.
Lyme Forest Fund III, LP	FMV	309,737.	309,737.
M. Kingdon Offshore FD, LTD.	FMV	0.	0.
MAP 2006, LP	FMV	2,337,091.	2,337,091.
MAP 2009, LP	FMV	1,597,825.	1,597,825.
MAP 2012, LP	FMV	634,057.	634,057.
Northgate IV, LP	FMV	2,430,210.	2,430,210.
Pointer Offshore LTD.	FMV	8,178,367.	8,178,367.
Private Advisors Small CO Buyout II	FMV	1,342,680.	1,342,680.
Private Advisors Stable Value Fund	FMV	6,637,859.	6,637,859.
Siguler Guff Distressed Opportunities	FMV	2,980,838.	2,980,838.
Stark - Shepherd CL Hedge Funds	FMV	652,124.	652,124.
VCFA Private Equity Partners IV	FMV	1,346,758.	1,346,758.
FEG Absolute Access TEI Fund LLC	FMV	2,939,178.	2,939,178.
FEG Equity Access Ltd.	FMV	7,413,138.	7,413,138.
Kelso Investment Assoc Fund VIII Chariot	FMV	68,079.	68,079.
Kelso Investment Assoc Fund VIII Deepwater	FMV	20,936.	20,936.
Total to Form 990-PF, Part II, line 13		61,555,546.	61,555,546.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 14

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Furniture	72,570.	71,450.	1,120.
Equipment	232,686.	204,158.	28,528.
Leasehold Improvements	186,468.	129,028.	57,440.
Total To Fm 990-PF, Part II, ln 14	491,724.	404,636.	87,088.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 15

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Julia Antonatos 35 E. Wacker Drive, Suite 2600 Chicago, IL 60601	Director 2.00	836.	0.	0.
Timothy Brown 35 E. Wacker Drive, Suite 2600 Chicago, IL 60601	Director 2.00	0.	0.	0.
Sir Peter Crane 35 E. Wacker Drive, Suite 2600 Chicago, IL 60601	Director 2.00	0.	0.	0.
Ceara Donnelley 35 E. Wacker Drive, Suite 2600 Chicago, IL 60601	Director 2.00	0.	0.	0.
Laura Donnelley 35 E. Wacker Drive, Suite 2600 Chicago, IL 60601	Director, Chairperson 3.00	0.	0.	0.
Shawn M. Donnelley 35 E. Wacker Drive, Suite 2600 Chicago, IL 60601	Director, Secretary & Chairperson 2.00	0.	0.	0.
Vivian Donnelley 35 E. Wacker Drive, Suite 2600 Chicago, IL 60601	Director 2.00	0.	0.	0.
Charles G. Lane 35 E. Wacker Drive, Suite 2600 Chicago, IL 60601	Director 2.00	832.	0.	0.
Cheryl Mayberry McKissack 35 E. Wacker Drive, Suite 2600 Chicago, IL 60601	Director 2.00	0.	0.	0.
John H. Rashford 35 E. Wacker Drive, Suite 2600 Chicago, IL 60601	Director 2.00	832.	0.	0.
Alex Shuford 35 E. Wacker Drive, Suite 2600 Chicago, IL 60601	Director 2.00	728.	0.	0.

Gaylord and Dorothy Donnelley Foundation

36-6108460

Max E. Wheeler	Director			
35 E. Wacker Drive, Suite 2600	2.00	0.	0.	0.
Chicago, IL 60601				
Mimi Wheeler	Director			
35 E. Wacker Drive, Suite 2600	2.00	750.	0.	0.
Chicago, IL 60601				
Judith Stockdale*	Executive Director & Asst. Secretary			
35 E. Wacker Drive, Suite 2600	40.00	219,600.	51,291.	0.
Chicago, IL 60601				
Thomas Trinley*	Dir. Finance & Admin. & Asst. Treasurer			
35 E. Wacker Drive, Suite 2600	40.00	143,000.	45,331.	0.
Chicago, IL 60601				
Totals included on 990-PF, Page 6, Part VIII		366,578.	96,622.	0.

Ms. Stockdale and Mr. Trinley are professional staff and do not have board voting privileges. Staff salaries are reviewed annually by comparing compensation of similar-sized foundations using the Council on Foundations' Salary and Benefits Survey, the Foundation Financial Officers Group Compensation Database as well as a survey jointly commissioned by several U.S. foundations.

990PF, PART XV - APPLICATION INFORMATION

Submittal Instructions

Organizations apply for grants using an online system (Microedge GIFTS) linked from the foundation's website (www.gddf.org). If an organization is new to the online system, it is prompted to create a new account. Returning applicants log in using an email and password chosen the last time an application was submitted. Applicants can save and return to the application at their leisure, email drafts to others for review, and submit applications and reports. After a proposal application is submitted, an instant confirmation and a copy of the submitted proposal is emailed. Proposals are reviewed for the foundation's March, July and November board meetings. To be reviewed for a specific board meeting, a complete proposal must be submitted via the online system by 11:59pm ET on the deadlines posted at gddf.org.

Submittal Deadlines

Proposals are reviewed for the foundation's March, July and November board meetings. To be reviewed for a specific board meeting, a complete proposal must be submitted via the online system by 11:59pm ET on the deadlines posted at gddf.org. Specific deadlines are updated regularly on the foundation's website: www.gddf.org.

Program Areas

A **healthy natural environment** is crucial to healthy human communities, but natural land is scarce, threatened and, once lost, may be gone forever. We support long-term partnerships that bring together people from diverse backgrounds who value, nurture and protect the natural environment.

The foundation's work is designed to advance the following strategies.

- Preserve, restore and protect strategic lands that contribute to the health of the regional ecosystem.
- Build and support constituencies that value and engage in land stewardship

Vibrant arts make for vibrant communities. We encourage **artistic vitality** by nurturing excellence, participation, and appreciation in the professional arts using the following strategies:

- Supporting professional arts organizations that create excellent and innovative art.
- Creating lasting public access to significant collections that illuminate the cultural heritage of our two regions.

General Guidelines

- We accept unsolicited proposals only from 501(c)(3) public charities involved in Land Conservation and Artistic Vitality in the Chicago Region and Lowcountry of South Carolina
- We occasionally support projects from government entities, but those agencies should call before applying.
- Organizations must have completed at least one full fiscal year of operations before applying.
- We do not have a Letter of Intent (LOI) process, so if you have a question, please call.
- We do not accept unsolicited proposals for endowments, capital campaigns, or debt reduction.
- For project grants, we prefer to support direct costs only. However, we will consider indirect costs that are both critical to achieve stated outcomes and appropriately scaled to the project.

We do not support:

- individuals, religious activities, political campaigns, or political lobbying.
- stand-alone conferences, publications, films, events, websites, or videos.

Land Conservation Guidelines

- We do not make grants for land purchases.
- We do not accept unsolicited proposals for environmental education.

Artistic Vitality Guidelines

In the Chicago Region:

- We accept proposals for general operations only.
- We award grants only to professional arts organizations with annual expenses less than \$1 million.
- We do not accept proposals from amateur or community arts groups
- We do not support groups that are legally, financially, or operationally part of a larger institution, e.g. the art department of a college.
- We do not support organizations primarily focused on arts education or social service
- Arts service or support organizations should call before applying.

In the Lowcountry of South Carolina, we give priority to proposals from organizations in Charleston, Berkeley, or For Collections:

- Grants are made for projects only, not for general operations.
- We do not make grants for one-time exhibitions.
- We do not support existing staff salaries or indirect costs
- All Illinois applicants are required to participate in the Illinois Cultural Data Project (ICDP).

Gaylord and Dorothy Donnelley Foundation
Form 990-PF, Part XV, Line 3: Supplemental Information
Current Year Paid and Future Commitments by Program Area

Organization Grant Total and Term (in Months) Request ID/Ref Num.	Grant Total	Paid Prior Years	Paid YTD	2012	Scheduled Payments 2013	2014	Remaining Balance
Artistic Vitality							
Serendipity Theatre Co Chicago, IL Awarded \$4,000 over 12 months <i>general operations</i> 2011413/2012-002	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00
500 Clown Chicago, IL Awarded \$5,000 over 12 months <i>general operations</i> 2011414/2012-003	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
A Red Orchid Theatre Chicago, IL Awarded \$5,000 over 12 months <i>general operations</i> 2012170/2012-170	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
About Face Theatre Chicago, IL Awarded \$10,000 over 12 months <i>general operations</i> 2011415/2012-004	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Accessible Contemporary Music Chicago, IL Awarded \$5,000 over 12 months <i>general operations</i> 2012199/2012-199	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Actors Theatre of South Carolina Folly Beach, South Carolina Awarded \$7,500 over 12 months <i>general operations</i> 2011367/2011-367	\$7,500 00	\$0 00	\$7,500 00	\$0 00	\$0 00	\$0 00	\$0 00
AMEBA Acrobatic & Aerial Dance Chicago, IL Awarded \$5,000 over 12 months <i>general operations</i> 2011417/2012-006	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
ARC Gallery-Educational Foundation Chicago, IL Awarded \$5,000 over 12 months	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00

<i>general operations</i> 2012185/2012-185	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Arts Viva Libertyville, IL Awarded \$6,000 over 12 months								
<i>general operations</i> 2012197/2012-197								
Art Forms and Theatre Concepts, Inc Charleston, South Carolina Awarded \$5,000 over 12 months	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
<i>general operations</i> 2011268/2011-268								
The Artistic Home Acting Ensemble Chicago, IL Awarded \$5,000 over 12 months	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
<i>general operations</i> 2011420/2012-009								
Arts & Business Council of Chicago Chicago, IL Awarded \$10,000 over 12 months	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
<i>general operations</i> 2012195/2012-195								
Illinois Arts Alliance Chicago, IL Awarded \$7,000 over 12 months	\$7,000 00	\$0 00	\$7,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
<i>general operations</i> 2012295/2012-295								
The Arts Council of Beaufort County Beaufort, SC Awarded \$15,000 over 12 months	\$15,000 00	\$0 00	\$15,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
<i>general operations</i> 2011421/2012-010								
Audience Architects Chicago, IL Awarded \$6,000 over 12 months	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
<i>general operations</i> 2012215/2012-215								
Vicarious Theatre Company Chicago, IL Awarded \$3,000 over 12 months	\$3,000 00	\$0 00	\$3,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
<i>general operations</i> 2012356/2012-356								
Baroque Band CHICAGO, IL Awarded \$6,000 over 12 months	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
<i>general operations</i> 2012150/2012-150								
Batavia Artists Association Batavia, IL Awarded \$6,000 over 12 months	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

Awarded \$15,000 over 12 months general operations 2012313/2012-313	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Charleston Stage Company Charleston, SC Awarded \$20,000 over 12 months general operations 2011429/2012-018	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Charleston Symphony Orchestra Charleston, SC Awarded \$20,000 over 12 months general operations 2011430/2012-019	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago a cappella Chicago, IL Awarded \$7,500 over 12 months general operations 2012301/2012-301	\$7,500 00	\$0 00	\$7,500 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago Academy of Sciences Chicago, IL Awarded \$35,000 over 12 months the academy's motion film collection 2011431/2012-020	\$35,000 00	\$0 00	\$35,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago Artists Coalition Chicago, IL Awarded \$7,000 over 12 months general operations 2012187/2012-187	\$7,000 00	\$0 00	\$7,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago Arts Orchestra Chicago, IL Awarded \$3,000 over 12 months general operations 2012217/2012-217	\$3,000 00	\$0 00	\$3,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
The Chicago Chamber Musicians Chicago, IL Awarded \$11,000 over 12 months general operations 2011484/2012-073	\$11,000 00	\$0 00	\$11,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago Community Trust Chicago, IL Awarded \$180,000 over 12 months Arts Work Fund 2011499/2012-088	\$180,000 00	\$0 00	\$180,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago Community Trust Chicago, IL Awarded \$180,000 over 12 months Arts Work Fund for Organizational 2012378/2012-378	\$180,000 00	\$0 00	\$0 00	\$0 00	\$180,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago Cultural Alliance Chicago, IL	\$112,932 00	\$51,146 00	\$61,786 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

Awarded \$112,932 over 24 months
Preserving the History and Diversity of
Chicago's Ethnic Communities
2010323/2010-323

Chicago Cultural Alliance
Chicago, IL

Awarded \$52,000 over 12 months
Preserving the History and Diversity of
Chicago's Ethnic Communities
2012302/2012-302

Chicago Dance Crash NFP

Chicago, IL
Awarded \$4,000 over 12 months
general operations
2011435/2012-024

Project Danstheatre Company

Chicago, IL
Awarded \$3,000 over 12 months
general operations
2011437/2012-026

Chicago Dramatists

Chicago, IL
Awarded \$10,000 over 12 months
general operations
2012171/2012-171

Chicago Film Archives

Chicago, IL
Awarded \$23,700 over 12 months
Phase 1 of Processing the Ruth Page
2012303/2012-303

Chicago Filmmakers

Chicago, IL
Awarded \$7,500 over 12 months
general operations
2012191/2012-191

Chicago History Museum

Chicago, IL
Awarded \$36,500 over 12 months
Preserving the Nitrate Film Collections
2012304/2012-304

Chicago Human Rhythm Project

Chicago, IL
Awarded \$120,000 over 36 months
The Collaborative Space for Sustainable
Development (CSSD)
2011007/2011-007

Chicago Human Rhythm Project

Chicago, IL
Awarded \$10,000 over 12 months
general operations
2011281/2011-281

\$0 00

\$0 00

\$0 00

\$0 00

\$52,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$0 00

\$4,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$0 00

\$3,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$0 00

\$10,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$0 00

\$23,700 00

\$0 00

\$0 00

\$0 00

\$0 00

\$0 00

\$7,500 00

\$0 00

\$0 00

\$0 00

\$36,500 00

\$0 00

\$0 00

\$0 00

\$0 00

\$35,000 00

\$0 00

\$40,000 00

\$45,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$10,000 00

\$0 00

Chicago Human Rhythm Project Chicago, IL Awarded \$10,000 over 12 months general operations 2012305/2012-305	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago Jazz Orchestra Association Skokie, IL Awarded \$5,000 over 12 months general operations 2012218/2012-218	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago Jazz Philharmonic Chicago, IL Awarded \$5,000 over 12 months general operations 2012219/2012-219	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
The Chicago Moving Company Chicago, IL Awarded \$5,000 over 12 months general operations 2012146/2012-146	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago Public Library Foundation Chicago, IL Awarded \$60,000 over 24 months Chicago Theater Playbill Collection (1848-1972) Preservation and Public Access 2009456/2010-025	\$60,000 00	\$30,000 00	\$30,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago Public Library Foundation Chicago, IL Awarded \$80,000 over 24 months Processing Archives at Vivian G. Harsh Collection of Afro-American History and 2011120/2011-120	\$80,000 00	\$40,000 00	\$40,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago Tap Theatre Chicago, IL Awarded \$6,000 over 12 months general operations 2011433/2012-022	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Chinese Fine Arts Society Chicago, IL Awarded \$5,000 over 12 months general operations 2012220/2012-220	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
City Lit Theatre Company Chicago, IL Awarded \$5,000 over 12 months general operations 2012184/2012-184	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Clinard Dance Theatre Chicago, IL Awarded \$3,000 over 12 months	\$3,000 00	\$0 00	\$3,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

Dance Loop Chicago Piano, Illinois Awarded \$3,000 over 12 months general operations 2012183/2012-183	\$3,000 00	\$0 00	\$3,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Eclipse Theatre Company Chicago, IL Awarded \$4,000 over 12 months general operations 2011438/2012-027	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Eighth Blackbird Performing Arts Association Chicago, IL Awarded \$5,000 over 12 months general operations 2012221/2012-221	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Elastic Arts Foundation Chicago, IL Awarded \$3,000 over 12 months general operations 2011444/2012-033	\$3,000 00	\$0 00	\$3,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Elements Contemporary Ballet Nfp Chicago, IL Awarded \$4,000 over 12 months general operations 2011445/2012-034	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Elmhurst Art Museum Elmhurst, IL Awarded \$7,000 over 12 months general operations 2012222/2012-222	\$7,000 00	\$0 00	\$7,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Elmhurst Symphony Association Elmhurst, IL Awarded \$5,000 over 12 months general operations 2012318/2012-318	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Experimental Sound Studio Chicago, IL Awarded \$6,000 over 12 months general operations 2011291/2011-291	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Fifth House Ensemble Chicago, IL Awarded \$6,000 over 12 months general operations 2011123/2011-123	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Fifth House Ensemble Chicago, IL Awarded \$6,000 over 12 months general operations 2012147/2012-147	\$6,000 00	\$0 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

Fine Line Creative Arts Center Saint Charles, IL Awarded \$6,000 over 12 months general operations 2011446/2012-035	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
First Folio Theatre Clarendon Hills, IL Awarded \$5,000 over 12 months general operations 2012164/2012-164	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Footlight Players Charleston, SC Awarded \$30,000 over 24 months general operations 2011039/2011-039	\$30,000 00	\$15,000 00	\$15,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Franklin G. Burroughs-Simeon B. Chaplin Art Museum Myrtle Beach, SC Awarded \$15,000 over 24 months general operations 2011292/2011-292	\$15,000 00	\$0 00	\$10,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Fulcrum Point New Music Project Chicago, IL Awarded \$7,500 over 12 months general operations 2011443/2012-032	\$7,500 00	\$0 00	\$7,500 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Fund for Innovative TV Chicago, IL Awarded \$179,000 over 36 months New Ways to Preserve and Share Chicago's Africanist Heritage 2011057/2011-057	\$179,000 00	\$79,000 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00	\$0 00	\$0 00	\$0 00
The Gift Theatre Company Chicago, IL Awarded \$5,000 over 12 months general operations 2011350/2011-350	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Gus Giordanos Jazz Dance Chicago Inc Chicago, IL Awarded \$9,000 over 12 months general operations 2011450/2012-039	\$9,000 00	\$0 00	\$9,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Griffin Theatre Company Chicago, IL Awarded \$6,000 over 12 months general operations 2012320/2012-320	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Guild Complex Chicago, IL Awarded \$10,000 over 12 months	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

Jazz Artists Of Charleston Charleston, SC Awarded \$7,500 over 12 months general operations 2011448/2012-037	\$7,500 00	\$0 00	\$7,500 00	\$0 00	\$0 00	\$0 00	\$0 00
Jazz Institute of Chicago Chicago, IL Awarded \$10,000 over 12 months general operations 2011303/2011-303	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Jazz Institute of Chicago Chicago, IL Awarded \$15,000 over 12 months Sponsorship of 2012 Chicago Jazz Festival 2012140/2012-140	\$15,000 00	\$0 00	\$15,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Jazz Institute of Chicago Chicago, IL Awarded \$10,000 over 12 months general operations 2012326/2012-326	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Jump Rhythm Jazz Project Chicago, IL Awarded \$5,000 over 12 months general operations 2011454/2012-043	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Kalapriya Foundation, Center for Indian Performing Arts Chicago, IL Awarded \$5,000 over 12 months general operations 2012327/2012-327	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Kartemquin Educational Films Chicago, IL Awarded \$60,000 over 24 months stabilization and catalog creation of the Fluorinational Films Archive 2011168/2011-168	\$60,000 00	\$30,000 00	\$30,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Lakeside Singers Inc. Evanston, IL Awarded \$5,000 over 12 months general operations 2011305/2011-305	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Lakeside Singers Inc. Evanston, IL Awarded \$5,000 over 12 months general operations 2012328/2012-328	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Lawyers for the Creative Arts Chicago, Illinois	\$7,500 00	\$0 00	\$7,500 00	\$0 00	\$0 00	\$0 00	\$0 00

Awarded \$7,500 over 12 months general operations 2011306/2011-306	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
League of Charleston Theatres Charleston, SC Awarded \$25,000 over 12 months general operations 2011456/2012-045	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
League of Chicago Theatres Foundation Chicago, IL Awarded \$10,000 over 12 months general operations 2012329/2012-329	\$52,000 00	\$40,000 00	\$12,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Lewis University Romeoville, IL Awarded \$52,000 over 36 months Expanding Access to Lewis University's Canal and Renowned Historic Special Collections 2009308/2010-049	\$11,000 00	\$0 00	\$11,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Lifeline Theatre Chicago, IL Awarded \$11,000 over 12 months general operations 2012148/2012-148	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Links Hall Inc. Chicago, IL Awarded \$10,000 over 12 months general operations 2011201/2011-201	\$21,000 00	\$0 00	\$6,000 00	\$0 00	\$15,000 00	\$0 00	\$0 00	\$0 00
Links Hall Inc. Chicago, IL Awarded \$21,000 over 12 months general operations 2012200/2012-200	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Livewire Chicago Chicago, IL Awarded \$6,000 over 12 months general operations 2012172/2012-172	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Long Bay Symphonic Society Myrtle Beach, SC Awarded \$65,000 over 24 months general operations 2010445/2011-002	\$30,000 00	\$35,000 00	\$30,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Long Bay Symphonic Society	\$30,000 00	\$0 00	\$0 00	\$0 00	\$20,000 00	\$10,000 00	\$0 00	\$0 00

Myrtle Beach, SC Awarded \$30,000 over 24 months general operations 2011534/2012-123	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Lucky Plush Productions Riverside, IL Awarded \$5,000 over 12 months general operations 2011457/2012-046	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Mad Shak Dance Company Chicago, IL Awarded \$5,000 over 12 months general operations 2012227/2012-227	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Make Literary Productions NFP CHICAGO, IL Awarded \$4,000 over 12 months general operations 2012226/2012-226	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Mordine & Company Chicago, IL Awarded \$4,000 over 12 months general operations 2012330/2012-330	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Muntu Dance Theatre Chicago, IL Awarded \$10,000 over 12 months general operations 2011458/2012-047	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00
National Museum of Mexican Art Chicago, IL Awarded \$59,625 over 24 months digitizing the NMMA's permanent collection 2010317/2010-317	\$59,625 00	\$38,625 00	\$21,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Natya Dance Theatre Chicago, IL Awarded \$7,000 over 12 months general operations 2011319/2011-319	\$7,000 00	\$0 00	\$7,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Natya Dance Theatre Chicago, IL Awarded \$8,000 over 12 months general operations 2012331/2012-331	\$8,000 00	\$0 00	\$8,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Neo-Futurists Chicago, IL Awarded \$7,500 over 12 months general operations 2012208/2012-208	\$7,500 00	\$0 00	\$7,500 00	\$0 00	\$0 00	\$0 00	\$0 00
New Millennium Theatre Company	\$3,000 00	\$0 00	\$3,000 00	\$0 00	\$0 00	\$0 00	\$0 00

Chicago, IL Awarded \$3,000 over 12 months general operations 2011321/2011-321	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
New Millennium Orchestra Of Chicago Chicago, IL Awarded \$4,000 over 12 months general operations 2012193/2012-193	\$7,500 00	\$0 00	\$7,500 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Next Theater Company Evanston, IL Awarded \$7,500 over 12 months general operations 2012332/2012-332	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Northbrook Symphony Orchestra Northbrook, IL Awarded \$6,000 over 12 months general operations 2011469/2012-058	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Oistrach Symphony Orchestra Chicago, IL Awarded \$4,000 over 12 months general operations 2011470/2012-059	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Orion Chamber Ensemble Addison, IL Awarded \$4,000 over 12 months general operations 2011326/2011-326	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Orion Chamber Ensemble Addison, IL Awarded \$4,000 over 12 months general operations 2012354/2012-354	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Pegasus Players Chicago, IL Awarded \$6,000 over 12 months general operations 2011028/2011-028	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Pegasus Players Chicago, IL Awarded \$6,000 over 12 months general operations 2012154/2012-154	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
The Pew Charitable Trusts Philadelphia, PA Awarded \$40,000 over 12 months the Illinois Cultural Data Project 2011498/2012-087	\$40,000 00	\$0 00	\$40,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
PH Productions	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

Chicago, IL
Awarded \$4,000 over 12 months
general operations
2012238/2012-238

PianoForte Foundation NFP

Chicago, IL
Awarded \$5,000 over 12 months
general operations
2012355/2012-355

Piven Theatre Workshop

Evanston, IL
Awarded \$6,000 over 12 months
general operations
2012349/2012-349

Porchlight Theater Ensemble

Chicago, IL
Awarded \$8,000 over 12 months
general operations
2011472/2012-061

Portoluz

Chicago, IL
Awarded \$4,000 over 12 months
general operations
2011468/2012-057

Pure Theatre

Charleston, SC
Awarded \$10,000 over 12 months
general operations
2012231/2012-231

The Ragdale Foundation

Lake Forest, IL
Awarded \$7,000 over 12 months
general operations
2012176/2012-176

Raven Theatre Company

Chicago, IL
Awarded \$9,000 over 12 months
general operations
2012155/2012-155

Red Clay Dance Company Inc

Chicago, IL
Awarded \$3,000 over 12 months
general operations
2012343/2012-343

Red Tape Theatre Company

Chicago, IL
Awarded \$4,000 over 12 months
general operations
2012350/2012-350

\$0 00

\$0 00

\$0 00

\$0 00

\$5,000 00

\$0 00

\$5,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$6,000 00

\$0 00

\$6,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$8,000 00

\$0 00

\$8,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$4,000 00

\$0 00

\$4,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$10,000 00

\$0 00

\$10,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$7,000 00

\$0 00

\$7,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$9,000 00

\$0 00

\$9,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$3,000 00

\$0 00

\$3,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$4,000 00

\$0 00

\$4,000 00

Redtwist Theatre Chicago, IL Awarded \$5,000 over 12 months general operations 2012161/2012-161	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Redux Studios Charleston, SC Awarded \$10,000 over 12 months general operations 2012206/2012-206	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Rembrandt Chamber Players Chicago, IL Awarded \$4,000 over 12 months general operations 2012156/2012-156	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Remy Bumpo Theatre Company Chicago, IL Awarded \$12,000 over 12 months general operations 2011476/2012-065	\$12,000 00	\$0 00	\$12,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Rivendell Theatre Ensemble Chicago, IL Awarded \$10,000 over 12 months general operations 2011170/2011-170	\$10,000 00	\$5,000 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Rivendell Theatre Ensemble Chicago, IL Awarded \$7,000 over 12 months general operations 2012173/2012-173	\$7,000 00	\$0 00	\$7,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Roots and Culture Contemporary Art Center Chicago, IL Awarded \$4,000 over 12 months general operations 2012157/2012-157	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
The Ruckus Theater Chicago, IL Awarded \$3,000 over 12 months general operations 2012211/2012-211	\$3,000 00	\$0 00	\$3,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Same Planet Different World Chicago, IL Awarded \$4,000 over 12 months general operations 2011477/2012-066	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Sculpture in the South Summerville, SC Awarded \$15,000 over 24 months general operations 2010276/2010-276	\$15,000 00	\$7,500 00	\$7,500 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

The Seldoms Chicago, IL Awarded \$4,000 over 12 months <i>general operations</i> 2011354/2011-354	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Shattered Globe Theatre Chicago, IL Awarded \$5,000 over 12 months <i>general operations</i> 2011473/2012-062	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Shaw Chicago Theatre Company Chicago, IL Awarded \$5,000 over 12 months <i>general operations</i> 2012344/2012-344	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Sideshow Theatre Company of Chicago, IL Chicago, IL Awarded \$4,000 over 12 months <i>general operations</i> 2012228/2012-228	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Signal Ensemble Theatre Chicago, IL Awarded \$5,000 over 12 months <i>general operations</i> 2012351/2012-351	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Gillourey Institute Chicago, IL Awarded \$7,000 over 12 months <i>general operations</i> 2012192/2012-192	\$7,000 00	\$0 00	\$7,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Marigold Arts Development Inc North Charleston, SC Awarded \$3,000 over 12 months <i>general operations</i> 2011313/2011-313	\$3,000 00	\$0 00	\$3,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Space Movement Project Chicago, IL Awarded \$3,000 over 12 months <i>general operations</i> 2011342/2011-342	\$3,000 00	\$0 00	\$3,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Space Movement Project Chicago, IL Awarded \$3,000 over 12 months <i>general operations</i> 2012346/2012-346	\$3,000 00	\$0 00	\$3,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Spoleto Festival, U.S.A. Charleston, SC Awarded \$35,000 over 12 months <i>general operations</i> 2011343/2011-343	\$35,000 00	\$0 00	\$35,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

[illegible]

Theatre Seven of Chicago Chicago, IL Awarded \$4,000 over 12 months <i>general operations</i> 2012210/2012-210	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00
Third Coast Percussion Chicago, IL Awarded \$4,000 over 12 months <i>general operations</i> 2011483/2012-072	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00
Thodos Dance Chicago Chicago, IL Awarded \$10,000 over 12 months <i>general operations</i> 2011213/2011-213	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00
Thodos Dance Chicago Chicago, IL Awarded \$7,500 over 12 months <i>general operations</i> 2012169/2012-169	\$7,500 00	\$0 00	\$7,500 00	\$0 00	\$0 00	\$0 00
ThreeWalls Chicago, IL Awarded \$6,000 over 12 months <i>general operations</i> 2012177/2012-177	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00
Timeline Theatre Company Chicago, Illinois Awarded \$7,500 over 12 months <i>general operations</i> 2011489/2012-078	\$7,500 00	\$0 00	\$7,500 00	\$0 00	\$0 00	\$0 00
Trap Door Productions Chicago, IL Awarded \$4,000 over 12 months <i>general operations</i> 2011490/2012-079	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00
Utopian Theatre Asylum Chicago, IL Awarded \$4,000 over 12 months <i>general operations</i> 2012347/2012-347	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00
Ukrainian Institute of Modern Art Chicago, IL Awarded \$5,000 over 12 months <i>general operations</i> 2011357/2011-357	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00
Ukrainian Institute of Modern Art Chicago, IL Awarded \$6,000 over 12 months <i>general operations</i> 2012353/2012-353	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00

Waterboro, SC Awarded \$5,000 over 12 months 2012260/2012-260	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Columbia University New York, NY Awarded \$10,000 over 12 months 2012262/2012-262	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Dalton Schools Inc. New York, NY Awarded \$5,000 over 12 months 2012398/2012-398	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Delta Institute Chicago, IL Awarded \$5,000 over 12 months 2011537/2012-126	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Ducks Unlimited, Inc. North Charleston, SC Awarded \$10,000 over 12 months <i>Awarded \$10,000 over 12 months for general operations (\$5,000) and the Rice and Ducks book (\$5,000)</i> 2012278/2012-278	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Fisk University Nashville, TN Awarded \$10,000 over 12 months 2012261/2012-261	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Friends of Green Chimneys Brewster, NY Awarded \$5,000 over 12 months 2012393/2012-393	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Friends of the Rivers Bluffton, SC Awarded \$1,000 over 12 months 2010399/2010-399	\$1,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$1,000 00	
Chicago Theatre Group, Inc./The Goodman Theatre Chicago, Illinois Awarded \$25,000 over 12 months 2011536/2012-125	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Historic Beaufort Foundation Beaufort, SC Awarded \$5,000 over 12 months 2012273/2012-273	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
The Historymakers Chicago, IL Awarded \$5,000 over 12 months 2012405/2012-405	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Evangelical Lutheran Church In America New York, New York	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

Awarded \$10,000 over 12 months
2012401/2012-401

Howard University
Washington, DC
Awarded \$5,000 over 12 months
The Brainwash Resolution Project
2012265/2012-265

Huron Wildlife Foundation Inc.
Ann Arbor, MI
Awarded \$2,500 over 12 months
2012383/2012-383

Hyde Park Art Center
Chicago, IL
Awarded \$5,000 over 12 months
2012382/2012-382

International Crane Foundation
Baraboo, WI
Awarded \$5,000 over 12 months
2012277/2012-277

Jazz Artists Of Charleston
Charleston, SC
Awarded \$5,000 over 12 months
*for development of Roots Musik Karamu
Recording Studio*
2011257/2011-257

Jazz Artists Of Charleston
Charleston, SC
Awarded \$2,500 over 12 months
2012269/2012-269

John G. Shedd Aquarium
Chicago, IL
Awarded \$5,000 over 12 months
2012266/2012-266

John Marshall Law School Foundation
Veterans Legal Summit Center and Clinic
Chicago, Illinois
Awarded \$2,500 over 12 months
2012395/2012-395

John Marshall Law School Foundation
Veterans Legal Summit Center and Clinic
Chicago, Illinois
Awarded \$5,000 over 12 months
2012396/2012-396

John Marshall Law School Foundation
Veterans Legal Summit Center and Clinic
Chicago, Illinois
Awarded \$10,000 over 12 months
2012408/2012-408

\$0 00

\$0 00

\$5,000 00

\$0 00

\$0 00

\$0 00

\$2,500 00

\$0 00

\$0 00

\$2,500 00

\$0 00

\$0 00

\$0 00

\$5,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$5,000 00

\$0 00

\$5,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$5,000 00

\$0 00

\$5,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$5,000 00

\$0 00

\$5,000 00

\$0 00

\$0 00

\$0 00

\$0 00

\$2,500 00

\$0 00

\$2,500 00

\$0 00

\$0 00

\$0 00

\$0 00

\$5,000 00

\$0 00

\$5,000 00

\$0 00

\$0 00

\$2,500 00

\$0 00

\$0 00

\$0 00

\$2,500 00

\$0 00

\$0 00

\$5,000 00

\$0 00

\$0 00

\$0 00

\$5,000 00

\$0 00

\$0 00

\$10,000 00

\$0 00

\$0 00

\$0 00

\$10,000 00

Kieve Effective Education, Inc. Nobleboro, ME Awarded \$5,000 over 12 months 2012255/2012-255	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Wildflower Donor Inc Austin, Texas Awarded \$6,000 over 12 months 2012135/2012-135	\$6,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Lincoln Park Zoo Chicago, IL Awarded \$5,000 over 12 months 2012252/2012-252	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Lowcountry Open Land Trust, Inc. Charleston, SC Awarded \$5,000 over 12 months <i>to be used for the Storytelling Program the will record and share the stories about the strong connection to land that exists in the 2012403/2012-403</i>	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Marwen Foundation Chicago, IL Awarded \$10,000 over 12 months 2012246/2012-246	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
McClellanville Arts Council McClellanville, SC Awarded \$1,500 over 12 months 2012404/2012-404	\$1,500 00	\$0 00	\$1,500 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Mental Health Association of Palm Beach West Palm Beach, FL Awarded \$5,000 over 12 months 2012391/2012-391	\$5,000 00	\$0 00	\$0 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Murie Center Moose, Wyoming Awarded \$5,000 over 12 months 2012276/2012-276	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
National Tropical Botanical Garden Kalaheo, Hawaii Awarded \$10,000 over 12 months 2012134/2012-134	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
National Wild Turkey Federation Edgefield, SC Awarded \$15,000 over 12 months 2012389/2012-389	\$15,000 00	\$0 00	\$15,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Nemours Plantation Wildlife Foundation Yemassee, SC Awarded \$5,000 over 12 months 2012274/2012-274	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
New Roads School	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

Santa Monica, CA Awarded \$10,000 over 12 months 2012385/2012-385	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
New Venture Fund Washington, DC Awarded \$10,000 over 12 months Climate Interactive 2012138/2012-138	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Northwestern University Feinberg School of Medicine Chicago, IL Awarded \$2,500 over 12 months to the School of Dermatology 2012394/2012-394	\$2,500 00	\$0 00	\$2,500 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Open Space Institute, Inc. New York, New York Awarded \$10,000 over 12 months to be used for the national Easement Reutilization program 2012399/2012-399	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Openlands Chicago, IL Awarded \$5,000 over 12 months 2012245/2012-245	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Outdoors Without Limits Ridgeland, South Carolina Awarded \$2,500 over 12 months 2012257/2012-257	\$2,500 00	\$0 00	\$2,500 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
PING Oak Park, IL Awarded \$4,000 over 12 months 2011539/2012-128	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Santa Monica Museum of Art Santa Monica, CA Awarded \$10,000 over 12 months 2012250/2012-250	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Santa Monica Museum of Art Santa Monica, CA Awarded \$10,000 over 12 months 2012386/2012-386	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Santa Monica Museum of Art Santa Monica, CA Awarded \$10,000 over 12 months 2012387/2012-387	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Sarabande Books Louisville, KY Awarded \$7,500 over 12 months 2011541/2012-130	\$7,500 00	\$0 00	\$7,500 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

Sculpture in the South Summerville, SC Awarded \$5,000 over 12 months 2012259/2012-259	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Society for Economic Botany St Louis, MO Awarded \$4,000 over 12 months 2012132/2012-132	\$4,000 00	\$0 00	\$4,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
South Carolina Environmental Law Project, Inc. Pawleys Island, SC Awarded \$2,500 over 12 months 2012264/2012-264	\$2,500 00	\$0 00	\$2,500 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Swamp Fox Players Georgetown, SC Awarded \$2,500 over 12 months <i>to be used by Strand Cinema to add an art house theater in the Lowcountry</i> 2012263/2012-263	\$2,500 00	\$0 00	\$2,500 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Sweetgrass Cultural Arts Festival Association Mt Pleasant, SC Awarded \$3,500 over 12 months 2012281/2012-281	\$3,500 00	\$0 00	\$3,500 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Trees Water and People Ft Collins, CO Awarded \$5,000 over 12 months 2012409/2012-409	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
The University of Chicago Medical Center Chicago, IL Awarded \$10,000 over 12 months <i>Forefront Fund</i> 2012267/2012-267	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Upstate Forever Greenville, SC Awarded \$5,000 over 12 months 2012279/2012-279	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
VTs: Visual Thinking Strategies New York, NY Awarded \$20,000 over 12 months 2012270/2012-270	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
VTs: Visual Thinking Strategies New York, NY Awarded \$10,000 over 12 months 2012410/2012-410	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Wellesley College Wellesley, Massachusetts Awarded \$5,000 over 12 months 2012251/2012-251	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Womens Initiative For Self Employment San Francisco, CA	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

Awarded \$5,000 over 12 months for programs in Chicago 2012268/2012-268 Yale University New Haven, CT Awarded \$10,000 over 12 months to the Yale Alumni Fund 2012397/2012-397	\$10,000 00	\$0 00	\$0 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$1,000 00
	\$518,500 00	\$0 00	\$457,500 00	\$0 00	\$60,000 00	\$0 00	\$0 00	\$1,000 00
Total Directed Giving (80 items)								
Employee Matching Grant								
Artstage Inc Tequesta, FL Awarded \$50 over 12 months Employee Matching Judith Stockdale 2012292/2012-292	\$50 00	\$0 00	\$50 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Cathedral Shelter of Chicago Chicago, IL Awarded \$100 over 12 months Employee matching Judith Stockdale 2011522/2012-111	\$100 00	\$0 00	\$100 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Center for Neighborhood Technology Chicago, IL Awarded \$250 over 12 months Employee matching Judith Stockdale 2011516/2012-105	\$250 00	\$0 00	\$250 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Center for Neighborhood Technology Chicago, IL Awarded \$100 over 12 months Employee Matching - Judith Stockdale 2012291/2012-291	\$100 00	\$0 00	\$100 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
The Wbez Alliance Inc Chicago, IL Awarded \$1,000 over 12 months Employee Matching - Judith Stockdale 2011531/2012-120	\$1,000 00	\$0 00	\$1,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
The Wbez Alliance Inc Chicago, IL Awarded \$933 over 12 months Employee Matching - Judith Stockdale 2013095/2013-095	\$933 00	\$0 00	\$933 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago's Green City Market Program Chicago, IL Awarded \$100 over 12 months Employee Matching - Judith Stockdale 2011530/2012-119	\$100 00	\$0 00	\$100 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Children At The Crossroads Foundation Chicago, IL	\$750 00	\$0 00	\$750 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

\$1.125 00

\$100 00

\$650 00

\$377.00

\$250 00

\$1,200.00

\$1,900.00

00 35 4

\$500 00

01/01/2019

Friends Of The Waccamaw Library Inc Pawleys Isl, SC Awarded \$500 over 12 months Employee Matching - John Sands 2012412/2012-412	\$500.00	\$0.00	\$500.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Friendship Place Inc Georgetown, SC Awarded \$250 over 12 months Employee Matching - John Sands 2012363/2012-363	\$250.00	\$0.00	\$250.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Historic Pullman Garden Club Chicago, IL Awarded \$100 over 12 months Employee matching Arthur Pearson 2011525/2012-114	\$100.00	\$0.00	\$100.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Holy Cross Faith Memorial Episcopal Church Pawleys Island, SC Awarded \$6,070 over 12 months Employee Matching - John Sands 2011510/2012-099	\$6,070.00	\$0.00	\$6,070.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Holy Cross Faith Memorial Episcopal Church Pawleys Island, SC Awarded \$8,971 over 12 months Employee Matching - John Sands 2013092/2013-092	\$8,971.00	\$0.00	\$8,971.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Illinois Environmental Council Education Fund Springfield, Illinois Awarded \$100 over 12 months Employee matching Judith Stockdale 2011518/2012-107	\$100.00	\$0.00	\$100.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Kenyon College Gambier, OH Awarded \$500 over 12 months Employee matching Judith Stockdale 2011521/2012-110	\$500.00	\$0.00	\$500.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Links Hall Inc. Chicago, IL Awarded \$400 over 12 months Employee Matching - Tom Trinley 2012234/2012-234	\$400.00	\$0.00	\$400.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Links Hall Inc Chicago, IL Awarded \$150 over 12 months Employee Matching – Tom Trinley 2013098/2013-098	\$150.00	\$0.00	\$0.00	\$150.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Midwin Tallgrass Prairie Alliance Joliet, IL Awarded \$100 over 12 months Employee Matching - Arthur Pearson 2011533/2012-122	\$100.00	\$0.00	\$100.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

Misericordia Chicago, IL Awarded \$50 over 12 months <i>Employee matching Susan Clark</i> 2011520/2012-109	\$50 00	\$0 00	\$50 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Miss Rubys Kids Georgetown, SC Awarded \$300 over 12 months <i>Employee Matching- John Sands</i> 2012242/2012-242	\$300 00	\$0 00	\$300 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Natural Land Institute Rockford, Illinois Awarded \$100 over 12 months <i>Employee Matching - Arthur Pearson</i> 2011532/2012-121	\$100 00	\$0 00	\$100 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
United States Conference of Catholic Bishops Chicago, IL Awarded \$5,740 over 12 months <i>Employee matching Mary Jo</i> 2011513/2012-102	\$5,740 00	\$0 00	\$5,740 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
United States Conference of Catholic Bishops Chicago, IL Awarded \$5,430 over 12 months <i>Employee Matching - Mary Jo Harney</i> 2013091/2013-091	\$5,430 00	\$0 00	\$5,430 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Open Books Ltd Chicago, IL Awarded \$30 over 12 months <i>Employee Matching- Susan Clark</i> 2012285/2012-285	\$30 00	\$0 00	\$30 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Openlands Chicago, IL Awarded \$1,000 over 12 months <i>Employee Matching - Judith Stockdale</i> 2011528/2012-117	\$1,000 00	\$0 00	\$1,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Openlands Chicago, IL Awarded \$1,500 over 12 months <i>Employee Matching - Judith Stockdale</i> 2013089/2013-089	\$1,500 00	\$0 00	\$1,500 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Pawleys Island Civic Club Child Development Center Pawleys Island, SC Awarded \$100 over 12 months <i>Employee Matching- John Sands</i> 2012413/2012-413	\$100 00	\$0 00	\$100 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Point Lobos Foundation Carmel, CA Awarded \$25 over 12 months <i>Employee Matching - Susan Clark</i>	\$25 00	\$0 00	\$25 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

Awarded \$150,000 over 36 months

the Habitat Conservation Program 2009240/2009-240									
National Audubon Society Harleyville, SC Awarded \$100,000 over 24 months Habitat Conservation Forested Wetlands of South Carolina 2012300/2012-300	\$100,000 00	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Barrington Area Conservation Trust Barrington Hills, IL Awarded \$99,000 over 24 months creation of a new development program and the salary of a development director 2012216/2012-216	\$99,000 00	\$0 00	\$59,000 00	\$0 00	\$40,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Beaufort County Open Land Trust Beaufort, SC Awarded \$60,000 over 24 months general operations 2011273/2011-273	\$60,000 00	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Beaufort County Open Land Trust Beaufort, SC Awarded \$50,000 over 12 months Beaufort County Rural and Critical Lands Preservation Program Eminent Domain 2011423/2012-012	\$50,000 00	\$0 00	\$50,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Center for Heirs Property Preservation Charleston, SC Awarded \$100,000 over 24 months general operations 2010443/2011-001	\$100,000 00	\$50,000 00	\$50,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Center for Heirs Property Preservation Charleston, SC Awarded \$50,000 over 12 months general operations 2012308/2012-308	\$50,000 00	\$0 00	\$0 00	\$0 00	\$50,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Center for Neighborhood Technology Chicago, IL Awarded \$70,000 over 24 months the Critical Land Use, Critical Conservation incent 2012194/2012-194	\$70,000 00	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago Horticultural Society Glencoe, IL Awarded \$30,000 over 12 months organizational development and team building for senior management of the Forest Bureau National Forest Center 2012415/2012-415	\$30,000 00	\$0 00	\$0 00	\$0 00	\$30,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Chicago Wilderness Trust Chicago, IL Awarded \$10,000 over 12 months sponsorship of the 2012 Chicago Wilderness	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

The Conservation Fund Chapel Hill, North Carolina Awarded \$4,822 over 12 months <i>transaction costs associated with the Phase II encasement on Middleton Place Plantation</i> 2011403/2011-403	\$4,822 00	\$0 00	\$4,822 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Conservation Voters of South Carolina Education Fund Columbia, SC Awarded \$50,000 over 24 months <i>general operations</i> 2012307/2012-307	\$50,000 00	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$0 00
The Liberty Prairie Conservancy Grayslake, IL Awarded \$60,000 over 24 months <i>general operations</i> 2011308/2011-308	\$60,000 00	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00	\$0 00	\$0 00
Ducks Unlimited, Inc. North Charleston, SC Awarded \$190,000 over 24 months <i>Lowcountry Land Conservation Partnership</i> 2010262/2010-262	\$190,000 00	\$95,000 00	\$95,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Ducks Unlimited, Inc. North Charleston, SC Awarded \$95,000 over 12 months <i>Lowcountry Land Conservation Partnership</i> 2012287/2012-287	\$95,000 00	\$0 00	\$0 00	\$0 00	\$95,000 00	\$0 00	\$0 00	\$0 00
Indiana Dunes Environmental Learning Center Inc Chesterton, IN Awarded \$60,000 over 24 months <i>general operations</i> 2010314/2010-314	\$60,000 00	\$30,000 00	\$30,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Indiana Dunes Environmental Learning Center Inc Chesterton, IN Awarded \$36,000 over 12 months <i>general operations & executive director</i> 2012317/2012-317	\$36,000 00	\$0 00	\$30,000 00	\$0 00	\$6,000 00	\$0 00	\$0 00	\$0 00
Earth Force, Inc. Charleston, SC Awarded \$65,000 over 36 months <i>general operations of the Lowcountry chapter - final report</i> 2009429/2010-035	\$65,000 00	\$50,000 00	\$15,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Edisto Island Open Land Trust Edisto Island, SC Awarded \$60,000 over 24 months <i>general operations</i> 2011034/2011-034	\$60,000 00	\$30,000 00	\$30,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

Edisto Island Open Land Trust Edisto Island, SC Awarded \$25,000 over 12 months general operations 2012309/2012-309	\$25,000 00	\$0 00	\$0 00	\$0 00	\$25,000 00	\$0 00	\$0 00	\$0 00
Faith In Place Chicago, IL Awarded \$50,000 over 24 months general operations 2011009/2011-009	\$50,000 00	\$25,000 00	\$25,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Family Farmed Org Oak Park, IL Awarded \$50,000 over 12 months the Green Chicago Restaurant Coalition Local Food market 2012207/2012-207	\$50,000 00	\$0 00	\$50,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
The Field Museum Chicago, IL Awarded \$260,000 over 24 months Columet Environmental Education and Stewardship Foundation Project 2010321/2010-321	\$260,000 00	\$130,000 00	\$130,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
The Field Museum Chicago, IL Awarded \$5,000 over 12 months an intern to expand upon the Index of Conservation Compatibility data gathering project for the Chicago Wilderness Program 2011507/2012-096	\$5,000 00	\$0 00	\$5,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Fishin Buddies Chicago, IL Awarded \$10,000 over 12 months Fishin' Buddies Youth Conservation 2011495/2012-084	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
New Venture Fund Chicago, IL Awarded \$150,000 over 36 months Fresh Taste 2011496/2012-085	\$150,000 00	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Friends of the Chicago River Chicago, IL Awarded \$80,000 over 24 months Gully Identification Project 2012182/2012-182	\$80,000 00	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00	\$0 00	\$0 00
Friends of the Forest Preserves Chicago, IL Awarded \$135,000 over 36 months building membership and individual donor programs 2011176/2011-176	\$135,000 00	\$35,000 00	\$60,000 00	\$0 00	\$40,000 00	\$0 00	\$0 00	\$0 00
Friends of the Forest Preserves Chicago, IL	\$75,000 00	\$0 00	\$75,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

2012370/2012-370

Lake Forest Open Lands Association Lake Forest, IL Awarded \$55,000 over 24 months Center for Conservation Leadership 2012362/2012-362	\$55,000 00	\$0 00	\$0 00	\$0 00	\$55,000 00	\$0 00	\$0 00	\$0 00
Land Conservancy Of Mchenry County Woodstock, IL Awarded \$30,000 over 12 months implementation of a new development plan 2012338/2012-338	\$30,000 00	\$0 00	\$30,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Land Trust Alliance Washington, DC Awarded \$45,000 over 36 months Land Trust Excellence and Advancement Program - Wisconsin 2010352/2010-352	\$45,000 00	\$15,000 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00	\$0 00	\$0 00
Land Trust Alliance Washington, DC Awarded \$130,000 over 24 months facilitation of the Chicago Region Land Trust Coalition 2011455/2012-044	\$130,000 00	\$0 00	\$65,000 00	\$0 00	\$65,000 00	\$0 00	\$0 00	\$0 00
Land Trust Alliance Washington, DC Awarded \$15,000 over 12 months scholarships for representatives of Chicago Region and Lowcountry land trusts to attend Boiler Works 2012284/2012-284	\$15,000 00	\$0 00	\$15,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Low country Environmental Education Charleston, SC Awarded \$2,000 over 12 months attendance by the executive director at the Axelson Center Non-Profit Boot Camp in Charleston in June 2007 2007176/2007-176	\$2,000 00	\$797 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00	\$1,203 00
Lowcountry Local First North Charleston, SC Awarded \$15,000 over 12 months general operations 2012306/2012-306	\$15,000 00	\$0 00	\$15,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Lowcountry Open Land Trust, Inc. Charleston, SC Awarded \$190,000 over 24 months Lowcountry Land Conservation Partnership 2010263/2010-263	\$190,000 00	\$95,000 00	\$95,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Lowcountry Open Land Trust, Inc. Charleston, SC Awarded \$95,000 over 12 months Lowcountry Land Conservation Partnership 2012286/2012-286	\$95,000 00	\$0 00	\$0 00	\$0 00	\$95,000 00	\$0 00	\$0 00	\$0 00
Lowcountry Open Land Trust, Inc.	\$10,000 00	\$0 00	\$10,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

Strengthening the Land and Stewardship
2009260/2009-260

Save The Dunes Conservation Fund Inc
Michigan City, IN
Awarded \$30,000 over 12 months
general operations
2011334/2011-334

Save The Dunes Conservation Fund Inc
Michigan City, IN
Awarded \$30,000 over 12 months
general operations
2012339/2012-339

SC Department of Agriculture
Columbia, SC
Awarded \$5,000 over 12 months
development of a strategic plan to invest in
conservation and recreation
2013094/2013-094

Shirley Heinze Land Trust
Michigan City, Indiana
Awarded \$60,000 over 24 months
general operations
2011338/2011-338

Shirley Heinze Land Trust
Michigan City, Indiana
Awarded \$25,000 over 12 months
upgrades to the Meadowbrook buildings
2012414/2012-414

South Carolina Association of Community
Development Organizations
Charleston, SC
Awarded \$5,000 over 12 months
sponsorship of the 2012 CED Conference
2012282/2012-282

South Carolina Department of Natural
Resources
Charleston, SC
Awarded \$90,000 over 36 months
Coastal Discovery Marine Education Program
/ ARF Brain Teacher Workshop
2010201/2010-201

South Carolina Environmental Law Project, Inc
Pawleys Island, SC
Awarded \$70,000 over 24 months
general operations
2012229/2012-229

South Carolina Wildlife Federation
Columbia, SC
Awarded \$20,000 over 12 months
relocation of Natural Neighborhoods
hundred - statewide efforts of the Rural
2011508/2012-097

\$0.00

\$0.00

\$0.00

\$0.00

\$30,000.00

\$0.00

\$30,000.00

\$0.00

\$0.00

\$30,000.00

\$0.00

\$0.00

\$0.00

\$30,000.00

\$0.00

\$0.00

\$0.00

\$0.00

\$5,000.00

\$0.00

\$5,000.00

\$0.00

\$0.00

\$30,000.00

\$0.00

\$30,000.00

\$0.00

\$60,000.00

\$0.00

\$0.00

\$25,000.00

\$0.00

\$0.00

\$0.00

\$25,000.00

\$0.00

\$0.00

\$0.00

\$0.00

\$5,000.00

\$0.00

\$5,000.00

\$0.00

\$0.00

\$0.00

\$0.00

\$40,000.00

\$50,000.00

\$90,000.00

\$0.00

\$15,000.00

\$20,000.00

\$0.00

\$35,000.00

\$0.00

\$70,000.00

\$0.00

\$0.00

\$0.00

\$0.00

\$20,000.00

\$0.00

\$20,000.00

South Carolina Wildlife Federation Columbia, SC Awarded \$20,000 over 12 months the Rural Resource Coalition 2012406/2012-406	\$20,000 00	\$0 00	\$20,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Southern Environmental Law Center Chapel Hill, NC Awarded \$190,000 over 24 months Lowcountry Land Conservation Partnership 2010265/2010-265	\$190,000 00	\$95,000 00	\$95,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Southern Environmental Law Center Chapel Hill, NC Awarded \$95,000 over 12 months Lowcountry Land Conservation Partnership 2012290/2012-290	\$95,000 00	\$0 00	\$0 00	\$95,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Taproot Foundation Chicago, IL Awarded \$30,000 over 12 months up to four service grants for GDDF land conservation projects 2011016/2011-016	\$30,000 00	\$0 00	\$30,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Terraforma Risk Retention Group LLC Washington, DC Awarded \$200,000 over 12 months complete the required capitalization of 2012198/2012-198	\$200,000 00	\$0 00	\$200,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Trust for Public Land Chicago, IL Awarded \$75,000 over 24 months Hackmatack Conservation Project, a collaboration between TPL and Openlands 2010284/2010-284	\$75,000 00	\$37,500 00	\$37,500 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
The Wetlands Initiative Chicago, IL Awarded \$100,000 over 24 months restoration of Grant Creek at Midewin National Tallgrass Prairie 2011192/2011-192	\$100,000 00	\$66,000 00	\$34,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
The Wetlands Initiative Chicago, IL Awarded \$55,000 over 12 months Phase II of the Labelia Meadows restoration project 2012203/2012-203	\$55,000 00	\$0 00	\$55,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00
Wildlife Habitat Council Portage, Indiana Awarded \$60,000 over 24 months general operations of the NW Indiana office 2011207/2011-207	\$60,000 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00	\$0 00	\$0 00	\$0 00
Yemassee Revitalization Corporation Yemassee, SC	\$66,000 00	\$36,000 00	\$30,000 00	\$0 00	\$0 00	\$0 00	\$0 00	\$0 00

[illegible]

2012236/2012-236

Gaylord and Dorothy Donnelley Foundation

Chicago, IL

Awarded \$500,000 over 60 months

Strachan Donnelley in memoriam

2009403/2009-403

\$500,000 00 \$0 00 \$0 00 \$100,000 00 \$0 00 \$0 00

The Land Institute

Salina, KS

Awarded \$50,000 over 12 months

in memory of Strachan Donnelley

2012372/2012-372

\$50,000 00 \$0 00 \$50,000 00 \$0 00 \$0 00 \$0 00

Mepkin Abbey

Moncks Corner, SC

Awarded \$20,000 over 12 months

in memory of Strachan Donnelley

2012373/2012-373

\$20,000 00 \$0 00 \$20,000 00 \$0 00 \$0 00 \$0 00

The Metropolitan Opera

New York, New York

Awarded \$5,000 over 12 months

in memory of Strachan Donnelley

2012374/2012-374

\$5,000 00 \$0 00 \$5,000 00 \$0 00 \$0 00 \$0 00

National Humanities Center

Research Triangle Park, NC

Awarded \$5,000 over 12 months

in memory of Strachan Donnelley

2012376/2012-376

\$5,000 00 \$0 00 \$5,000 00 \$0 00 \$0 00 \$0 00

National Society Of The Colonial Dames Of

America

Charleston, SC

Awarded \$1,000 over 12 months

The Powder Magazine, in memory of Mrs

Beverly Innes

2012239/2012-239

\$1,000 00 \$0 00 \$1,000 00 \$0 00 \$0 00 \$0 00

Open Space Institute, Inc.

New York, New York

Awarded \$5,000 over 12 months

in memory of Strachan Donnelley

2012375/2012-375

\$5,000 00 \$0 00 \$5,000 00 \$0 00 \$0 00 \$0 00

Rehabilitation Institute of Chicago

Chicago, IL

Awarded \$1,000,000 over 48 months

the dedicated research space in honor of

Dorothy Donnelley in the Ability Lab for

Coordination and Endurance at the Center for

2012233/2012-233

\$1,000,000 00 \$0 00 \$0 00 \$250,000 00 \$250,000 00 \$500,000 00

Rehabilitation Institute of Chicago

Chicago, IL

Awarded \$10,000 over 12 months

in memory of Strachan Donnelley

2012377/2012-377

\$10,000 00 \$0 00 \$10,000 00 \$0 00 \$0 00 \$0 00

South Carolina Association of Nonprofit Organizations (SCANPO) Columbia, SC	\$6,000.00	\$0.00	\$6,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Awarded \$6,000 over 12 months scholarships to cover registration fees, pre-conference program fees, and accommodation stipends in connection with the 2012 SCANPO Annual Conference, SCANPO may allocate an additional 10 2011526/2012-115									
South Carolina Association of Nonprofit Organizations (SCANPO) Columbia, SC	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Awarded \$5,000 over 12 months scholarships for registration fees and hotel of GDDF grantees attending the SCANPO annual meeting March 12-14, 2012 in Greenville, SC 2012416/2012-416									
South Carolina State University Foundation Inc Orangeburg, SC	\$2,500.00	\$0.00	\$2,500.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Awarded \$2,500 over 12 months SC's Human and Natural Assets Growing our Rural Economies conference 2012230/2012-230									
University of Chicago Chicago, IL	\$2,000,000.00	\$1,750,000.00	\$250,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Awarded \$2,000,000 over 60 months Endowment of the Gaylor and Dorothy Donnellan Research Fellowship 2008258/2008-258									
University of Chicago Chicago, IL	\$2,500.00	\$0.00	\$2,500.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Awarded \$2,500 over 12 months the Jane Sekema Rishel Memorial Scholarship in memory of Inne Rishel 2012365/2012-365									
Total Other (21 items)	\$6,057,000.00	\$3,670,000.00	\$632,000.00	\$0.00	\$360,000.00	\$255,000.00	\$510,000.00		
Grand Total (452 items)	\$15,886,464.00	\$5,747,004.00	\$6,122,757.00	\$0.00	\$2,506,650.00	\$360,000.00	\$520,053.00		

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

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

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

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

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

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. Gaylord and Dorothy Donnelley Foundation	Employer identification number (EIN) or 36-6108460
	Number, street, and room or suite no. If a P.O. box, see instructions. 35 East Wacker Drive, No. 2600	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Chicago, IL 60601	

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

Tom Trinley

- The books are in the care of ► **35 East Wacker Drive - Chicago, IL 60601**
Telephone No. ► **(312) 977-2700** FAX No. ► **(312) 977-1686**
- 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	\$ 164,230.
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	\$ 174,433.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

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

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
	Gaylord and Dorothy Donnelley Foundation	36-6108460
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	35 East Wacker Drive, No. 2600	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Chicago, IL 60601	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 4 ☐ 5 ☐ 6 ☐ 7 ☐ 8 ☐ 9

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		☒ X
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.

Tom Trinley

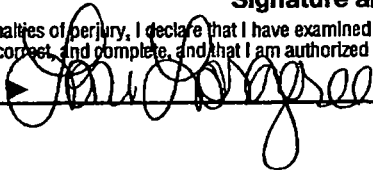
- The books are in the care of **35 East Wacker Drive - Chicago, IL 60601**
Telephone No. **(312) 977-2700** FAX No. **(312) 977-1686**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four 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.

- I request an additional 3-month extension of time until **November 15, 2013**.
- For calendar year **2012**, or other tax year beginning _____, and ending _____.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

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	\$	0.
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	\$	174,433.
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  Title **CPA** Date **8.8.13**

Form 8868 (Rev. 1-2013)