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

For calendar year 2012, or tax year beginning Jun 1 , 2012, and ending May 31 , 2013

Name of foundation Elizabeth F. Cheney Foundation	**A** Employer identification number 36-3375377
Number and street (or P.O box number if mail is not delivered to street address) 120 S. LaSalle Street — Room/suite 1740	**B** Telephone number (see the instructions) (312) 782-1234
City or town Chicago — State IL — ZIP code 60603	**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, column (c), line 16)* ► $ 10,814,662. — **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck ► ☒ if the foundn is **not** req to att Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	246,687.	246,687.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	9,780.	L-6a Stmt		
b	Gross sales price for all assets on line 6a 6,775,090.				
7	Capital gain net income (from Part IV, line 2)		9,780.		
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/(loss) (att sch)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	256,467.	256,467.		
OPERATING AND ADMINISTRATIVE EXPENSES 13	Compensation of officers, directors, trustees, etc	108,917.	33,000.		75,917.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	7,596.			7,596.
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) L-16b Stmt	8,000.	4,000.		4,000.
c	Other prof fees (attach sch) L-16c Stmt	21,562.	21,562.		
17	Interest				
18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	4,007.			4,007.
19	Depreciation (attach sch) and depletion				
20	Occupancy	12,265.	3,066.		9,199.
21	Travel, conferences, and meetings	326.			326.
22	Printing and publications				
23	Other expenses (attach schedule) See Line 23 Stmt	15,453.	3,148.		12,305.
24	**Total operating and administrative expenses.** Add lines 13 through 23	178,126.	64,776.		113,350.
25	Contributions, gifts, grants paid	1,002,706.			1,002,706.
26	**Total expenses and disbursements.** Add lines 24 and 25	1,180,832.	64,776.		1,116,056.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-924,365.			
b	**Net investment income** (if negative, enter -0-)		191,691.		
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	638,061.	902,057.	902,057.
	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 instructions)			
	7	Other notes and loans receivable (attach sch) ▶			
		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)			
	b	Investments – corporate stock (attach schedule) L-10b Stmt	10,814,103.	9,625,266.	9,912,605.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	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)	11,452,164.	10,527,323.	10,814,662.
LIABILITIES	17	Accounts payable and accrued expenses	2,372.	1,895.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	2,372.	1,895.	
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	11,449,792.	10,525,428.	
	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, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	11,449,792.	10,525,428.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	11,452,164.	10,527,323.	

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	11,449,792.
2	Enter amount from Part I, line 27a	2	-924,365.
3	Other increases not included in line 2 (itemize) ▶ Rounding	3	1.
4	Add lines 1, 2, and 3	4	10,525,428.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	10,525,428.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	Capital Gain Distributions	P	01/01/10	12/31/12
b	Fidelity Spartan Total Mkt Index Fd	P	12/26/07	05/21/13
c	Fidelity Spartan Intl Index Fd	P	12/27/07	05/20/13
d	SPDR Index Intl Small Cap	P	12/27/07	05/22/13
e	See Columns (a) thru (d)			

	(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	12,790.		0.	12,790.
b	3,000,000.		2,570,417.	429,583.
c	1,474,508.		1,864,420.	-389,912.
d	250,438.		290,159.	-39,721.
e	See Columns (e) thru (h)		2,040,313.	-2,960.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				12,790.
b				429,583.
c				-389,912.
d				-39,721.
e	See Columns (i) thru (l)			-2,960.

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	9,780.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 .	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	860,270.	10,442,683.	0.082380
2010	894,815.	10,773,785.	0.083055
2009	779,399.	10,328,658.	0.075460
2008	825,677.	10,180,768.	0.081102
2007	926,403.	13,739,017.	0.067429

2	**Total** of line 1, column (d)	2	0.389426
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	0.077885
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,321,313.
5	Multiply line 4 by line 3	5	803,875.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,917.
7	Add lines 5 and 6	7	805,792.
8	Enter qualifying distributions from Part XII, line 4	8	1,116,056.

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)

1 a	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 instrs)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b			1	1,917.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,917.
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	1,917.
6	Credits/Payments:				
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,917.		
b	Exempt foreign organizations – tax withheld at source	6 b			
c	Tax paid with application for extension of time to file (Form 8868)	6 c			
d	Backup withholding erroneously withheld	6 d			
7	Total credits and payments Add lines 6a through 6d			7	1,917.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	0.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 0. **Refunded** ►			11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Website address ► www.cheneyfoundation.org

14 The books are in care of ► Elisabeth Geraghty Telephone no. ► (312) 782-1234

Located at ► 120 S. LaSalle St, Ste 1740, Chicago, IL ZIP + 4 ► 60603

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

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

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

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

				Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.				
1 a	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)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		2 b		
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__				
3 a	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.)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Lawrence L. Belles 16 Gardiner Park Rochester NY 14607	**President** 4.00	20,000.	0.	0.
Allan R. Drebin 807 Davis Street Evanston IL 60201	**Treasurer** 8.00	26,000.	0.	0.
Howard M. McCue III 2247 Orrington Ave. Evanston IL 60201	**Secretary** 4.00	20,000.	0.	0.
Elisabeth Geraghty 1372 Sunview Lane Winnetka IL 60093	**Executive Director** 20.00	42,917.	7,596.	0.

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

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

Total number of other employees paid over $50,000 ► None

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
NONE		

Total number of others receiving over $50,000 for professional services ► None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	None

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	10,478,490.
b Average of monthly cash balances			1b	
c Fair market value of all other assets (see instructions)			1c	
d Total (add lines 1a, b, and c)			1d	10,478,490.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2 Acquisition indebtedness applicable to line 1 assets			2	
3 Subtract line 2 from line 1d			3	10,478,490.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	157,177.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4			5	10,321,313.
6 Minimum investment return. Enter 5% of line 5			6	516,066.

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	516,066.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,917.		
b Income tax for 2012. (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	1,917.
3 Distributable amount before adjustments. Subtract line 2c from line 1			3	514,149.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	514,149.
6 Deduction from distributable amount (see instructions)			6	
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	514,149.

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	1,116,056.
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	1,116,056.
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	1,917.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,114,139.

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					514,149.
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 ___					
3 Excess distributions carryover, if any, to 2012:					
a From 2007	223,595.				
b From 2008	829,350.				
c From 2009	781,851.				
d From 2010	896,876.				
e From 2011	862,079.				
f **Total** of lines 3a through e		3,593,751.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 1,116,056.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2012 distributable amount					
e Remaining amount distributed out of corpus		1,116,056.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		514,149.			514,149.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		4,195,658.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					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)					
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		4,195,658.			
10 Analysis of line 9					
a Excess from 2008	538,796.				
b Excess from 2009	781,851.				
c Excess from 2010	896,876.				
d Excess from 2011	862,079.				
e Excess from 2012	1,116,056.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

Elisabeth Geraghty, Executive Director
120 S. LaSalle Street, Suite 1740
Chicago, IL 60603 (312) 782-1234

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

Application form available online at www.cheneyfoundation.org

c Any submission deadlines:

30 days prior to meeting based on programmatic schedule

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

Grants limited to organizations exempt under sec 501(c)(3).

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 Schedule Attached IL	N/A	Public	See Schedule	1,002,706.
Total			► 3a	1,002,706.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities . .			14	246,687.	
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		9,780.
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) . .				246,687.	9,780.

13 Total. Add line 12, columns (b), (d), and (e) . . . . **13** 256,467.

(See worksheet in line 13 instructions to verify calculations)

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

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

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Signature of officer or trustee	10-15-2013 Date	Vice Pres., Treasurer Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ► Self-Prepared			Firm's EIN ►	
Firm's address ►			Phone no	

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2012

Name: Elizabeth F. Cheney Foundation

Employer Identification Number: 36-3375377

Asset Information:

Description of Property: Investment Securities
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price: 6,775,090.
Cost or other basis (do not reduce by depreciation) 6,765,310.
Sales Expense:
Valuation Method:
Total Gain (Loss): 9,780.
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation)
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation)
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation)
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation)
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation)
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation)
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation)
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Payroll Taxes	4,007.			4,007.
Excise taxes				
Total	4,007.			4,007.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Insurance	6,296.	3,148.		3,148.
Professional Associations	770.			770.
Telephone	1,533.			1,533.
State Registration	25.			25.
Postage	801.			801.
Internet Services				
Photocopying	656.			656.
Parking	4,680.			4,680.
Office supplies	692.			692.
Total	15,453.	3,148.		12,305.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
Vanguard Intl Equity Small Cap	P	10/27/10	05/22/13
Vanguard Bond Index Fund	P	12/26/07	05/23/13
Vanguard Short Term Bond Fund	P	09/27/11	03/27/13
Vanguard Bond Index Fund	P	12/26/07	01/29/13
Fidelity Total Market Index Fund	P	12/26/07	09/28/12

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (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)
575,658.		659,006.	-83,348.
415,723.		381,560.	34,163.
242,880.		244,350.	-1,470.
503,092.		457,914.	45,178.
300,000.		297,483.	2,517.
Total		2,040,313.	-2,960.

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			-83,348.
			34,163.
			-1,470.
			45,178.
			2,517.
Total			-2,960.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Baker Tilley	Audit	8,000.			
Total		8,000.			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IPEX	Investment advice	21,562.			
Total		21,562.			

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Loomis Sayles Bond Fund	745,368.	796,127.
Fidelity Total Market Index Fund	2,466,998.	2,816,035.
Vanguard Bond Index Fund	1,007,821.	1,051,589.
Vanguard Short Term Bond Index Fund	244,347.	241,740.
Fidelity Spartan S&P 500 Fund	2,400,000.	2,346,163.
Fidelity Floating Rate Bond Fund	500,000.	500,501.
Vanguard Total International Equity Fund	2,260,732.	2,160,450.

Form 990-PF, Page 2, Part II, Line 10b Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	**End of Year**	
	Book Value	**Fair Market Value**
Total	9,625,266.	9,912,605.

Elizabeth F Cheney Foundation
36-3375377
Form 990PF 2012
Part XV, line 3a
Grants and Contributions Paid during Year

Recipient	**City**	**State**	**Zip**	**Purpose of Grant**	**Amount**
A Red Orchid Theatre	Chicago	IL	60610	*The Opponent*	5,000
Ars Viva	Libertyville	IL	60048	3/16/14 concert	5,000
Art Institute of Chicago	Chicago	IL	60603	Directors discretionary or matching grant	2,500
Art Institute of Chicago	Chicago	IL	60603	Impressionism and Fashion Catalogue	100,000
Art Institute of Chicago	Chicago	IL	60603	Directors discretionary or matching grant	10,000
Art Institute of Chicago	Chicago	IL	60603	Directors discretionary or matching grant	2,500
Art Institute of Chicago	Chicago	IL	60603	Directors discretionary or matching grant	1,000
Auditorium Theatre	Chicago	IL	60605	Eifman Ballet	20,000
Auditorium Theatre	Chicago	IL	60605	Directors discretionary or matching grant	1,000
Baroque Band	Chicago	IL	60605	Simon Standage Sept. 2013	3,000
Bella Voce	Chicago	IL	60607	2013 -2014concert	3,000
Block Museum	Evanston	IL	60208	Collecting Kashmir Exhibit Winter, 2015	10,000
Cedille Chicago	Chicago	IL	60610	Pacifica Quartet and Anthony McGill	5,000
Chicago Chamber Musicians	Chicago	IL	60601	Britten Centennial Festival	20,000
Chicago Chamber Musicians	Chicago	IL	60601	Directors discretionary or matching grant	2,000
Chicago Chorale	Chicago	IL	60615	Bruckner Mass #2	3,000
Chicago Community Foundation	Chicago	IL	60601	Arts Work Fund	5,000
Chicago Dancing Festival	Chicago	IL	60610	August 2013 Festival	20,000
Chicago Folks Operetta	Oak Park	IL	60304	The Land of Smiles by Lehar	3,000
Chicago Highschool for the Arts	Chicago	IL	60616	Directors discretionary or matching grant	1,000
Chicago Highschool for the Arts	Chicago	IL	60616	Directors discretionary or matching grant	1,000
Chicago Human Rihythm Project	Chicago	IL	60657	Rhythm World 2013 Festival Tokyo Exchange	3,000
Chicago Human Rihythm Project	Chicago	IL	60657	Directors discretionary or matching grant	500
Chicago Opera Theatre	Chicago	IL	60601	Verdi's *Giovanna d'Arco*	20,000
Chicago Philharmonic	Evanston	IL	60201	May 2014 concert	5,000
Chicago Philharmonic	Evanston	IL	60201	5/24/13 concert support	10,000
Chicago Shakespeare Theatre	Chicago	IL	60611	*Julius Caesar*	12,500
Chicago Sinfonietta	Chicago	IL	60601	season support	5,000
Chicago Symphony Orchestra	Chicago	IL	60604	Directors discretionary or matching grant	10,000
Chicago Symphony Orchestra	Chicago	IL	60604	Civic broadcast, Muti open rehearsal	46,700
Chicago Symphony Orchestra	Chicago	IL	60604	Civic Scholarship	7,000
Chicago Symphony Orchestra	Chicago	IL	60604	Civic Scholarship	6,500
ChicagoTheatre Group	Chicago	IL	60601	*New Stages Amplified*	20,000
Civitas	Chicago	IL	60660	Directors discretionary or matching grant	2,000
Civitas	Chicago	IL	60660	Directors discretionary or matching grant	2,000
Columbia College	Chicago	IL	60605	Directors discretionary or matching grant	5,000
Cornell University	Ithaca	NY	15251	Goldman Family Scholarship Fund	1,000
Court Theatre	Chicago	IL	60637	*The Misanthrope and Tartuffe*	15,000
Dance Center of Columbia College	Chicago	IL	60605	Cloud Gate	7,500
Dempster St Pro Musica	Evanston	IL	60202	November and Febuary concerts, 2013-2014	5,000
Dempster St. Pro Musica	Evanston	IL	60202	Directors discretionary or matching grant	2,000
Donors Forum	Chicago	IL	60604	grant	1,006
Eastman House	Rochester	NY	14607	Directors discretionary or matching grant	1,000
eighth blackbird	Chicago	IL	60640	2013 Chicago series	3,000
Evanston Community Foundation	Evanston	IL	60201	Directors discretionary or matching grant	1,000
Evanston Historical Society	Evanston	IL	60201	Directors discretionary or matching grant	1,000
Field Museum	Chicago	IL	60605	China Exhibit Digital Catalogue- multi year	25,000
Genesee Country Museum	Mumford	NY	14511	Directors discretionary or matching grant	3,000
Giordano Dance	Chicago	IL	60605	Liz Imperio work	5,000
Grant Park Music Festival	Chicago	IL	60601	Britten's *War Requiem*	15,000
Grant Park Music Festival	Chicago	IL	60601	Directors discretionary or matching grant	1,000
Harris Theatre	Chicago	IL	60601	Hamburg Ballet	5,000
Haymarket Opera	Chicago	IL	60614	Venus and Adonis	5,000
HPFF of The Fortnightly	Chicago	IL	60611	preservation	1,000
Hubbard Street Dance	Chicago	IL	60607	Final payment on Twyla Tharp Commission	25,000
Hubbard Street Dance	Chicago	IL	60607	Directors discretionary or matching grant	6,000
Humane Society of Rochester	Rochester	NY	14450	Directors discretionary or matching grant	2,000
International Contemporary Ensemble	Chicago	IL	60614	Open ICE	5,000
International Music Foundation	Chicago	IL	60603	2013-14 season support	3,000
Joffrey Ballet	Chicago	IL	60601	*Mavericks of Dance*	20,000
League of American Orchestras	New York	NY	10023	Directors discretionary or matching grant	2,000
Leukemia & Lymphoma Society	Pittsfield	MA	01202	Directors discretionary or matching grant	1,000
Lifeline Theatre	Chicago	IL	60626	*Three Muskateers*	5,000

Elizabeth F Cheney Foundation
36-3375377
Form 990PF 2012
Part XV, line 3a
Grants and Contributions Paid during Year

Recipient	**City**	**State**	**Zip**	**Purpose of Grant**	**Amount**
Light Opera Works	Evanston	IL	60201	HMS Pinafore	5,000
Links Hall	Chicago	IL	60657	Braiding Rivers	3,000
Lookingglass	Chicago	IL	60611	*Metamorphoses*	10,000
Luna Negra Dance	Chicago	IL	60654	Directors discretionary or matching grant	500
Luna Negra Dance	Chicago	IL	60654	Magadan/Turtle Island project	7,500
Lyric Opera of Chicago	Chicago	IL	60606	Singer sponsorship	35,000
Lyric Opera of Chicago	Chicago	IL	60606	Directors discretionary or matching grant	8,000
Lyric Opera of Chicago	Chicago	IL	60606	Directors discretionary or matching grant	4,000
McCallum Theatre	Palm Desert	CA	92260	Directors discretionary or matching grant	1,000
Merit Music	Chicago	IL	60607	Directors discretionary or matching grant	7,000
Merit Music	Chicago	IL	60607	Directors discretionary or matching grant	5,000
Morton Arboretum	Lisle	IL	60532	Chamber Music series	10,000
Museum of Contemporary Photography	Chicago	IL	60605	Geissler/Sann's Volatile Smile	10,000
Music Institute of Chicago	Winnetka	IL	60093	Directors discretionary or matching grant	1,500
Music Institute of Chicago	Winnetka	IL	60093	Directors discretionary or matching grant	1,500
Music Institute of Chicago	Winnetka	IL	60093	2013-2014 concert series	5,000
Music of the Baroque	Chicago	IL	60602	Jan 2014 concert support	20,000
Newberry Library	Chicago	IL	60610	Directors discretionary or matching grant	3,000
Newberry Library	Chicago	IL	60610	*Realizing the Newberry* Exhibit	25,000
Next Theatre	Evanston	IL	60201	*Welcome Home Jenny Sutter*	5,000
North Shore University Health	Evanston	IL	60201	Discretionary-Dr David Winchester research	1,000
Northlight Theatre	Skokie	IL	60076	*The Whipping Man*	5,000
Northwestern U School of Music	Evanston	IL	60208	Winter Chamber Music Fest Jan 2013	45,000
Northwestern U School of Music	Evanston	IL	60208	Directors discretionary or matching grant	5,000
Northwestern U School of Music	Evanston	IL	60208	Directors discretionary or matching grant	4,000
Northwestern U School of Music	Evanston	IL	60208	Directors discretionary or matching grant	4,000
NU Department of Athletics	Evanston	IL	60208	Directors discretionary or matching grant	3,000
Over the Rainbow	Evanston	IL	60201	Directors discretionary or matching grant	1,000
Over the Rainbow	Evanston	IL	60201	Directors discretionary or matching grant	1,000
People's Music School	Chicago	IL	60640	Directors discretionary or matching grant	2,000
Porchlight Theater	Chicago	IL	60657	*Pal Joey*	5,000
Ravinia Festival	Highland Park	IL	60035	Vengerov and Feltsman concerts	40,000
Ravinia Festival	Highland Park	IL	60035	Directors discretionary or matching grant	2,000
Ravinia Festival	Highland Park	IL	60035	Directors discretionary or matching grant	4,000
Rembrandt Chamber Players	Chicago	IL	60690	Directors discretionary or matching grant	500
Rembrandt Chamber Players	Chicago	IL	60690	1st concert of 2013-14 season	5,000
Remy Bumppo	Chicago	IL	60613	*You never Can Tell by GB Shaw*	5,000
River North Dance	Chicago	IL	60610	Cuban Project	5,000
Rochester City Ballet	Rochester	NY	14607	Directors discretionary or matching grant	1,000
Rochester Philharmonic	Rochester	NY	14607	Directors discretionary or matching grant	2,000
Roosevelt University	Chicago	IL	60605	Live broadcast on WFMT	10,000
Roosevelt University	Chicago	IL	60605	Live broadcast on WFMT	10,000
Rush Hour Concerts	Chicago	IL	60611	concert support	5,000
Schola Antiqua	Oak Park	IL	60304	*Thomas Becket Champion and Martyr*	3,000
Smart Museum	Chicago	IL	60637	*Awash in Color* Exhibit Oct 2012*	10,000
Steppenwolf Theatre	Chicago	IL	60614	*Head of Passes*	20,000
The Hypocrites	Chicago	IL	60657	*Mikado*	5,000
Timeline Theatre	Chicago	IL	60657	*Blood and Gifts*	5,000
Trap Door	Chicago	IL	60622	*Judith A Parting of the body*	3,000
U of Chicago Presents	Chicago	IL	60637	Venice Baroque Orchestra 2/28/14	10,000
University of Michigan	Ann Arbor	MI	48106	Directors discretionary or matching grant	1,000
University of Michigan	Ann Arbor	MI	48106	Directors discretionary or matching grant	1,000
Victory Gardens Theatre	Chicago	IL	60614	*Failure a Love Story*	5,000
WBEZ	Chicago	IL	60611	Directors discretionary or matching grant	1,000
William Ferns Chorale	Chicago	IL	60660	Grayston Ives work	2,500
Writers' Theatre	Glencoe	IL	60022	*The Letters*	15,000
WTTW	Chicago	IL	60625	Live from WFMT broadcasts	40,000
WTTW	Chicago	IL	60625	Directors discretionary or matching grant	4,000
Total					1,002,706