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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

A Employer identification number
58-1483651

Number and street (or P O box number if mail is not delivered to street address)
300 N LASALLE ST SUITE 4000

Room/suite

B Telephone number (see instructions)
(312) 715-5000

City or town, state, and ZIP code
CHICAGO, IL 60654

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 4,242,885

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	84,703	84,703		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	82,637			
	b	Gross sales price for all assets on line 6a 407,606				
	7	Capital gain net income (from Part IV, line 2)		82,637		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	167,340	167,340		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	5,341	0		5,341
	b	Accounting fees (attach schedule)	41,216	30,912		10,304
	c	Other professional fees (attach schedule)	57,597	1,784		55,813
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,114	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	522	434		88
	24	**Total operating and administrative expenses.** Add lines 13 through 23	105,790	33,130		71,546
	25	Contributions, gifts, grants paid	107,400			107,400
	26	**Total expenses and disbursements.** Add lines 24 and 25	213,190	33,130		178,946
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-45,850			
	b	**Net investment income** (if negative, enter -0-)		134,210		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	186,290	328,858	328,858
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	234,956	122,367	131,943
	b	Investments—corporate stock (attach schedule)	762,159	743,011	1,628,124
	c	Investments—corporate bonds (attach schedule)	442,413	438,723	460,782
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,681,629	1,633,499	1,693,178
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,307,447	3,266,458	4,242,885
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	3,307,447	3,266,458	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,307,447	3,266,458	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,307,447	3,266,458	

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	3,307,447
2	Enter amount from Part I, line 27a	2	-45,850
3	Other increases not included in line 2 (itemize) ▶	3	4,874
4	Add lines 1, 2, and 3	4	3,266,471
5	Decreases not included in line 2 (itemize) ▶	5	13
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,266,458

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 Additional Data Table			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	82,637
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	237,332	4,214,388	0 056315
2010	174,982	4,036,054	0 043355
2009	198,895	3,699,801	0 053758
2008	229,398	4,303,093	0 053310
2007	216,885	4,987,396	0 043487

2	**Total** of line 1, column (d).	2	0 250225
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 050045
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,175,329
5	Multiply line 4 by line 3.	5	208,954
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,342
7	Add lines 5 and 6.	7	210,296
8	Enter qualifying distributions from Part XII, line 4.	8	178,946

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	2,684
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	2,684
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	2,684
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,200		
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	1,200
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	1,484
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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.*	1b		No
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶SARAH M LINSLEY Telephone no ▶(312) 715-5000

Located at ▶300 N LASALLE ST SUITE 4000 CHICAGO IL ZIP +4 ▶60654

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
QUARLES & BRADY LLP 300 N LASALLE ST SUITE 4000 CHICAGO, IL 60654	LEGAL/ACCTG/MANAGEMENT	102,804
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,983,774
b	Average of monthly cash balances	1b	255,139
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,238,913
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	4,238,913
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,584
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,175,329
6	**Minimum investment return.** Enter 5% of line 5	6	208,766

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	208,766
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,684		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,684
3	Distributable amount before adjustments Subtract line 2c from line 1			3	206,082
4	Recoveries of amounts treated as qualifying distributions			4	4,874
5	Add lines 3 and 4			5	210,956
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	210,956

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	178,946
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	178,946
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	178,946

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					210,956
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 20___, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.	9,992				
d From 2010.					
e From 2011.	25,291				
f Total of lines 3a through e.		35,283			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 178,946					
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.					178,946
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2012		32,010			32,010
(If an amount appears in column (d), the same amount must be shown in column (a).)					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		3,273			
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 instructions				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) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		3,273			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .					
d Excess from 2011. . . .	3,273				
e Excess from 2012. . . .					

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

SARAH M LINSLEY
300 N LASALLE ST SUITE 4000
CHICAGO,IL 60654
(312) 715-5000

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

SEE GRANT GUIDELINES, WHICH ARE ATTACHED

c Any submission deadlines

SEE GRANT GUIDELINES, WHICH ARE ATTACHED

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

SEE GRANT GUIDELINES, WHICH ARE ATTACHED

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				107,400
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	84,703	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	82,637	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		167,340	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 167,340

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | 2013-05-13 Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
SARAH M LINSLEY	SARAH M LINSLEY			P01317392

Firm's name ▶ QUARLES & BRADY LLP

Firm's EIN ▶ 39-0432630

Firm's address ▶ 300 N LASALLE ST SUITE 4000 CHICAGO, IL 60654

Phone no (312) 715-5000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1747 641 FMI FOCUS FUND	P	2000-03-23	2012-07-26
4201 681 LONGLEAF INTL	P	2007-09-04	2012-08-03
FNMA PRINCIPAL PAYMENTS	P		2012-12-31
SCHWAB-PUBLICLY TRADED SECURITIES	P		2012-12-31
SMITH BARNEY-PUBLICLY TRADED SECURITIES	P	2008-11-25	2012-03-20
MORGAN STANLEY-PUBLICLY TRADED SECURITIES	P		2012-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
50,000		51,979	-1,979
50,000		85,034	-35,034
8,950		8,988	-38
165,350		159,820	5,530
30,144		4,479	25,665
34,089		14,669	19,420
69,073			69,073

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-1,979
			-35,034
			-38
			5,530
			25,665
			19,420
			69,073

Form 990PF Part VIII Line 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
MOLLY M GERBAZ 0362 WILLOW LN PO BOX 1325 CARBONDALE, CO 81623	DIR/CHAIR 0 50	0	0	0
LESLIE H MORNINGSTAR PO BOX 342 VIRGINIA CITY, MT 59755	DIR/VP 0 50	0	0	0
LARRY D GERBAZ 0362 WILLOW LN PO BOX 1325 CARBONDALE, CO 81623	DIR/VP 0 50	0	0	0
GARY H KLINE 300 N LASALLE ST SUITE 4000 CHICAGO, IL 60654	DIRECTOR 0 50	0	0	0
THOMAS A POLACHEK 300 N LASALLE ST SUITE 4000 CHICAGO, IL 60654	DIRECTOR 0 50	0	0	0
TERRY A SKWORCH 305 WYOMA LANE SCHAUMBURG, IL 60193	DIRECTOR 0 50	0	0	0
KENNETH A ALGOZIN 133 HASTINGS AVE ELK GROVE VILLAGE, IL 60007	DIRECTOR 0 50	0	0	0
LYDIA T WHITEHEAD 4824 CHEVY CHASE BLVD CHEVY CHASE, MD 20815	DIRECTOR 0 50	0	0	0
LESLIE ANN GERBAZ-BLUE 298 SILVER KING COURT GLENWOOD SPRINGS, CO 81601	DIRECTOR 0 50	0	0	0
ANNE K MORNINGSTAR 703 SOUTH THIRD WEST MISSOULA, MT 59801	DIRECTOR 0 50	0	0	0
SARAH M LINSLEY 300 N LASALLE ST SUITE 4000 CHICAGO, IL 60654	DIR/SECRETARY 5 00	0	0	0
HEIDI KIMMEL 33 GAMBA DRIVE GLENWOOD SPRINGS, IL 81601	DIRECTOR 0 50	0	0	0
PATRICK J BITTERMAN 300 N LASALLE ST SUITE 4000 CHICAGO, IL 60654	TREASURER 0 50	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE UNIVERSITY OF WISCONSIN - JIMAILIE WATKINS 5602 RESEARCH PARK BLVD STE 300 MADISON, WI 57719	NONE	PUBLIC CHARITY	GENERAL	1,150
COLUMBIA STATE COMMUNITY COLLETE - TIMOTHY SCHIAVELLO 166 HAMPSHIRE PIKE COLUMBIA, TN 38401	NONE	PUBLIC CHARITY	GENERAL	1,250
CLEVELAND STATE UNIVERSITY - ALEXANDER WAX 2121 EUCLID AVENUE CLEVELAND, OH 441552214	NONE	PUBLIC CHARITY	GENERAL	1,250
OKLAHOMA BAPTIST UNIVERSITY - LAURA DAILY 500 WEST UNIVERSITY SHAWNEE, OK 74804	NONE	PUBLIC CHARITY	GENERAL	3,500
EVEREST COLLEGE - SHALANDA GERALD 11560 SOUTH KEDZIE AVENUE MERRIONETTE PARK, IL 60803	NONE	PUBLIC CHARITY	GENERAL	1,600
SAUK VALLEY COMMUNITY COLLEGE FOUNDATION - STEVEN MANNING 173 IL ROUTE 2 DIXON, IL 61021	NONE	PUBLIC CHARITY	GENERAL	600
NORTHWESTERN COLLEGE - JESSICA TUENGA 3003 SNELLING AVENUE NORTH ST PAUL, MN 551131598	NONE	PUBLIC CHARITY	GENERAL	2,000
SOUTHERN METHODIST COLLEGE - EDNA ABRAHAM 541 BROUGHTON STREET ORANGEBURG, SC 29115	NONE	PUBLIC CHARITY	GENERAL	1,300
FLORIDA A & M UNIVERSITY - ELANA PRESSOIR 2400 WAHNISH WAY TALLAHASSEE, FL 32307	NONE	PUBLIC CHARITY	GENERAL	1,250
WILLMAR CAMPUS - ADAM DAUER 2101 15TH AVENUE NW WILLMAR, MN 56201	NONE	PUBLIC CHARITY	GENERAL	2,000
BOYS HOPE GIRLS HOPE OF ILLINOIS 1100 N LARAMIE AVENUE WILMETTE, IL 60091	NONE		GENERAL	2,500
DONKA INC 400 N COUNTY FARM ROAD WHEATON, IL 60187	NONE		GENERAL	1,500
RMH SERVICES 1104 PITT AVENUE BRENERTON, WA 98310	NONE		GENERAL	1,500
STARFISH LEARNING CENTER 1543 W HOWARD STREET CHICAGO, IL 60626	NONE		GENERAL	2,000
VERMONT ASSOCIATION FOR THE BLIND AND VISUALLY IMPAIRED 60 KIMBALL AVENUE SOUTH BURLINGTON, VT 05403	NONE	PUBLIC CHARITY	GENERAL	750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ABILITY CONSULTANTS 426 S MADISON STREET CORTEZ,CO 81321	NONE	PUBLIC CHARITY	GENERAL	1,000
AXIS DANCE COMPANY 1428 ALICE STREET OAKLAND,CA 94612	NONE	PUBLIC CHARITY	GENERAL	2,000
BRIDGE DISABILITY MINISTRIES 12356 NORTHUP WAY SUITE 103 BELLEVUE,WA 980051956	NONE	PUBLIC CHARITY	GENERAL	2,000
CAN DO CANINES ASSISTANCE DOGS 9440 SCIENCE CENTER DRIVCE NEW HOPE,MN 55428	NONE	PUBLIC CHARITY	GENERAL	2,000
CATCHING THE DREAM 8200 MOUNTAIN ROAD NE SUITE 203 ALBUQUERQUE,NM 87110	NONE	PUBLIC CHARITY	GENERAL	2,500
THE CHRISTIAN URBAN EDUCATION SERVICE 2207 WIRT STREET OMAHA,NE 681102055	NONE	PUBLIC CHARITY	GENERAL	1,500
ELIM CHRISITAN SERVICES 13020 S CENTRAL AVENUE PALOS HEIGHTS,IL 60462	NONE	PUBLIC CHARITY	GENERAL	1,000
HORSES AND THE HANDICAPPED OF SOUTH FLORIDA INC PO BOX 273542 BOCA RATON,FL 334273542	NONE	PUBLIC CHARITY	GENERAL	1,000
HANDS EXTENDED LOVING PEOPLE 910 E TINKHAM AVENUE LUDINGTON,MI 49431	NONE	PUBLIC CHARITY	GENERAL	2,500
JOSEPHINUM ACADEMY 1501 NORTH OAKLEY BLVD CHICAGO,IL 60622	NONE	PUBLIC CHARITY	GENERAL	1,000
KSDS INC 124 W 7TH STREET WASHINGTON,KS 66968	NONE	PUBLIC CHARITY	GENERAL	1,000
LITTLE BIT THERAPEUTIC RIDING CENTER 19802 NE 148TH STREET WOODINVILLE,WA 98077	NONE	PUBLIC CHARITY	GENERAL	1,000
PROVIDENCE ST MED SCHOOL 119 SOUTH CENTRAL PARK BLVD CHICAGO,IL 60624	NONE	PUBLIC CHARITY	GENERAL	2,000
RENAISSANCE SOCIAL SERVICES 333 NORTH OAKLEY BLVD SUITE 205 CHICAGO,IL 60612	NONE	PUBLIC CHARITY	GENERAL	1,500
SENIOR GLEANERS INC 1951 BELL AVENUE SACRAMENTO,CA 95838	NONE	PUBLIC CHARITY	GENERAL	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SHARED ADVENTURES 90 GRANDVIEW STREET B101 SANTA CRUZ,CA 95060	NONE	PUBLIC CHARITY	GENERAL	500
SPIRITHORSE THERAPEUTIC CENTER 960 POST OAK DRIVE CORINTH,TX 76210	NONE	PUBLIC CHARITY	GENERAL	600
SOUTHERN METHODIST COLLEGE 541 BROUGHTON STREET ORANGEBURG,SC 29115	NONE	PUBLIC CHARITY	GENERAL	1,500
STILL POINT THEATRE COLLECTIVE 4300 N HERMITAGE CHICAGO,IL 60614	NONE	PUBLIC CHARITY	GENERAL	1,500
TUESDAY'S CHILD 4028 W IRVING PARK ROAD CHICAGO,IL 60641	NONE	PUBLIC CHARITY	GENERAL	750
THE GEORGE WASHINGTON UNIVERSITY - NOAH YOSIF 2121 I STREET NW WASHINGTON,DC 20052	NONE	PUBLIC CHARITY	GENERAL	3,000
WELLSPRING 16742 LAMPHERE DETROIT,MI 48219	NONE	PUBLIC CHARITY	GENERAL	2,000
WHEELS FOR HUMANITY 12750 RAYMER STREET UNIT 4 NORTH HOLLYWOOD,CA 91605	NONE	PUBLIC CHARITY	GENERAL	1,000
KIRKWOOD FOUNDATION 307 MANSFIELD CENTER CEDAR RAPIDS,IA 52406	NONE	PUBLIC CHARITY	GENERAL	1,500
CENTENARY COLLEGE - HEATHER SLOAN 400 JEFFERSON STREET HACKETTSTOWN,NJ 078402100	NONE	PUBLIC CHARITY	GENERAL	500
SIENA COLLEGE - NATHAN NATALE 515 LOUDON ROAD LOUDONVILLE,NY 122111462	NONE	PUBLIC CHARITY	GENERAL	3,000
SANTA CLARA UNIVERSITY - BRIAN LE 500 EL CAMINO REAL SANTA CLARA,CA 950530609	NONE	PUBLIC CHARITY	GENERAL	3,000
HENRY FORD COMMUNITY COLLEGE - RADIANCE DUPREE 5101 EVERGREEN ROAD DEARBORN,MI 482281495	NONE	PUBLIC CHARITY	GENERAL	3,000
INSTITUTE FOR SPECIAL EDUCATION FOR SARA SCHENIRER SEMINARY - ROCHEL OZUR 4622 FOURTEENTH AVENUE BROOKLYN,NY 11219	NONE	PUBLIC CHARITY	GENERAL	2,600
FRAMINGHAM STATE UNIVERSITY - STEPHANIE WILLIAMS 100 STATE STREET PO BOX 9101 FRAMINGHAM,MA 017019101	NONE	PUBLIC CHARITY	GENERAL	1,800

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LESTER & ROSALIE ANIXTER CENTER 2001 N CLYBOURNE AVENUE STE 300 CHICAGO,IL 60614	NONE	PUBLIC CHARITY	GENERAL	1,500
CENTER FOR HEARING & SPEECH 9835 MANCHESTER ROAD ST LOUIS,MO 63119	NONE	PUBLIC CHARITY	GENERAL	1,000
CHESAPEAKE POTOMAC SPINA BIFIDA PO BOX 1750 ANNAPOLIS,MD 21404	NONE	PUBLIC CHARITY	GENERAL	1,000
CAMP HOLIDAY TRAILS 400 HOLIDAY TRAILS LANE CHARLOTTESVILLE,VA 22903	NONE	PUBLIC CHARITY	GENERAL	2,000
CENTER FOR MUSIC FOR PEOPLE WITH DISABILITIES 415 WEST CENTRAL AVENUEW MISSOULA,MT 59801	NONE	PUBLIC CHARITY	GENERAL	2,000
MOUNTAIN STATES LEGAL FOUNDATION 2596 SOUTH LEWIS WAY LAKEWOOD,CO 80227	NONE	PUBLIC CHARITY	GENERAL	2,000
THE ABILITY FOUNDATION 5236 S GREENPINE DRIVE SALT LAKE CITY,UT 84123	NONE	PUBLIC CHARITY	GENERAL	1,500
ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES,KY 41844	NONE	PUBLIC CHARITY	GENERAL	3,000
ANSONIA MUSIC OUTREACH 330 WADSWORTH AVENUE 2G NEW YORK,NY 10040	NONE	PUBLIC CHARITY	GENERAL	1,500
CHAIRSCHOLARS FOUNDATION INC 16101 CARENCIA LANE ODESSA,FL 33556	NONE	PUBLIC CHARITY	GENERAL	2,000
DISABLED PATRIOTS FUND 10767 W 163RD PLACE ORLAND PARK,IL 60467	NONE	PUBLIC CHARITY	GENERAL	1,000
FREEDOM SERVICE DOGS 2000 WEST UNION AVENUE ENGLEWOOD,CO 80110	NONE	PUBLIC CHARITY	GENERAL	2,000
GLENWOOD ACADEMY 500 WEST 187TH STREET GLENWOOD,IL 60425	NONE	PUBLIC CHARITY	GENERAL	1,500
GREAT LAKES HEMOPHILIA FOUNDATION 638 NORTH 18TH STREET SUITE 108 MILWAUKEE,WI 53255	NONE	PUBLIC CHARITY	GENERAL	1,000
IOWA STATE UNIVERSITY - GABRIELLE M HATHAWAY 0210 BEARDSHEAR HALL AMES,IA 500112020	NONE	PUBLIC CHARITY	GENERAL	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ROSELAND TRAINING CENTER 235 EAST 136TH PLACE CHICAGO,IL 608271816	NONE	PUBLIC CHARITY	GENERAL	2,000
SHARED HOUSING OF NEW ORLEANS INC PO 15318 NEW ORLEANS,LA 70175	NONE	PUBLIC CHARITY	GENERAL	2,500
VIRTUE HUMANITARIAN NUTRITION CENTER PO BOX 3376 MONTGOMERY,AL 36109	NONE	PUBLIC CHARITY	GENERAL	500
SECOND SENSE 65 E WACKER DRIVE SUITE 1010 CHICAGO,IL 60601	NONE	PUBLIC CHARITY	GENERAL	1,500
ADAPTIVE TECHNOLOGY SOLUTIONS 119 S PALMETTO AVENUE SUITE 173 DAYTON BEACH,FL 32114	NONE	PUBLIC CHARITY	GENERAL	500
UNIVERSITY OF MASSACHUSETTS BOSTON - DMITRIY TOKAREV 100 MORRISSEY BLVD BOSTON,MA 021253393	NONE	PUBLIC CHARITY	GENERAL	1,000
COMMUNITY PREPARATORY SCHOOL 126 SOMERSET STREET PROVIDENCE,RI 02907	NONE	PUBLIC CHARITY	GENERAL	1,000
Total . . . . ▶ **3a**				107,400

TY 2012 Accounting Fees Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
QUARLES & BRADY-INVESTMENT ADMINISTRATION & ACCOUNTING	41,216	30,912		10,304

TY 2012 Investments Corporate Bonds Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CB-AGILENT TECH 5% 7/15/20	52,072	57,202
CB-AMPHENOL 4.75%11/15/14	27,020	26,664
CB-ANHEUSER BUSCH 2.875% 2/15/16	25,022	26,511
CB-BUNGE LTD FIN 4.1% 3/15/16	26,272	26,768
CB-CANADIAN NATL RY 4.4% 3/15/13	24,007	25,200
CB-GENERAL ELECTRIC 4.65% 10/17/21	51,417	56,783
CB-MCDONALD 5.8% 10/15/17	60,106	60,727
CB-MOLSON COORS 3.5% 2/1/22	26,242	26,339
CB-NISOURCE FIN CORP 6.15% 3/1/13	15,661	15,128
CB-ONEOK PARTNERS 3.25% 2/1/16	26,288	26,393
CB-PEPSICO 5% 6/1/18	27,532	29,726
CB-PROTECTIVE LIFE 4.3% 6/1/13	24,976	28,363
CB-SHELL INTL FIN 4.375% 3/25/20	26,092	28,975
CB-STATOILHYDRO ASA 2.9% 10/15/14	26,016	26,003

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TY 2012 Investments Corporate Stock Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	43,103	46,425
ABB LTD	24,556	37,422
ABBOTT LABS	7,063	65,500
APACHE	36,820	91,060
APPLE	64,951	385,825
BP	28,569	72,537
CATERPILLAR	34,487	80,648
CHEVRON	69,869	108,140
CME GROUP	44,779	50,670
DEERE	46,132	120,988
DUPONT	27,250	44,979
FORD MOTOR	8,464	25,900
GOOGLE	55,910	141,476
IBM	27,743	68,958
JOHNSON & JOHNSON	65,015	75,708
MICROSOFT	26,878	26,710
MONSANTO	37,933	47,325
NOBLE	24,421	34,820
ORACLE	38,361	61,975
PEPSICO	30,707	41,058

TY 2012 Investments Government Obligations Schedule

Name:	SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY
EIN:	58-1483651
US Government Securities - End of Year Book Value:	122,367
US Government Securities - End of Year Fair Market Value:	131,943
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2012 Investments - Other Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COLUMBIA ACORN INTL FD	AT COST	242,671	416,872
EATON VANCE GREATER INDIA FD	AT COST	78,753	64,022
FMI FOCUS	AT COST	423,431	441,236
LONGLEAF PARTNERS FD	AT COST	400,613	395,818
LONGLEAF PARTNERS INTL FD	AT COST	270,170	189,075
MANAGERS FRONTIER SM CAP FD	AT COST	28,538	27,192
MANAGERS INST MICRO CAP FD	AT COST	101,823	71,463
VIRXSYS	AT COST	50,000	50,000
ZOUNDS SERIES B (NEW)	AT COST	37,500	37,500

TY 2012 Legal Fees Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
QUARLES & BRADY-LEGAL AND TAX RETURN PREP	5,341	0		5,341

TY 2012 Other Decreases Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

Description	Amount
ROUNDING	13

TY 2012 Other Expenses Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ILLINOIS CHARITY BUREAU FUND	15	0		15
SECRETARY OF STATE FEE(CT CORP)	73	0		73
MISC FEES	434	434		0

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TY 2012 Other Increases Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

Description	Amount
RECOVERIES OF PRIOR YEARS CONTRIBUTIONS	4,874

TY 2012 Other Professional Fees Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SEGALL BRYANT FEES	1,784	1,784		0
QUARLES & BRADY-GRANT MAKING & MANAGEMENT	55,813	0		55,813

TY 2012 Taxes Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAXES	1,114	0		0

SPECIAL PEOPLE IN NEED

Guidelines

Grants to Organizations*

GENERAL

Special People In Need ("SPIN") makes grants to qualifying charitable organizations. SPIN will make a grant to an organization only if there is a strong showing of need. Since SPIN's funds are limited, grants cannot be made to all qualified organizations that apply for SPIN grants. At present the number of grant inquiries being received by SPIN substantially exceeds the number of grants that SPIN has the financial capacity to make.

The Board of Directors of Special People in Need ("SPIN") has adopted the following guidelines for the making of grants to organizations.

1. SPIN will make grants only to organizations that have received tax-exempt determination letters from the Internal Revenue Service under Section 501(c)(3) of the Internal Revenue Code.

2. SPIN will award grants principally to qualified organizations operating in the fields of education, health, and assistance to persons who are disabled, although SPIN will also support other types of qualifying organizations It is to be understood, however, that SPIN, as a relatively small grant-making foundation, can not respond favorably to all grant applications and its grants typically do not exceed $2,000 to $3,000.

3. SPIN in general will not make grants to very large organizations (other than educational institutions for specific scholarship purposes).

4. In general the Board of Directors will view a grant request from a qualifying organization favorably if the grant request indicates the following: (i) that there is a strong need for the program or service which is the subject of the grant request, (ii) that the organization has the ability to meet the need effectively; (iii) that the organization is operated in a cost-effective manner; and (iv) that, if deemed relevant, the organization makes effective use of volunteers in appropriate circumstances. In addition, particular emphasis will be given in evaluating grant requests as to whether the project or program either enables needy people to help themselves or utilizes innovative approaches with respect to addressing problem areas.

No grants of the following types in general will be made:

1. grants for endowment purposes,

2. grants to organizations that have as major activities the influencing of legislation,

3. grants to organizations that engage in political activities,

4 grants to cultural groups except with respect to programs to help the disabled or the economically disadvantaged,

5. grants to day care centers or nursery schools,

6. grants to organizations or institutions located outside the United States,

7. grants to colleges and universities except with respect to scholarships, and

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* A separate set of guidelines applies to grants to educational institutions for scholarship purposes.

8. grants to very large national charitable organizations (other than educational institutions for scholarship purposes).

Also, although SPIN in the past had made many grants to organizations that provide services to the developmentally disabled, because this area was not within the original focus of SPIN and because the demands on SPIN's very limited resources have been so great, SPIN in general in the future will not make grants to this type of organization.

APPLICATIONS

No prescribed form of application for grants is required. Applications may be submitted at any time. Each application must, however, include the following:

1. Copy of tax-exempt letter and statement that the organization is a public charity and not a private foundation **and** statement by the organization that there has been no adverse change in this classification;

2. Relevant financial information;

3. Statement of need in the form of a letter;

4. List of members of Board of Directors;

5. Number of full time employees; and

6. Other materials, brochures, articles, annual reports, etc. that may be deemed by applicant organization to be relevant.

Following the initial review of an application, SPIN may request additional materials and information.

Applications for grants should be submitted to:

Ms. Sarah M. Linsley
Special People In Need
300 North LaSalle Street
Suite 4000
Chicago, Illinois 60654

SELECTION PROCEDURES

Approval. No grants for the benefit of organizations will be made unless such grants are approved by the Board of Directors (or a committee thereof) and final decisions relating to all grants to organizations will be made by the Board of Directors (or a committee thereof).

Selection of grant beneficiaries is made by SPIN on the basis of criteria reasonably related to the purposes of the grant, including the merits of the proposal, the credentials of the potential beneficiary of a grant, the relationship of the proposal to SPIN's purposes and the areas of SPIN's primary concern and focus and its priority in relation to other demands on SPIN's funds.

Review of Applications. The Secretary or the Secretary's designee will initially review each grant application submitted. Because the number of grant applications substantially exceeds the number of grants that SPIN can make each year, it is recognized that special procedures must be implemented to deal with the heavy volume of grant requests. In this connection, the Secretary or the Secretary's designee is authorized to take any one of the following administrative actions:

1. to reject the application.

2. to ask for additional information to the extent that all required information has not at such time been submitted.

3. to submit to the Board of Directors the proposal for the Board of Directors' consideration.

Because of the substantial volume of grants being received relative to SPIN's grant-making capability, it is recognized that the "screening" of grants must be expedited and in this connection grant applications may be rejected administratively as set forth above for any of the following reasons:

1. because the grant is outside the primary focus and purposes of SPIN

2. because the organization is a foreign organization.

3. because other grant applications are deemed to be more worthy

4. because other potential donee organizations have attributes which cause their grant applications to have a higher priority from SPIN's standpoint.

If a decision by the Board of Directors is made to make a grant, a determination of the amount of the grant will be made based on the amount requested, the grant's priority in relation to other demands on SPIN's limited funds, and other factors deemed relevant.

Grant Awards. Grants may be made at any time during the year. The purpose of each grant will be set forth in a letter sent to the donee organization.

Please note that a separate set of guidelines applies to grants to educational institutions for scholarship purposes.

Revised 12/2011

SPECIAL PEOPLE IN NEED

SCHOLARSHIP GRANTS TO EDUCATIONAL INSTITUTIONS FOR THE BENEFIT OF DESIGNATED STUDENTS

GRANTS FOR BENEFIT OF INDIVIDUALS FOR OTHER THAN SCHOLARSHIP PURPOSES

GUIDELINES AND RULES

INTRODUCTION

Special People In Need ("S.P.I.N."), in addition to making grants to selected qualifying charitable organizations for other than scholarship purposes, will provide support in the form of a limited number of scholarship grants to educational institutions for the benefit of students with disabilities and students who are not disabled but who have had to overcome extremely difficult circumstances. Since S.P.I.N.'s funds are limited, S.P.I.N. cannot respond favorably to all applications with respect to qualified students. At present the number of scholarship grant requests being received by S.P.I.N. far exceeds the number of grants that S.P.I.N. has the financial capacity to make.

Also, a very small number of grants other than scholarship grants will be made for the benefit of individuals with disabilities, with the objective of assisting the particular individual to help himself or herself to engage in productive activity that would otherwise not be possible.

The following are the procedures of S.P.I.N. in the awarding of scholarship grants to educational institutions for the benefit of designated qualifying students, and with respect to grants for the benefit of individuals for other than scholarship purposes.

SCHOLARSHIP GRANTS
GENERAL

Scholarship grants will in general be made by S.P.I.N. only to educational institutions on behalf of disabled individuals. However, notwithstanding the foregoing, a small number of scholarship grants may be made each year to educational institutions for the benefit of students who are not disabled but who have had to overcome extremely difficult circumstances. With respect to the latter type of scholarship grant, there must be a clear showing that the particular individual has had to overcome very adverse circumstances and there must be at least two letters of reference confirming the nature of the adverse circumstances.

REQUIREMENT THAT SCHOLARSHIP GRANT BE MADE TO SPONSORING EDUCATIONAL INSTITUTION WHICH ASSUMES STATUS AS APPLICANT/GRANTEE

The particular educational institution must be willing not only to serve as the sponsor of the particular student but to adopt the student's grant application as its own and also to agree in writing to all of the following if the grant is approved:

1. to not only sponsor the designated student but in effect to be the grantee of the grant.

2. to receive and to administer the grant funds for the purpose of the grant and in this connection to disburse such funds to the student or for the student's benefit for the purpose of the grant.

3. to monitor the academic progress of the student and to make a good faith judgment as to whether the student is worthy of continued financial assistance; and if the educational institution at any time determines that the student is not so worthy, to communicate immediately such determination to S.P.I.N.

4. to provide S.P.I.N. periodically (and no less than once a year), with the approval of the particular student, if necessary, with transcripts of grades (or other relevant information) showing the academic performance of the student.

5. to return (or cause to be returned) any portion of the grant funds that are not needed for the purpose of the grant.

Scholarship grants will be treated for all legal purposes as having been made to the particular educational institution (rather than to the student). Scholarship grants will only be made to tax-exempt educational organizations which qualify under Section 501(c)(3) of the Internal Revenue Code.

SCHOLARSHIP APPLICATION REQUIREMENTS

No prescribed printed form of application for scholarship grants is required. However, applications must be submitted by the preceding May 1 in order to be considered for the particular academic year beginning in August or September, and each application must include the following:

(i) transcripts of relevant scholastic records;

(ii) a letter from the particular educational institution stating that the student has been or will be admitted to the educational institution ***and*** that the educational institution will not only sponsor the student but in effect be the grantee and administer the grant and otherwise agree to the conditions set forth above;

(iii) at least two letters of recommendation from educators who are familiar with the qualifications of the student;

(iv) if the student is disabled, a letter from the student or the educational institution describing the nature of the disability and a letter from the student's physician (or another person who knows the student well) confirming the nature of the disability;

(v) if the student is not disabled, a letter from the student or the educational institution describing the nature of the adverse circumstances affecting the particular student and at least two letters from other individuals confirming the nature of the adverse circumstances;

(vi) a letter from the particular student or the educational institution providing biographical information about such student; and

(vii) tax returns for the most recently completed calendar year of the student and his or her parents or other information demonstrating the financial need of the student Also, a statement as to the particular family's net worth may be required. (If such a requirement is imposed and if the family's total net worth is less than $200,000, a statement indicating that the family's net worth does not exceed a specified amount will be sufficient.)

Please note that, if appropriate, the same letter may be used to meet more than one of the requirements set forth above

As noted above, scholarship grants will be treated by S.P I.N. as being made to the particular educational institutions rather than to the particular student.

RENEWALS OF SCHOLARSHIPS

A scholarship grant may be renewed for a successive year without a subsequent formal application provided that S.P.I.N. receives evidence of satisfactory performance and provided also that S.P.I.N. has no information that the original grant is being used for any purpose other than that for which it was made. The decision to make a renewal of a grant shall be made on an objective and nondiscriminatory basis. A renewal with respect to a scholarship grant may be in a lesser amount than the original grant.

GRANTS TO INDIVIDUALS FOR OTHER THAN FOR SCHOLARSHIP PURPOSES

GENERAL

Only a very small number of "non-scholarship" grants for the benefit of specific individuals, if any, will be made each year. Such grants will be given only to disabled individuals who have a strong economic need and only if the grant would assist the disabled individual to help himself or herself to engage in productive activity in which he or she otherwise could not engage.

APPLICATION REQUIREMENTS

With respect to a non-scholarship grant, the individual must have a sponsoring "fiscal agent," satisfactory to S.P.I.N., and such fiscal agent must agree, as a condition to having the grant request considered, to do both of the following as the individual's sponsor:

a. verify the accuracy of all of the facts set forth in the individual's request for funds; and

b. provide a written rationale as to the needs underlying the requested grant to the individual.

In addition, the fiscal agent with respect to a non-scholarship grant must be willing to agree in writing to all of the following conditions if the grant is approved:

a. to not only be the fiscal agent but in effect to be the sponsor with respect to the grant;

b. to receive and to administer the grant funds for the purpose of the grant and in this connection to disburse such funds for the benefit of the individual for the purpose of the grant;

c. to monitor the use of the grant funds to ensure that such funds are being expended exclusively for the purpose of the grant; and

d. to return (or to cause to be returned) to S.P.I.N. any portion of the grant funds not needed for the purpose of the grant.

The fiscal agent, which in most cases would be a recognized religious organization, an educational organization, a qualified charitable/health provider or a social welfare organization, should be very familiar with the facts relating to the grant application In unusual circumstances where there is no available "sponsoring" organization to serve as fiscal agent, a clergyman, social worker, or other appropriate individual, satisfactory to S.P.I.N., may be accepted as fiscal agent provided that such individual agrees to all of the applicable conditions as set forth herein.

Applications by individuals for non-scholarship grants must include the following information:

a. A letter from the individual describing the particular need.

b. Specific financial information as to the intended use of the grant funds requested.

c. A letter from the fiscal agent confirming the nature of the need and confirming the correctness of the facts set forth in the individual's letter and meeting the other requirements set forth above.

d. Any biographical data or other information or materials or information deemed relevant.

e. A tax return for the most recent year and a statement setting forth information relating to the net worth of the individual.

Following an initial review of the application, S.P.I.N. may request additional materials and information.

POLICIES APPLICABLE TO BOTH SCHOLARSHIP GRANTS FOR BENEFIT OF DESIGNATED STUDENTS AND FISCAL AGENT GRANTS FOR BENEFIT OF INDIVIDUALS FOR NON-SCHOLARSHIP PURPOSES

SELECTION PROCEDURES.

The selection procedures with respect to scholarship grants for the benefit of designated students and grants for the benefit of individuals for non-scholarship purposes are described below.

Approval. No scholarship grant or grant for the benefit of an individual for a non-scholarship purpose will be made unless such grant is approved by the Board of Directors or by a committee of the

Board of Directors and final decisions relating to all grants will be made by the Board of Directors or such committee.

Criteria. Criteria to be used in selecting grant recipients shall be appropriately related to the purpose of the grant. All grants will be made on an objective and nondiscriminatory basis. With respect to both types of grants described above, great emphasis will be placed on the attitude of the individual with respect to achieving and performing to the full extent of his or her potential and the likelihood that the grant will enable the individual to engage in meaningful or beneficial activity that might not otherwise be possible. As noted above, scholarship grants for the benefit of designated students will only be made for the benefit of students with disabilities or students who are not disabled but who have had to overcome extremely difficult circumstances.

In no event will a grant of either type be made for the benefit of a particular individual if any director or officer of S.P.I N. or contributor of S.P.I.N. or any person related to any of the foregoing shall be in a position to derive a private benefit directly or indirectly from such grant or because a certain potential grant beneficiary is selected over others.

Scholarship grants to educational institutions for qualified students will be made on the basis of appropriate criteria, including (without limitation) prior academic performance, recommendations from educators, the nature of the disability or the unusual circumstances with respect to the particular student and financial need.

With respect to grants for the benefit of individuals for other than scholarship purposes, an individual will in general be selected without reference to a group of candidates on the basis of such individual being exceptionally qualified or it being otherwise evident that the selection of such individual is particularly calculated to effectuate the purposes of the grant.

Review of Applications. The Secretary of S.P.I.N. (or his/her designee) will initially review each grant application submitted. Because the number of grant applications substantially exceeds the number of grants that S.P.I.N. is able to make each year, it is recognized that special procedures must be implemented to deal with the heavy volume of grant requests. In this connection, the Secretary (or his/her designee) is authorized to take any one of the following administrative actions:

1. to reject the application.

2. to ask for additional information to the extent that all required information has not at such time been submitted.

3. to recommend to the Board of Directors that the application be approved.

Rejection by Administrative Action. Because of the substantial volume of grants being received relative to S.P.I.N.'s grant-making capability, it is recognized that the "screening" of grants must be expedited and in this connection grant applications may be rejected administratively as set forth above for any of the following reasons:

1. because the grant is outside these guidelines.

2. with respect to an application for a non-scholarship grant, because there is no fiscal agent or the proposed fiscal agent is deemed to be inadequate.

3. with respect to a scholarship grant, because the student is a foreign student, even if she/he otherwise meets the requirements set forth herein.

4. with respect to a scholarship grant, because the individual is a graduate student, even if she/he otherwise meets the requirements set forth herein.

5. because other grant applications are deemed to be more worthy.

6. because other qualified grant beneficiaries have attributes which cause their grant applications to have a higher priority from S.P.I.N.'s standpoint.

AMOUNT OF GRANT; DEADLINE FOR SUBMITTING SCHOLARSHIP GRANT APPLICATIONS

If a decision by the Board of Directors is made to make a grant, a determination of the amount of the grant will be made based on the amount requested, the amount determined to be needed and the grant's priority in relation to other demands on S.P.I.N.'s limited funds. Most grants will not exceed $2,000 to $3,000 per year. Applications for scholarship grants should be submitted prior to May 1 with respect to an academic year beginning in August or September.

GRANT AWARDS

The terms and conditions of each grant will be contained in a letter sent to the grantee educational institution or the sponsoring fiscal agent. Written acceptance of such terms and conditions will generally be required with respect to all grants for the benefit of designated individuals by the grantee educational institution with respect to a scholarship grant or the sponsoring fiscal agent with respect to a non-scholarship grant. The terms and conditions of each grant as set forth in the grant letter will include:

1. the purpose of the grant;

2. the duration of the grant;

3. the total amount of the grant;

4. the report requirements, if any; and

5. the fiscal responsibilities of the grantee educational institution or sponsoring as set forth above.

Retention of Records. The Secretary of S.P.I.N. (or his/her designee) will maintain records relating to all grants on behalf of designated individuals, including:

1. information relied upon to evaluate grant applications;

2. identification of grant beneficiaries;

3. amount and purpose of each grant; and

4. follow-up information, including required reports and investigation of jeopardizing grants.

REPORTS.

In general, grants for the benefit of designated individuals will be conditioned on the grantee educational institution or sponsoring fiscal agent or the particular individual making reports to S.P.I.N. as required by the grant letter.

With respect to a grant to support a student's attendance at an educational institution, the educational institution will be required to report to S.P.I.N. at least once a year with respect to all courses taken and all grades received. If the student did not take courses, the required report must describe the program undertaken and the progress in meeting the purpose of the grant and be approved by the appropriate faculty member or university official.

With respect to grants for non-scholarship purposes, upon completion of the undertaking for which the grant was made, such report must describe the use of the grant funds and the individual's progress and accomplishments with respect to the purpose of the grant, and accounting for the funds received under such grant. In some cases, one or more annual reports and a final report may be required.

REVIEW PROCEDURES

Reports. An officer of S.P.I.N. (or his/her designee) will review the reports described above in order to determine whether the grant purposes are being or have been fulfilled and to look into any questions requiring further scrutiny or investigation.

Investigations. If reports to S.P.I.N. or other information (including failure to submit reports after a reasonable time has elapsed from the report due date) indicates that all or any part of the grant funds are not being used for the purposes of such grant, S.P.I.N. will initiate an investigation. While conducting the investigation, S.P.I.N. will withhold further payments (if any) until it has been determined that no part of the grant has been used for improper purposes and until any delinquent reports have been submitted.

If S.P.I.N. determines that any part of a grant has been used for improper purposes, S.P.I.N. will take all reasonable and appropriate steps to recover diverted grant funds or to insure the restoration of diverted funds and the dedication of any other funds held by or for the benefit of the individual to the purpose being financed by the grant. These steps will include legal action unless such action would in all probability not result in the satisfaction of execution of a judgment.

If S.P.I.N. determines that any part of the grant has been used for improper purposes and the grantee has not previously diverted grant funds to any use not in furtherance of a purpose specified in the grant, S.P.I.N., in addition to the steps described above, will withhold further payments on the particular grant until (1) it has received appropriate assurances that further diversions will not occur, (2) any delinquent reports have been submitted and (3) S.P.I.N. is satisfied that extraordinary precautions have been taken to prevent future diversions from occurring. If S.P.I.N. determines that any part of the grant has been again used for improper purposes and the educational institution or fiscal agent or the particular individual has previously diverted S.P.I.N. grant funds, S.P.I.N., in addition to taking the steps descried above, will withhold further payment until the three conditions of the preceding sentence are met and the diverted funds are in fact recovered or restored.

<u>**INFORMATION RELATING TO WHERE TO SEND APPLICATIONS**</u>

Applications for grants should be sent to:

Ms. Sarah Linsley
Secretary
Special People In Need
300 North LaSalle St., Suite 4000
Chicago, Illinois 60654

Revised 12/2011