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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 06-01-2012 , and ending 05-31-2013

Name of foundation
SPECIAL KIDS FOUNDATION

A Employer identification number
36-3803232

Number and street (or P O box number if mail is not delivered to street address)
2218 N MONTICELLO

Room/suite

B Telephone number (see instructions)
(773) 394-3202

City or town, state, and ZIP code
CHICAGO, IL 60647

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,963,433

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

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

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 (attach schedule)	29,226			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	11	11		
	4	Dividends and interest from securities	75,698	75,698		
	5a	Gross rents				
	b	Net rental income or (loss) _____				
	6a	Net gain or (loss) from sale of assets not on line 10	-10,227			
	b	Gross sales price for all assets on line 6a 640,187				
	7	Capital gain net income (from Part IV, line 2)				
	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	94,708	75,709		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	30,250			30,250
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,950			6,950
	c	Other professional fees (attach schedule)	11,648	11,648		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,281			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	926			926
	22	Printing and publications	876			876
	23	Other expenses (attach schedule)	5,347			5,347
	24	**Total operating and administrative expenses.** Add lines 13 through 23	57,278	11,648		44,349
	25	Contributions, gifts, grants paid	133,671			133,671
	26	**Total expenses and disbursements.** Add lines 24 and 25	190,949	11,648		178,020
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-96,241			
	b	**Net investment income** (if negative, enter -0-)		64,061		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	27,669	20,556	20,556
	2 Savings and temporary cash investments	244,722	255,088	255,088
	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	260	2,500	2,500
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,183,384	1,529,060	1,529,060
	c Investments—corporate bonds (attach schedule)	1,258,198	1,116,053	1,116,053
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	45,486	40,176	40,176
	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)	2,759,719	2,963,433	2,963,433
Liabilities	17 Accounts payable and accrued expenses	80		
	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 ▶ _____)		281	
	23 **Total liabilities** (add lines 17 through 22)	80	281	
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	2,759,639	2,963,152	
	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)	2,759,639	2,963,152	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,759,719	2,963,433	

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	2,759,639
2	Enter amount from Part I, line 27a	2	-96,241
3	Other increases not included in line 2 (itemize) ▶ _____	3	299,754
4	Add lines 1, 2, and 3	4	2,963,152
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	2,963,152

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				

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

	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				
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		
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	187,076	2,715,547	0 068891
2010	181,140	2,774,065	0 065298
2009	181,261	2,764,615	0 065565
2008	171,175	2,680,075	0 063869
2007	187,983	2,996,986	0 062724

2	**Total** of line 1, column (d)	2	0 326347
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 065269
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,793,324
5	Multiply line 4 by line 3	5	182,317
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	641
7	Add lines 5 and 6	7	182,958
8	Enter qualifying distributions from Part XII, line 4	8	178,020

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	1,281
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	1,281
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,281
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,000		
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	1,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	281
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)?	1b		No
	*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?	1c		
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		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	Yes	
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		
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	Yes	

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶ WWW SPECIALKIDSFOUNDATION ORG

14 The books are in care of ▶ CHERYLE YALLEN Telephone no ▶ (773) 342-2749

Located at ▶ 2218 N MONTICELLO CHICAGO IL ZIP+4 ▶ 60647

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

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		
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**		
	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 ▶

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. ▶

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 N/A	
2	
All other program-related investments See page 24 of the instructions **3**	

Total. Add lines 1 through 3. ▶

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	2,499,615
b	Average of monthly cash balances	1b	336,247
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,835,862
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	2,835,862
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,538
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,793,324
6	**Minimum investment return.** Enter 5% of line 5	6	139,666

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	139,666
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,281		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,281
3	Distributable amount before adjustments Subtract line 2c from line 1			3	138,385
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	138,385
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	138,385

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	178,020
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	178,020
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	178,020

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				138,385
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007. 40,696				
b From 2008. 39,363				
c From 2009. 44,830				
d From 2010. 44,211				
e From 2011. 52,779				
f **Total** of lines 3a through e.	221,879			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 178,020				
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.				138,385
e Remaining amount distributed out of corpus	39,635			
5 Excess distributions carryover applied to 2012				
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	261,514			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
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). . .	40,696			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	220,818			
10 Analysis of line 9				
a Excess from 2008. . . . 39,363				
b Excess from 2009. . . . 44,830				
c Excess from 2010. . . . 44,211				
d Excess from 2011. . . . 52,779				
e Excess from 2012. . . . 39,635				

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

CHERYLE YALLEN
2218 N MONTICELLO
CHICAGO,IL 60647
(773) 342-2749
INFO@SPECIALKIDSFOUNDATION ORG

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

GRANT APPLICATION, COPY OF FEDERAL FORM 990, ANNUAL BUDGET,CERTIFIED FINANCIAL STATEMENTS FOR THE LAST 2 YEARS, ORGANIZATIONS BROCHURES AND MATERIAL

c Any submission deadlines

APPLICATIONS MUST BE SUBMITTED BY MARCH 1

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

AWARDS ARE GIVEN FOR PROGRAMS OR RESEARCH FOR THE BETTERMENT OF DISABLED CHILDREN

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**				133,671
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11	
4 Dividends and interest from securities			14	75,698	
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					-10,227
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)				75,709	-10,227
13 **Total.** Add line 12, columns (b), (d), and (e)				13	65,482

(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

****** 2013-08-02 ******

Signature of officer or trustee 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
GENE J GOLDBERG	GENE J GOLDBERG	2013-08-02		

Firm's name ▶ GENE J GOLDBERG LTD

Firm's address ▶ 707 SKOKIE BLVD STE 600 NORTHBROOK, IL 600624560

Firm's EIN ▶

Phone no (847) 480-2776

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
CHERYLE N YALLEN 2218 N MONTICELLO AVE CHICAGO,IL 60647	EXEC DIR 30 00	30,250	0	0
MARGOT WEINBERG 340 HAWTHORN GLENCOE,IL 60022	PRESIDENT 6 00	0	0	0
HEATHER BILKI 920 N WOOD CHICAGO,IL 60622	DIRECTOR 4 00	0	0	0
SARA MERVIS 2924 WASHINGTON WILMETTE,IL 60091	DIRECTOR 4 00	0	0	0
MARA LAZAR 5111 BRUMMEL SKOKIE,IL 60077	DIRECTOR 4 00	0	0	0
ROBIN BLUESTONE-MILLER 800 ELGIN ROAD EVANSTON,IL 60201	DIRECTOR 4 00	0	0	0
JUDY KATZ 109 PINE STREET DEERFIELD,IL 60015	DIRECTOR 4 00	0	0	0
NORINE KEHILA 3617 LIBERTY LANE GLENVIEW,IL 60025	DIRECTOR 4 00	0	0	0
GERRY LANE 140 GREENBRIAR EAST DEERFIELD,IL 60015	TREASURER 6 00	0	0	0
DEBBIE JACOBS 1860 MCCRAREN HIGHLAND PARK,IL 60035	SECRETARY 6 00	0	0	0
MARY BORTZ 1817 WILDBERRY DRIVE GLENVIEW,IL 60025	DIRECTOR 4 00	0	0	0
FELICE BOYER 1732 FIELDWOOD NORTHBROOK,IL 60062	DIRECTOR 4 00	0	0	0
STEPHANIE BRODSKY 1275 GREEN KNOLLS BUFFALO GROVE,IL 60089	DIRECTOR 4 00	0	0	0
NANCY GLAZER 1535 ROSEWOOD AVE DEERFIELD,IL 60015	DIRECTOR 4 00	0	0	0
DEBORAH GRANITE 9740 CRAWFORD AVE SKOKIE,IL 60076	DIRECTOR 4 00	0	0	0
MARA LANE 140 GREENBRIAR EAST DEERFIELD,IL 60015	DIRECTOR 4 00	0	0	0
MURIEL LEVINSON 407 ALPINE LANE WILMETTE,IL 60091	DIRECTOR 4 00	0	0	0
LAUREN LITCHFIELD 1816 N ROCKWELL CHICAGO,IL 60647	VICE PRESIDE 6 00	0	0	0
LAUREN LITOWSKY 200 W GRAND AVENUE CHICAGO,IL 60654	DIRECTOR 4 00	0	0	0
DIANE MEHLMAN 425 BEVERLY WILMETTE,IL 60091	DIRECTOR 4 00	0	0	0
PEGGY MILLER 718 FOREST WILMETTE,IL 60091	DIRECTOR 4 00	0	0	0
JOYCE POLLAKOFF 117 HARVARD COURT GLENVIEW,IL 60025	DIRECTOR 4 00	0	0	0
RUTH RABYNE 6038 N ALBANY CHICAGO,IL 60659	DIRECTOR 4 00	0	0	0
DAVIDA SALAMON 1521 HEATHER HILL CRESCENT FLOSSMOOR,IL 60422	DIRECTOR 4 00	0	0	0
MICHELE SHOOLIN 928 OAK DRIVE GLENCOE,IL 60022	DIRECTOR 4 00	0	0	0
BARBARA SILBERT 2005 WASHINGTON WILMETTE,IL 60091	DIRECTOR 4 00	0	0	0
JANIE SILLS 3800 CHARLES ROAD NORTHBROOK,IL 60062	DIRECTOR 4 00	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*				
ADVOCATE MEDICAL GROUP 205 E TOUHY AVE SUITE 225 PARK RIDGE,IL 60068			SERVICE DOWN SYNDROME CHILDREN	25,000
ENVISION 8 S MICHIGAN AVENUE CHICAGO,IL 60603			FOSTER FAMILIES RESPITE CARE	8,500
LARABIDA CHILDREN'S HOSPITAL EAST 65TH ST AT LAKE MICHIGAN CHICAGO,IL 60649			THERAPIST IN PREMIER KIDS PROGRAM	10,076
SHORE COMMUNITY SERVICE 4232 DEMPSTER ST SKOKIE,IL 600762008			HIRING A OCCUPATIONAL THERAPIST	25,000
THE KIDS EQUIPMENT NETWORKS PO BOX 121 FOREST PARK,IL 601300121			PROVIDE EQUIMENT TO NEEDY CHILDREN	12,500
CENTER FOR INDEPENDENCE THROUGH CONDUCTIVE EDUCATION 100 W PLAINFIELD COUNTRYSIDE,IL 60525			SUPPORT OF OCCUPATIONAL THERAPIST	20,000
THE LEXI KAZIAN FOUNDATION 105 TOWNLINE ROAD SUITE 132 VERNON HILLS,IL 60061			PROVIDE EQUIPMENT TO NEEDY CHILDREN	10,000
CHICAGO LIGHTHOUSE 1850 W ROOSEVELT ROAD CHICAGO,IL 606081288			HELPING VISION LOSS CHILDREN	22,595
Total . . . . . ▶ **3a**				133,671

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization
SPECIAL KIDS FOUNDATION

Employer identification number
36-3803232

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . . ▶ $ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
SPECIAL KIDS FOUNDATION

Employer identification number
36-3803232

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARTIN AND MARY L BOYER FOUNDATION 709 CARLYLE COURT NORTHBROOK, IL 60062	$ 10,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
SPECIAL KIDS FOUNDATION

Employer identification number
36-3803232

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
SPECIAL KIDS FOUNDATION

Employer identification number
36-3803232

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

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

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TY 2012 Accounting Fees Schedule

Name: SPECIAL KIDS FOUNDATION

EIN: 36-3803232

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
YEAR END AUDIT	6,950			6,950

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TY 2012 Compensation Explanation

Name: SPECIAL KIDS FOUNDATION

EIN: 36-3803232

Person Name	Explanation
CHERYLE N YALLEN	
MARGOT WEINBERG	
HEATHER BILKI	
SARA MERVIS	
MARA LAZAR	
ROBIN BLUESTONE-MILLER	
JUDY KATZ	
NORINE KEHILA	
GERRY LANE	
DEBBIE JACOBS	
MARY BORTZ	
FELICE BOYER	
STEPHANIE BRODSKY	
NANCY GLAZER	
DEBORAH GRANITE	
MARA LANE	
MURIEL LEVINSON	
LAUREN LITCHFIELD	
LAUREN LITOWSKY	
DIANE MEHLMAN	
PEGGY MILLER	
JOYCE POLLAKOFF	
RUTH RABYNE	
DAVIDA SALAMON	
MICHELE SHOOLIN	
BARBARA SILBERT	
JANIE SILLS	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: SPECIAL KIDS FOUNDATION

EIN: 36-3803232

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
ASTRAZENE CA PLC	2007-09	PURCHASE	2012-09		75,000	74,857			143	
BANK ONE CORP	2008-01	PURCHASE	2013-01		100,000	103,343			-3,343	
CITIGROUP INC	2004-05	PURCHASE	2012-08		50,000	51,250			-1,250	
CUMMINS INC	2010-06	PURCHASE	2012-10		26,628	20,131			6,497	
DEERE JOHN CORP	2009-04	PURCHASE	2012-10		50,000	51,710			-1,710	
FEDERAL FARM CR BKS	2011-11	PURCHASE	2012-11		50,000	50,000				
FEDERAL HOME LOAN BKS	2013-01	PURCHASE	2013-04		50,000	50,000				
GENERAL ELECTRIC	2011-11	PURCHASE	2013-05		50,000	52,378			-2,378	
PENDING DIRECT MUTUAL FUND	2013-02	PURCHASE	2013-02		38,000	38,000				
PITNEY BOWES INC	2009-08	PURCHASE	2012-06		50,559	53,133			-2,574	
WELLS FARGO	2003-03	PURCHASE	2012-09		100,000	105,612			-5,612	

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TY 2012 Investments Corporate Bonds Schedule

Name: SPECIAL KIDS FOUNDATION

EIN: 36-3803232

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NONGOVT OBLG - COMMERCIAL PAPER	1,116,053	1,116,053

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TY 2012 Investments Corporate Stock Schedule

Name: SPECIAL KIDS FOUNDATION

EIN: 36-3803232

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY SECURITIES - COMMON STOCK	1,529,060	1,529,060

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TY 2012 Investments - Other Schedule

Name: SPECIAL KIDS FOUNDATION

EIN: 36-3803232

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GOLD	FMV	40,176	40,176

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TY 2012 Other Expenses Schedule

Name: SPECIAL KIDS FOUNDATION

EIN: 36-3803232

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK CHARGES	15			15
POSTAGE	529			529
OFFICE SUPPLIES	1,840			1,840
TELEPHONE	1,002			1,002
MISCELLANEOUS	1,185			1,185
WEBSITE EXPENSE	776			776

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TY 2012 Other Increases Schedule

Name: SPECIAL KIDS FOUNDATION

EIN: 36-3803232

Description	Amount
INCREASE IN FAIR MARKET VALUE OF SECURITIES	299,754

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TY 2012 Other Liabilities Schedule

Name: SPECIAL KIDS FOUNDATION

EIN: 36-3803232

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE		281

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TY 2012 Other Professional Fees Schedule

Name: SPECIAL KIDS FOUNDATION

EIN: 36-3803232

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	11,648	11,648		

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TY 2012 Taxes Schedule

Name: SPECIAL KIDS FOUNDATION

EIN: 36-3803232

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	1,281			

BYLAWS
OF
SPECIAL KIDS FOUNDATION
(Formerly Foundation for Developmentally Disabled Children)

ARTICLE 1: NAME

The name of the corporation shall be the Special Kids Foundation.

ARTICLE 2: OBJECTIVES AND PURPOSES

The purpose of this organization shall be to provide financial assistance to agencies which treat, educate or foster inclusion for children with developmental disabilities and their families.

The Corporation shall have such powers as are now or may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986, or any successor legislation; except that such powers may be exercised only in furtherance of the purposes of the Corporation as stated in its Articles of Incorporation and consistent with its status as a corporation described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The Corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable and educational purposes described in the Articles of Incorporation.

ARTICLE 3: MEMBERSHIP

The Corporation shall not have any members.

ARTICLE 4: BOARD OF DIRECTORS

Section 4.01. ***Powers***. Subject to the provisions of the General Not For Profit Corporation Law of the State of Illinois, the activities and affairs of the corporation shall be managed and corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to an Executive Director (see Article 11, Section 11.03), provided that the Corporation is managed and all corporate powers are exercised under the ultimate direction of the Board of Directors.

Section 4.02. ***Number of Directors***. The authorized number of directors of the corporation shall not be less than four (4) until changed by amendment of the Articles of Incorporation or by a bylaw amending this Section 4.02. The exact number of directors shall be fixed from time to time, within the limits specified in this Section 4.02, by the Board of Directors.

Section 4.03. ***Qualifications of Directors***. Each Director shall be a person at least twenty-one (21) years of age.

Section 4.04. ***Election and Term of Office***. The four (4) initial members of the Board of Directors named in the Articles of Incorporation shall serve until their successors have been selected and seated at the corporation's first meeting of directors. Thereafter, directors shall be elected at the Annual Meeting of Directors, as required to fill vacancies or to replace directors whose terms of office have expired.

Except as provided above, the term of office of each director of the corporation shall be two (2) years until his or her successor has been selected and seated.

If any annual meeting is not held or the directors are not appointed at the annual meeting, the directors may be appointed at any meeting of the Board. A director may succeed himself or herself in office, and there shall be no limit to the number of consecutive terms a director may serve.

Section 4.05. ***Vacancies and Removal.*** A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation or removal of any director or (ii) the failure of the directors, at any annual or other meeting of directors at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

All vacancies may be filled by a vote of the majority of the directors then in office, whether or not the majority is less than a quorum, or by vote of a sole remaining director. Each director so appointed shall hold office until his or her successor is appointed at an annual or other meeting of the Board.

Any director may resign effective upon giving written notice to the President, Secretary or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective.

Section 4.06. ***Place of Meetings***. Regular or Special meetings of the Board of Directors may be held at any place within or outside the State of Illinois that has been designated from time to time by the Board. The place of the meeting will be designated in the notice of the meeting.

Section 4.07. ***Annual Meeting***. The Board of Directors shall hold an annual meeting during the Spring of each year, for the purpose of appointing directors and officers of the corporation, and for the transaction of other business. Notice of the annual meeting shall be given in the manner set forth in Section 4.09 of this Article 4.

Section 4.08. ***Other Regular Meetings***. Other regular meetings of the Board of Directors shall be held at such times as are fixed by the Board of Directors.

Section 4.09. ***Special Meetings***. Special meetings of the Board of Directors for any purpose may be called at any time by the President, Secretary or any two directors.

Section 4.10. ***Notice and Purpose of Meetings***. Notice of the time and place of any meeting of the Board of Directors shall be given at least three days in advance thereof by written notice and delivered personally or sent via electronic communication or by mail to each director at his or her address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice thereof, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, except that the purpose of a special meeting to consider removal of a director must be stated in the notice of meeting.

Section 4.11. ***Telephonic Meetings***. Directors may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 4.12. ***Action at a Meeting; Quorum and Required Vote***. Presence of a majority of the directors then in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 4.13. ***Action Without a Meeting***. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

ARTICLE 5: COMMITTEES

Section 5.01. ***Committees of Directors***. The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees, each of which shall consist of the designated number of directors and may also include members who are not on the Board of Directors, to serve at the pleasure of the Board.

A minimum of three (3) standing committees shall exist. Members of the Board of Directors and/or the Executive Director shall serve as members. These committees will be:

(a) Grant Committee will consist of three (3) or more directors and will meet annually to review funding proposals and make recommendations to the Board of Directors. This committee may include members who are not directors of the corporation.

(b) Investment Committee will consist of two (2) or more directors and will meet annually to review the corporation's investment portfolio and make recommendations to the Board of Directors. This committee may include members who are not directors of the corporation.

(c) Nominating Committee will consist of three (3) or more directors and will meet when necessary to determine candidates for Officers and recommend same to the Board of Directors. This committee may not include members who are not directors of the corporation.

Section 5.02. ***Executive Committee***. The Executive Committee will be composed of the President, Vice President, Secretary, Treasurer and/or Executive Director.

Section 5.03. ***Ad-Hoc Committees***. Ad-Hoc Committees may be formed, at the discretion of the President and/or Executive Committee, to address specific issues of the corporation. These committees may include Policy Committee, Grant Event Committee, Strategic Planning Committee and others as needed.

ARTICLE 6: OFFICERS

Section 6.01. **Officers.** The officers of the corporation shall consist of the President, Vice President, Secretary and Treasurer, and each of them shall be appointed by the Board of Directors. The Board of Directors may appoint such other officers as the activities of the corporation may require, each of whom shall have such authority and perform duties as are provided in these Bylaws or as the Board of Directors may from time to time determine. The term of office of each officer of the corporation shall be two (2) years until his or her successor has been selected and seated.

Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the corporation. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation.

Section 6.02. ***Vacancies*** The President, with the approval of the Executive Committee, may fill any vacancies which occur on the board. Appointees under this Section shall serve until the next election.

Section 6.03. ***Duties of the President***. The President of the Board shall, when present, preside at all meetings of the Board of Directors and Executive Committee and shall perform all the duties commonly incident to that office. The President of the Board shall have authority to execute in the name of the corporation all bonds, contracts, deeds, leases and other written instruments to be executed by the corporation and shall perform such other duties as the Board of Directors may from time to time determine.

Section 6.04. ***Duties of the Vice President***. The Vice President of the Board shall possess the powers and discharge the duty of the President in the latter's absence or disability. In addition, the Vice President shall Chair the Grant Committee.

Section 6.05. ***Duties of the Secretary***. The Secretary shall record or cause to be recorded, and shall keep a book of minutes of actions taken at all meetings of directors and committees, with the time and place of holding, whether regular or special, and the names of those present at such meetings, and the proceedings of such meetings. The Secretary shall keep the seal of the corporation in safe custody and have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 6.06. ***Duties of the Treasurer***. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall arrange for an audit of the corporation's financial accounts by an independent Certified Public Accountant. The Treasurer shall also serve as the Chair of the Investment Committee.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of these Bylaws.

ARTICLE 7: EXECUTION OF CORPORATE INSTRUMENTS AND MEMBERSHIPS HELD BY THE CORPORATION.

Section 7.01. ***Execution of Corporate Instruments***. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, and certificates of shares of stock owned by the corporation, shall be executed, signed or endorsed by the President and by the Secretary or Treasurer.

All checks and drafts drawn on banks or other depositories of funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do.

ARTICLE 8: ANNUAL REPORT TO DIRECTORS

The corporation shall provide an audit to the officers, no later than January of each year.

ARTICLE 9: MAINTENANCE AND INSPECTION OF CORPORATE RECORDS

Section 9.01. ***Maintenance and Inspection of Corporate Records***. The corporation shall keep at its principal office in this state the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times.

Section 9.02. ***Maintenance and Inspection of Other Corporate Records***. The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the corporation shall be kept at such place or places designated by the Board of Directors. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written, typed, or printed form. Upon leave of office, each officer of the corporation shall turn over to his or her successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in custody of each officer during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind. The inspection may be made in person or by an agent or attorney, and shall include the right to copy documents.

ARTICLE 10: FISCAL YEAR

The fiscal year of the corporation shall run from June 1 through May 31 of each year.

ARTICLE 11: MISCELLANEOUS

Section 11.01. ***Waiver of Notice***. Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois 1986, or any successor thereto, or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute wavier of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 11.02. ***Indemnification of Directors, Officers, Employees and Agents***. The Corporation shall indemnify all of its present and former directors, officers, employees and agents to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois 1986, or any successor thereto, the relevant indemnification provisions of which Act are hereby incorporated herein by reference. The Corporation shall also cause to be purchased insurance for

such indemnification of its officers and directors to the full extent as determined from time to time by the Board of Directors of the Corporation.

Section 11.03. ***Duties of the Executive Director.*** The Executive Director will function as the General Manager of the corporation. The Board of Directors shall place the Executive Director under a contract of employment and shall act in accordance with an approved job description. The Executive Director shall be responsible to and governed by the Board of Directors, shall report to and advise the Board on all significant matters of the corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall be empowered to act, speak for or otherwise represent the corporation between meetings of the Board within the boundaries of policies and purposes established by the board and as set forth in the Articles of Incorporation and Bylaws. The Executive Director shall be responsible for the hiring and firing of all personnel other than the officers elected by the Board, and shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

Section 11.04. ***Duties of Board Members.*** Each Director shall abide by the Board Standards developed by the Nominating Committee and approved by a quorum of the entire Board.

ARTICLE 12: AMENDMENTS

These Bylaws may be adopted, amended or repealed by the vote of a majority of the directors present at a meeting held at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

Revised 4/10/13

SPECIAL KIDS FOUNDATION

Investment Committee Charter

This committee shall be called the Investment Committee of the Board of Directors of the Special Kids Foundation.

Purpose

The Investment Committee is a standing committee of the Board of Directors. The Committee assists the Board of Directors in fulfilling its oversight responsibility for the investment assets of the Foundation. The Committee is responsible for formulating the overall investment policies of the Foundation, subject to approval by the Board, and recommending investment guidelines in furtherance of those policies. The Committee monitors the management of the portfolio for compliance with the investment policies and guidelines of the Board and for meeting Board objectives over time.

Composition

The Chair of the Investment Committee is the Treasurer of the Board of Directors of the foundation. The Executive Committee of the Board appoints Committee members. Committee membership shall consist of at least three members who are generally knowledgeable in investment and financial matters, including at least two directors.

Communications/Reporting

The Committee shall report directly to the Board at each scheduled Board meeting, reviewing investment performance against Investment Policy objectives, including actual returns versus the Foundation's return objective.

Responsibilities

The Committee's principal responsibilities are to see that the Foundation's Investment Policies are followed, modified and executed appropriately so that the long-term grantmaking and programmatic goals of the Foundation are supported. This includes:

1. Setting investment policies (subject to approval of the Board) and guidelines, including policies and guidelines regarding asset classes, asset allocation ranges, and prohibited investments.

2. Approve investment and reinvestment of the funds of the Foundation. The Committee may delegate investment functions to officers and employees of the Foundation, and to external investment managers.

3. Monitoring the management of the funds by reviewing written reports from investment managers / consultants and by discussions with investment managers / consultants at Committee meetings that focus on the primary determinants of returns, including asset allocation and investment strategy.

4. Evaluating investment performance of the fund based on a comparison of actual returns with the Foundation's return objective, and with such other benchmarks as the Board or Committee may from time to time select. The evaluation will take into account compliance with investment policies, guidelines and risk levels.

5. Attend to such matters as the Board may from time to time determine.

SPECIAL KIDS FOUNDATION

Grant Committee Charter

Purpose

The Grant Committee is a standing committee of the Board of Directors. Its purpose is to evaluate applications for potential funding by Special Kids Foundation and make recommendations to the Board. The ultimate decision to fund grants rests with the Board.

Composition

Any individual interested in the mission of the foundation may serve on the Grant Committee with the following exceptions:

- An individual employed by or on the Board of Directors of an agency that qualifies for a grant
- An organizational or program consultant whose client list currently includes an agency that qualifies for a grant

Any individual who was previously employed by or on the board of directors of an agency that qualifies for a grant may serve on the Grant Committee but may not review nor comment on any grant submitted by that agency for three years following his/her service with the agency

The committee includes both board members and non-members. The Chair of the committee is the Vice President of the Foundation.

Responsibilities:

The Committee's principal responsibilities are to see that the Foundation's policies are followed. modified and executed appropriately so that the long-term grantmaking and programmatic goals of the Foundation are supported. This includes:

- Promote responsible and effective philanthropy.
- Identify and help develop responses to current and emerging issues and needs.
- Represents the interests, perspectives and characteristics of the Foundation's grantmaking to advance the mission of the Foundation.
- Helps develop the vision, mission and goals of the Foundation's grantmaking.
- Guides program priorities and policies and makes recommendations to the Board of Directors on the annual grantmaking of the Foundation based on approved policies:

- The foundation will remain in perpetuity. A new discussion about the future of the foundation will be triggered when the number of board members goes below 10 directors (i.e., pay down the principal, develop plan for closing the foundation. recruit new board members, etc.)

- We will allocate no less than $120,000 a year to grants, even if this means going into principal, plus 20% of the capital unrealized gains of the stock portfolio

- Grant Committee members will:
  - Read and evaluate grant applications received from nonprofit organizations
  - Attend a minimum of two site visits and complete evaluation forms following each visit
  - Attend three Grant Committee meetings and the Grant Event
  - Disclose any potential conflict of interest and not vote or comment on any application where a conflict may exist
  - Monitor grants given by reading, and questioning when necessary, status reports received from grantees
  - Stay abreast of issues relating to developmental disabilities

SPECIAL KIDS FOUNDATION

Nominating Committee Charter

Purpose

The Nominating Committee is a standing committee of the Board of Directors. The purpose of the nominating committee is to recognize and seek qualified nominees for the elected leadership of Special Kids Foundation.

Composition

The committee shall consist of three or more members of the Board, selected by the Chair of the committee. The Chair of the committee shall be appointed by the President. Members of the committee are excluded from becoming nominees for elected office.

Responsibilities

The Committee's principal responsibilities are to consider and present to the Board for consideration and approval the nominees for election of the President, Vice President, Treasurer and Secretary of the Foundation. This includes:

- Ensure open and frank discussion must be held among members of the committee. Discussions are strictly confidential and no information should leave the committee meeting, even after the officers have been elected.

- Evaluate each nominee independently and by the same criteria as all other nominees. The committee is obligated to seek out those eligible members who would best serve in a particular office. The committee is not obligated to nominate the president or any current officer eligible to serve another term, or to nominate automatically the Vice President for President.

- Obtain the consent of each nominee in order to place the name in nomination.

- Put the slate of officers to a vote by the Board of Directors prior to the Annual Meeting. Report the results of the vote at the Annual Meeting.