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Form **990-PF**

# Return of Private Foundation

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

OMB No 1545-0052

**2012**Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

Name of foundation <b>LLOYD A. FRY FOUNDATION</b>		A Employer identification number <b>36-6108775</b>
Number and street (or P O box number if mail is not delivered to street address) <b>120 SOUTH LASALLE STREET</b>		B Telephone number (see instructions) <b>(312) 580-0310</b>
City or town, state, and ZIP code <b>CHICAGO, IL 60603</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 164,492,986</b>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	537,100.	537,100.		
	4 Dividends and interest from securities	2,300,674.	2,960,754.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,339,117.			
	b Gross sales price for all assets on line 6a	49,666,693.			
	7 Capital gain net income (from Part IV, line 2)		5,015,816.		
	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) ATCH. 1	3,482.	204.			
12 Total. Add lines 1 through 11	6,180,373.	8,513,874.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	407,876.			407,876.
	14 Other employee salaries and wages	393,418.			393,418.
	15 Pension plans, employee benefits	147,978.			147,978.
	16a Legal fees (attach schedule) ATCH. 2	17,094.			17,094.
	b Accounting fees (attach schedule) ATCH. 3	35,353.	17,676.		17,677.
	c Other professional fees (attach schedule) *	921,853.	460,927.		460,926.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH. 5	432,254.	13,056.		
	19 Depreciation (attach schedule) and depletion	16,714.			
	20 Occupancy	153,919.			153,919.
	21 Travel, conferences, and meetings	68,084.			68,084.
	22 Printing and publications	28,107.			28,107.
	23 Other expenses (attach schedule) ATCH. 6	97,521.	688,438.		97,290.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,720,171.	1,180,097.		1,792,369.
	25 Contributions, gifts, grants paid	6,722,020.			7,389,379.
26 Total expenses and disbursements. Add lines 24 and 25	9,442,191.	1,180,097.	0	9,181,748.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-3,261,818.				
b Net investment income (if negative, enter -0-)		7,333,777.			
c Adjusted net income (if negative, enter -0-)					

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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 . . . . .		358,306.	230,689.	230,689.
	2	Savings and temporary cash investments . . . . .		7,952,694.	10,236,999.	10,236,999.
	3	Accounts receivable ▶ 124,320.				
		Less allowance for doubtful accounts ▶		168,529.	124,320.	124,320.
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .		21,397.		
	10 a	Investments - U S and state government obligations (attach schedule), **		13,984,245.	11,563,454.	11,563,454.
	b	Investments - corporate stock (attach schedule) ATCH 8		67,899,544.	59,342,720.	59,342,720.
	c	Investments - corporate bonds (attach schedule) ATCH 9		10,722,631.	21,560,971.	21,560,971.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) ATCH 10		48,901,036.	54,271,586.	54,271,586.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶		53,168.	40,290.	40,290.	
15	Other assets (describe ▶ ATCH 11)		7,121,957.	7,121,957.	7,121,957.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		157,183,507.	164,492,986.	164,492,986.	
Liabilities	17	Accounts payable and accrued expenses . . . . .		104,334.	98,808.	
	18	Grants payable . . . . .		2,439,100.	1,793,000.	
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule) . . . .				
	22	Other liabilities (describe ▶ ATCH 12)		202,371.	534,345.	
	23	Total liabilities (add lines 17 through 22) . . . . .		2,745,805.	2,426,153.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .		147,315,745.	154,944,876.	
	25	Temporarily restricted . . . . .		7,121,957.	7,121,957.	
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see instructions). . . . .		154,437,702.	162,066,833.	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .		157,183,507.	164,492,986.	

## 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	154,437,702.
2	Enter amount from Part I, line 27a . . . . .	2	-3,261,818.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	10,890,949.
4	Add lines 1, 2, and 3 . . . . .	4	162,066,833.
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	162,066,833.

\*\*ATCH 7

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**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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			<b>2</b>	3,339,117.	
<b>3</b> 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			<b>3</b>	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	8,322,746.	149,616,184.	0.055627
2010	10,525,329.	155,561,431.	0.067660
2009	8,271,192.	143,779,498.	0.057527
2008	8,808,099.	135,797,370.	0.064862
2007	10,618,944.	181,703,900.	0.058441
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.304117
<b>3</b> 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			<b>3</b> 0.060823
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 161,129,792.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 9,800,397.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 73,338.
<b>7</b> Add lines 5 and 6			<b>7</b> 9,873,735.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			<b>8</b> 9,181,748.

**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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	146,676.
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	146,676.
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	146,676.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	161,655.	
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	161,655.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	14,979.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 14,979. Refunded <input type="checkbox"/> <input type="checkbox"/>	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? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .		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? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	X	
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL, <input type="checkbox"/>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>N/A</b>				
14	The books are in care of <b>UNMI SONG</b> Telephone no <b>312-580-0310</b>			
Located at <b>120 SOUTH LASALLE STREET CHICAGO, IL</b> ZIP+4 <b>60603</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <b>▶</b>	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b>		
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 <b>▶</b>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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**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)? ☐ Yes ☒ No

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		350,096.	49,660.	8,120.

**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
ATCH 16		277,692.	94,120.	14,072.

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

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**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
ATCH 17		82,425.
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 N/A	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	155,884,455.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	412,523.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	7,286,567.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	163,583,545.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	163,583,545.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	2,453,753.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	161,129,792.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	8,056,490.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	8,056,490.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	146,676.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	146,676.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	7,909,814.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	7,909,814.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	7,909,814.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	9,181,748.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	9,181,748.
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	9,181,748.

**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.

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7 . . . . .				7,909,814.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10 , 20 09 , 20 08 . . . . .				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	1,864,183.			
b From 2008 . . . . .	2,092,156.			
c From 2009 . . . . .	1,116,461.			
d From 2010 . . . . .	2,815,192.			
e From 2011 . . . . .	895,188.			
f Total of lines 3a through e . . . . .	8,783,180.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 9,181,748.				
a Applied to 2011, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions). . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2012 distributable amount . . . . .				7,909,814.
e Remaining amount distributed out of corpus . . . . .	1,271,934.			
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 . . . . .	10,055,114.			
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 . . . . .				
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) . . . . .	1,864,183.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	8,190,931.			
10 Analysis of line 9				
a Excess from 2008 . . . . .	2,092,156.			
b Excess from 2009 . . . . .	1,116,461.			
c Excess from 2010 . . . . .	2,815,192.			
d Excess from 2011 . . . . .	895,188.			
e Excess from 2012 . . . . .	1,271,934.			

Form **990-PF** (2012)

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

NOT APPLICABLE

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

N/A

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.

N/A

**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.

ATCH 18

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

SEE ATTACHED

c Any submission deadlines.

SEE ATTACHED

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

SEE ATTACHED

**Part 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
<b>a Paid during the year</b>  ATCH 19				
<b>Total</b> . . . . .			<b>3a</b>	7,389,379.
<b>b Approved for future payment</b>  ATCH 20				
<b>Total</b> . . . . .			<b>3b</b>	1,793,000

Form 990-PF (2012)

## Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

Line No.	▼																																																																																							

[illegible]



Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS) .....							<u>3,339,117.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		
INCOME (LOSS) FROM PARTNERSHIP INVEST.	3,482.	204.
TOTALS	<u>3,482.</u>	<u>204.</u>



ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
QUARLES & BRADY LLC - LEGAL	17,094.			17,094.
TOTALS	<u>17,094.</u>			<u>17,094.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING/AUDIT SERVICES	35,353.	17,676.		17,677.
TOTALS	<u>35,353.</u>	<u>17,676.</u>		<u>17,677.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT	828,926.	414,463.	414,463.
CONSULTING FEE	92,927.	46,464.	46,463.
TOTALS	<u>921,853.</u>	<u>460,927.</u>	<u>460,926.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID		
FEDERAL EXCISE TAX	432,254.	13,056.
TOTALS	<u>432,254.</u>	<u>13,056.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
EQUIPMENT RENTAL	5,817.		5,817.
OFFICE SUPPLIES	6,551.		6,551.
TECHNOLOGY/INTERNET	44,481.		44,481.
TELEPHONE	10,097.		10,097.
POSTAGE	1,236.		1,236.
DIR & OFF LIABILITY INSURANCE	12,328.		12,328.
PUBLICATIONS	1,452.		1,452.
SUBSCRIPTIONS	2,283.		2,283.
DUES & MEMBERSHIPS	7,318.		7,318.
SUNDRY EXPENSES	5,958.		5,727.
PORTFOLIO EXP. REPORTED ON K-1	688,438.		
TOTALS	<u>97,521.</u>	<u>688,438.</u>	<u>97,290.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ATTACHMENT 7</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDERAL AND AGENCY BONDS	11,563,454.	11,563,454.
US OBLIGATIONS TOTAL	<u>11,563,454.</u>	<u>11,563,454.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MUTUAL FUNDS - EQUITY	28,515,202.	28,515,202.
COMMON STOCK	30,827,518.	30,827,518.
TOTALS	<u>59,342,720.</u>	<u>59,342,720.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS	1,209,368.	1,209,368.
MUTUAL FUNDS - FIXED INCOME	13,630,578.	13,630,578.
INTERNATIONAL BOND FUNDS	6,721,025.	6,721,025.
TOTALS	<u>21,560,971.</u>	<u>21,560,971.</u>



ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HEDGE FUNDS	30,265,208.	30,265,208.
PRIVATE EQUITY INVESTMENTS	20,535,611.	20,535,611.
REAL ESTATE INVESTMENT TRUSTS	823,439.	823,439.
REDEMPTION RECEIVABLE	2,647,328.	2,647,328.
TOTALS	<u>54,271,586.</u>	<u>54,271,586.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BENEFICIAL INTEREST IN TRUSTS HELD BY OTHERS	7,121,957.	7,121,957.
TOTALS	<u>7,121,957.</u>	<u>7,121,957.</u>

LLOYD A. FRY FOUNDATION

36-6108775

ATTACHMENT 12

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
FEDERAL EXCISE TAX PAYABLE	534,345.
TOTALS	<u>534,345.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNRELAIZED GAIN	10,367,979.
CHANGE IN BENEFICIAL INTEREST IN TRUST HELD BY OTHERS	522,970.
TOTAL	<u>10,890,949.</u>

LLOYD A. FRY FOUNDATION

36-6108775

ATTACHMENT 14

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

A CONFORMED COPY OF THE UPDATED BYLAWS HAS BEEN ATTACHED TO THIS RETURN.

LLOYD A. FRY FOUNDATION

36-6108775

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
HOWARD M MCCUE 120 SOUTH LASALLE STREET CHICAGO, IL 60603	CHAIR 2.50	30,000.	0	0
DAVID A DONOVAN 120 SOUTH LASALLE STREET CHICAGO, IL 60603	VICE PRESIDENT 2.50	30,000.	0	0
LLOYD A FRY III 120 SOUTH LASALLE STREET CHICAGO, IL 60603	VICE CHAIRMAN 2.50	30,000.	0	0
STEPHANIE PACE MARSHALL 120 SOUTH LASALLE STREET CHICAGO, IL 60603	VICE PRESIDENT 2.50	30,000.	0	0
GRAHAM GRADY 120 SOUTH LASALLE STREET CHICAGO, IL 60603	TREASURER 2.50	30,000.	0	0
UNMI SONG 120 SOUTH LASALLE STREET CHICAGO, IL 60603	PRESIDENT 40.00	200,096.	49,660.	8,120.
GRAND TOTALS		<u>350,096.</u>	<u>49,660.</u>	<u>8,120.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
SIDNEY SIDEWELL 120 S. LASALLE CHICAGO, IL 60603	SR PROG & DIR ADMIN 40.00	77,000.	19,350. 516.
SHARON BUSH 120 S. LASALLE CHICAGO, IL 60603	SR PROGRAM OFFICER 40.00	76,083.	28,180. 914.
SOO NA SCHMIDT 120 S. LASALLE CHICAGO, IL 60603	PROGRAM OFFICER 40.00	74,609.	27,913. 1,452.
LISA TORRES 120 S. LASALLE CHICAGO, IL 60603	PROGRAM ASSISTANT 40.00	50,000.	18,677. 11,190.
	TOTAL COMPENSATION	<u>277,692.</u>	<u>94,120.</u> <u>14,072.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
MARCIA FESTEN & ASSOCIATES 1936 W. NEWPORT CHICAGO, IL 60657	GRANT APP REVIEW	82,425.
TOTAL COMPENSATION		<u>82,425.</u>



LLOYD A. FRY FOUNDATION

36-6108775

ATTACHMENT 18

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

THE LLOYD A FRY FOUNDATION  
120 S. LASALLE ST, STE 1950  
CHICAGO, IL 60603  
312-580-0310

LLOYD A FRY FOUNDATION

36-6108775

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED	SEE ATTACHED	SEE ATTACHED	7,389,379.
SEE ATTACHED	SEE ATTACHED		
SEE ATTACHED,			
	TOTAL CONTRIBUTIONS PAID		<u>7,389,379.</u>

Grants Paid from Fry Foundation

RECIPIENT NAME	ADDRESS	CITY	STATE	POSTAL CODE	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
3Arts	180 N Michigan Ave #305	Chicago	IL	60601	None	509(a)(1)	For general support and to support awards to artists	\$12,500
Academy for Global Citizenship Charter School	4647 West 47th Street	Chicago	IL	60632-4847	None	509(a)(1)	In recognition of the pioneering leadership of Sarah Elizabeth and the staff of the Academy for Global Citizenship	\$5,000
Academy for Urban School Leadership	3400 North Austin Boulevard	Chicago	IL	60634	None	509(a)(1)	For principal training for turnaround schools	\$100,000
Accelerate Institute	328 South Jefferson St., Suite 570	Chicago	IL	60661	None	509(a)(1)	For the Career Changers Program	\$50,000
Access Community Health Network	222 North Canal Street	Chicago	IL	60606	None	509(a)(1)	For the Patient-Centered Medical-Home project	\$40,000
After School Matters	66 East Randolph Street	Chicago	IL	60601	None	509(a)(1)	In support of the moot court training program	\$200
Akita Owners Rescue Foundation	6538 N Nordica Avenue	Chicago	IL	60631-1649	None	509(a)(1)	In memory of Murray Petzold	\$1,000
Albany Park Theater Project	P.O. Box 257995	Chicago	IL	60625-7995	None	509(a)(1)	For general support and for theatre education activities	\$30,500
Alliance for the Great Lakes	17 North State Street, Suite 1390	Chicago	IL	60602	None	509(a)(1)	Unrestricted	\$5,000
Amelia Island Montessori School	1423 Julia Street	Fernandina Beach	FL	32034	None	509(a)(1)	In honor of the Bell Family	\$1,000
American Theater Company	1909 West Byron Street	Chicago	IL	60613	None	509(a)(1)	For the American Mosaic, Bridge and Youth Ensemble programs	\$25,000
The Anti-Cruelty Society	157 West Grand Avenue	Chicago	IL	60654	None	509(a)(1)	For general operations	\$500
Archdiocese of Chicago	835 North Rush Street	Chicago	IL	60611	None	509(a)(1)	In honor of John O'Malley and Jennifer Shankie	\$6,000
The Art Institute of Chicago	111 South Michigan Avenue	Chicago	IL	60603-6404	None	509(a)(1)	For the Annual Fund, \$10,000 for the Black Dog Fund to support photography exhibitions and \$10,000 for the Library for acquisitions, In honor of the Leadership Advisory Committee in its sponsorship of They Seek a City: Chicago and the Art of Migration, 1910-1950	\$31,000
Arts Work Fund for Organizational Development	P.O. Box 577309	Chicago	IL	60657-7309	None	509(a)(1)	For general operations and for a business model optimization program	\$25,000

Asian American Institute	4753 North Broadway Street, Suite 502	Chicago IL	60640	None	509(a)(1)	Unrestricted	\$750
Asian Americans / Pacific Islanders in Philanthropy	211 Sutter Street, Suite 600	San Francisco CA	94108	None	509(a)(1)	Membership grant	\$2,500
Asian Health Coalition	180 W. Washington Street, Suite 1000	Chicago IL	60602	None	509(a)(1)	For the Community Health Workers Project for Asian immigrant and refugee communities	\$40,000
Asian Human Services, Inc.	4753 N Broadway, Suite 700	Chicago IL	60640-4995	None	509(a)(1)	For the Literacy Education for Adults and Families (LEAF) Program	\$30,000
Auditorium Theatre of Roosevelt University	50 East Congress Parkway	Chicago IL	60605	None	509(a)(1)	For the ArtsXChange teacher training program	\$35,000
The Avery Coonley School	1400 West Maple Avenue	Downers Grove IL	60515-4849	None	509(a)(1)	For the ACS Fund	\$3,000
Because of You, Inc.				None	509(a)(1)	Unrestricted	\$1,000
Beloved Community Family Wellness Center	6821 South Halsted Street	Chicago IL	60621	None	509(a)(1)	For medical home models of care for chronic disease patients	\$70,000
The Berkana Institute	308 W. 1st Avenue, Suite 207	Spokane WA	99201	None	170(b)(1)(A)(vii)	Unrestricted	\$10,000
Better Government Association	223 W. Jackson Boulevard, Suite 900	Chicago IL	60606	None	170(b)(1)(A)(vii)	In honor of Jimmie Alford and Maree Bullock for their dedicated service to the organization	\$5,000
Big Shoulders Fund	212 West Van Buren Street, Suite 900	Chicago IL	60607	None	509(a)(1)	For the Extended Day Program	\$125,000
The Biomimicry Institute	P.O. Box 9216	Missoula MT	59807	None	509(a)(1)	Unrestricted	\$1,500
Black Ensemble Theater	4450 North Clark St	Chicago IL	60640	None	170(b)(1)(A)(vii)	\$25,000 per year for the Strengthening the School Through Theater Arts program and \$5,000 per year to work with CAPE on assessment, and for general operating support	\$30,500
Blue Avocado	500 12th Street, Suite 320	Oakland CA	94607	None	509(a)(1)	For support of the non-profit online magazine for community non-profits	\$2,000
Boston Preparatory Charter Public School	1286 Hyde Park Avenue	Hyde Park MA	2136	None	509(a)(1)	For the 13th Year Program	\$10,000
Boundless Readers	5153 North Clark Street, Suite 206	Chicago IL	60640	None	509(a)(1)	For the Building Exemplary Schools Through Teams (B.E.S.T.) program	\$40,000
Breaking Ground	3501 West Fillmore Street	Chicago IL	60624	None	509(a)(1)	For the ex-offenders training program	\$30,000

Business and Professional People for the Public Interest	25 East Washington Street, Suite 1515	Chicago	IL	60602	None	170(b)(1)(A)(vii)	For the Partnership for Instructional Leadership project, and for Ida B. Wells Monument Fund	\$75,800
Campaign to End the Death Penalty	PO Box 25730	Chicago	IL	60625-0730	None	509(a)(1)	For general support	\$500
CARE, Inc.	70 East Lake Street, Suite 1430	Chicago	IL	60601	None	509(a)(1)	For the Emergency Response Fund	\$50,000
Center for Neighborhood Technology	2125 West North Avenue	Chicago	IL	60647	None	509(a)(1)	In honor of Jacky Grimshaw	\$2,500
Center for Tax and Budget Accountability	70 East Lake Street, Suite 1700	Chicago	IL	60601	None	509(a)(1)	For the Education Reform Summit and for scholarships for Foundation grantees to attend the summit	\$5,000
Center on Halsted	3656 North Halsted Street	Chicago	IL	60613	None	509(a)(1)	For mental health services for low-income lesbian, gay, bisexual and transgender persons	\$25,000
Changing Worlds	329 West 18th Street, Suite 613	Chicago	IL	60616	None	509(a)(1)	For the Arts, Cultural, and Literacy Connections in-school program	\$22,000
Chicago Academy of Sciences	2430 North Cannon Drive	Chicago	IL	60614	None	509(a)(1)	For the Science on the Go education program	\$30,000
Chicago Arts Partnerships in Education	228 S. Wabash Avenue, Suite 500	Chicago	IL	60604	None	509(a)(1)	For the Improving Assessment of Student Learning in the Arts project	\$40,000
Chicago Children's Advocacy Center	1240 South Damen Avenue	Chicago	IL	60608	None	509(a)(1)	For the Providing Access Toward Hope and Healing (PATHH) Collaboration, To develop a white paper on the Providing Access Toward Hope and Healing (PATHH) Collaboration to document lessons learned, next steps and disseminate the outcomes, and For the Mental Health Program	\$115,000
Chicago Children's Choir	78 East Washington Street	Chicago	IL	60602	None	509(a)(1)	For the Neighborhood Choir Program	\$50,000
Chicago City-Wide Literacy Coalition	30 East Adams Street, Suite 1130	Chicago	IL	60603	None	509(a)(1)	For a series of workshops for literacy providers and high performing adult education providers, and for the Adult Literacy Capacity Building Initiative	\$60,000
Chicago Commons	515 East 50th Street	Chicago	IL	60615	None	509(a)(1)	To hire a consultant to reassess and update the adult education strategy, and for Vocational Bridge Training programs	\$40,000
Chicago Community Foundation	225 North Michigan Avenue, Suite 2200	Chicago	IL	60601	None	509(a)(1)	For the Asian Giving Circle, and for the 98th Anniversary of the Trust	\$3,750

Chicago Community Trust	225 North Michigan Avenue, Suite 2200	Chicago	IL	60601	None	509(a) (1)	For the 98th Anniversary of the Trust	\$1,000
Chicago Council on Global Affairs	332 South Michigan Avenue, Suite 1100	Chicago	IL	60604-4416	None	170(b) (1) (A) (vii)	For the President's Circle membership	\$250
Chicago Dramatists	1105 West Chicago Avenue	Chicago	IL	60642	None	170(b) (1) (A) (vii)	For playwrighting residencies in Chicago public schools	\$30,000
Chicago Fair Trade	637 S Dearborn Street, Floor 3	Chicago	IL	60605-1936	None	509(a) (1)	For general operations	\$500
Chicago Family Health Center	9119 South Exchange Avenue	Chicago	IL	60617	None	509(a) (1)	For the Primary Care Oral Health Integration Project	\$35,000
Chicago Foundation for Education	1 N. LaSalle Street, Suite 1675	Chicago	IL	60602	None	509(a) (1)	For the Study Group Program and Action Research Leadership Institute Fellowships	\$30,000
Chicago Foundation for Women	One East Wacker Drive, Suite 1620	Chicago	IL	60601	None	509(a) (1)	For its work increasing Access to Health and Health Information for low-income women	\$5,900
Chicago Jazz Philharmonic	1111 North Wells Street,, Suite 501	Chicago	IL	60610	None	509(a) (1)	For the Jazz Alive music education program in the Chicago public schools	\$30,000
Chicago Jobs Council	29 East Madison Street, Suite 1700	Chicago	IL	60602-4415	None	509(a) (1)	For city-wide workforce development advocacy	\$60,000
The Chicago Lighthouse for People Who are Blind or Visually Impaired	1850 West Roosevelt Road	Chicago	IL	60608-1298	None	170(b) (1) (A) (vii)	For job training programs and a database to evaluate program outcomes	\$35,000
Chicago Metro History Education Center	60 West Walton Street	Chicago	IL	60610	None	509(a) (1)	For the Historical Inquiry Project	\$30,000
Chicago Public Art Group	600 West Cermak Road, #3B	Chicago	IL	60616	None	509(a) (1)	In recognition of programs which involve students of the Chicago Public Schools in the creation of public art	\$500
Chicago Public Library Foundation	20 North Michigan Avenue, Suite 204	Chicago	IL	60602-4818	None	509(a) (1)	In honor of Robert A. Wislow, Chairman of the Chicago Public Library Foundation	\$10,000
Chicago Public Media, Inc.	848 East Grand Avenue	Chicago	IL	60611-3462	None	509(a) (1)	For general operations, and for the Education Desk to cover education news in Chicago	\$41,925
Chicago Shakespeare Theater	800 East Grand Avenue on Navy Pier	Chicago	IL	60611	None	170(b) (1) (A) (vii)	For the Team Shakespeare Bard Core Curriculum program, and for general operations	\$35,500

Chicago Sinfonietta	70 East Lake Street, Suite 226	Chicago	IL	60601	None	509(a)(1)	For Audience Matters and SEED: Student Ensembles with Excellence and Diversity	\$30,000
Chicago Summer Business Institute	222 West Adams St	Chicago	IL	60606-5312	None	509(a)(1)	Unrestricted	\$4,000
Chicago Symphony Orchestra	220 South Michigan Avenue	Chicago	IL	60604	None	509(a)(1)	To provide support for the programs of the CSO Institute and for musicians (minority students if possible) of the Civic Orchestra, for the Music Activity Partnership (MAP) Program, For the Annual Fund, and \$15,000 for Institute programs and \$5,000 for the Civic Orchestra	\$92,500
Chicago Urban League	4510 South Michigan Avenue	Chicago	IL	60653-3816	None	170(b)(1)(A)(vii)	For job training programs at the Center for Employment and Human Capital Development	\$35,000
Chicago Youth Programs	5350 South Prairie Avenue	Chicago	IL	60615	None	509(a)(1)	For the Teen Career and Middle School Programming Initiative	\$30,000
Chicago Youth Symphony Orchestras	410 South Michigan, Suite 833	Chicago	IL	60605	None	509(a)(1)	For the Music Pathways Program	\$20,000
Chicago Zoological Society	3300 Golf Road	Brookfield	IL	60513-0719	None	509(a)(1)	For the Levels of Engagement Centers of Science Excellence program, and for conservation programs	\$30,000
Chicagoland Workforce Funder Alliance	225 North Michigan Avenue, Suite 2200	Chicago	IL	60601	None	509(a)(1)	For general operating support	\$100,000
Chinese American Service League	2141 South Tan Court	Chicago	IL	60616-1998	None	509(a)(1)	For the Chef Training Program	\$30,000
Choate-Rosemary Hall	333 Christian Street	Wallingford	CT	6492	None	509(a)(1)	Unrestricted	\$1,000
Christian Community Health Center	P.O. Box 288080	Chicago	IL	60628	None	509(a)(1)	For primary and oral health care integration efforts	\$40,000
Christopher House	2507 North Greenview Avenue	Chicago	IL	60614-2084	None	509(a)(1)	For the Chicago Benchmarking Collaborative	\$30,000
Citizen Schools	308 Congress Street, Floor 5	Boston	MA	02210-1015	None	509(a)(1)	To implement Expanded Learning Times partnerships in Chicago schools	\$50,000
Civic Consulting Alliance	21 South Clark Street, Suite 3120	Chicago	IL	60603-2006	None	509(a)(1)	To support CPS principal effectiveness strategy	\$75,000
Civic Federation	177 North State Street, Suite 400	Chicago	IL	60601-3611	None	170(b)(1)(A)(vii)	To improve its outreach and delivery to government, community and civic leaders of critical fiscal analysis related to state and local budgeting, policy, and financial decision making	\$9,000

Cliff Dwellers Arts Foundation	200 South Michigan Avenue, Suite 2200	Chicago	IL	60604-2422	None	170(b)(1)(A)(vii)	For the new piano fund	\$1,000
Coalition for Hearing, Education and Research Inc.	600 Gresham Drive, Suite 1100	Norfolk	VA	23507-1904	None	509(a)(1)	Unrestricted	\$5,000
Communities in Schools of Chicago	815 West Van Buren, Suite 300	Chicago	IL	60607	None	509(a)(1)	For the Community Partner Training Initiative	\$25,000
Community Renewal Society	332 South Michigan, Suite 500	Chicago	IL	60604-4394	None	509(a)(1)	For Catalyst Chicago and the Chicago Reporter, and in honor of the 40th Anniversary of the Chicago Reporter	\$81,000
CommunityHealth	2611 West Chicago Avenue	Chicago	IL	60622	None	509(a)(1)	For the Medical and Dental Integration Pilot Project	\$35,000
Council on Foundations, Inc.	2121 Crystal Drive, Suite 700	Arlington	VA	22202	None	509(a)(1)	Membership grant	\$17,060
The Cummer Museum of Art & Gardens	829 Riverside Avenue	Jacksonville	FL	32204	None	509(a)(1)	Unrestricted	\$1,000
DePaul University	P.O. Box 37	Greencastle	IN	46135-0037	None	509(a)(1)	Unrestricted	\$25,000
Doctors Without Borders/Medecins Sans Frontieres	333 Seventh Avenue, 2nd Floor	New York	NY	10001-5004	None	509(a)(1)	For the Emergency Relief Fund	\$50,000
Donors Forum	208 South LaSalle Street, Suite 1540	Chicago	IL	60604-1006	None	509a(1)	For general support, For Chicago African Americans in Philanthropy, In recognition of the diverse trustees initiative of the Donors Forum of Illinois, In support of research projects, and membership grant	\$27,582
Drake University	2507 University Avenue	Des Moines	IA	50311	None	509(a)(1)	For the Alumni Annual Fund, and for the Lloyd A. Fry Term Scholarship	\$7,500
Edgewater Development Corporation	1106-08 W Bryn Mawr Avenue	Chicago	IL	60660-4410	None	170(b)(1)(A)(vii)	For general support, in honor of Tina Travlos	\$500
Eighth Church of Christ, Scientist	112 East 44th Street	Chicago	IL	60653	None	509(a)(1)	Unrestricted	\$1,000
Elgin Academy	350 Park Street	Elgin	IL	60120	None	509(a)(1)	For the Alumni Annual Fund	\$5,000
Emerging Practitioners in Philanthropy	10 East 34th Street, 10th Floor	New York	NY	10016	None	509(a)(1)	In honor of Rahsaan Harris, Executive Director	\$2,000
Environmental Law & Policy Center	35 East Wacker Drive, Suite 1600	Chicago	IL	60601	None	509(a)(1)	In support of public policy initiatives	\$2,500
Epic Academy	8255 S. Houston Ave.	Chicago	IL	60617	None	509(a)(1)	For the Leadership Pipeline Program	\$40,000



Erie Family Health Center	1701 West Superior Street, 3rd Floor	Chicago	IL	60622	None	170(b)(1)(A)(vii)	For oral health programs at Erie Dental Health Centers in Albany Park and Humboldt Park	\$50,000
Erie Neighborhood House	1701 West Superior Street	Chicago	IL	60622	None	509(a)(1)	For the Pathways to Success program, and for the Allied Health Care Career Network	\$130,000
Erikson Institute	451 North LaSalle Street	Chicago	IL	60654	None	509(a)(1)	For the Annual Fund	\$2,500
Ethiopian Community Association of Chicago, Inc.	1730 West Greenleaf Avenue	Chicago	IL	60626-2412	None	509(a)(1)	For the Community Employment Program and succession planning	\$30,000
Facing History and Ourselves	200 East Randolph Street, Suite 2100	Chicago	IL	60601	None	509(a)(1)	For professional development programs for Chicago teachers in AUSL schools	\$30,000
Fairview South PTA	7040 Laramie Avenue	Skokie	IL	60077	None	509(a)(1)	Unrestricted	\$500
First Church of Christ, Scientist	210 Massachusetts Ave., Po5-10	Boston	MA	2115	None	509(a)(1)	In appreciation of the Committee on Publication	\$500
Florida State College at Jacksonville	501 West State Street, #109	Jacksonville	FL	32202-4056	None	509(a)(1)	For the Artist Series	\$1,000
Fourth Presbyterian Church of Chicago	126 East Chestnut Street	Chicago	IL	60611-2094	None	509(a)(1)	\$10,000 for Annual Stewardship, \$10,000 for Project Second Century, \$2,000 for Chicago Lights annual support, and \$1,000 for the Organ Fund, To support Project Second Century programming with financially disadvantaged communities within the city of Chicago, and for the Project Second Century	\$53,000
Frederica Academy	200 Murray Way	Saint Simons Island	GA	31522-1634	None	509(a)(1)	Unrestricted	\$2,000
Free the Children	233 Carlton Street	Toronto	ON	M5A 2L2	None	509(a)(1)	In honor of the remarkable leadership and achievements of the Charter Class of Kisaruni Girls High School	\$25,000
Freedom Alliance	22570 Markey Court, Suite 240	Dulles	VA	20166	None	509(a)(1)	Unrestricted	\$5,000
Gene Siskel Film Center	The School of the Art Institute 164 North State Street	Chicago	IL	60601	None	509(a)(1)	In honor of Angela Cox	\$500
Genesis at the Crossroads	P.O. Box 14781	Chicago	IL	60614	None	509(a)(1)	Unrestricted	\$12,500

Geneva Foundation of Presbyterian Homes	3200 Grant Street	Evanston	IL	60201	None	170(b)(1)(A)(vii)	For the New Hope Scholarship Program providing scholarship assistance to current minority and immigrant staff in pursuit of skills training and advancement, and for the Chicago Neighborhood Homes, including the Wellness Nursing program serving low-income senior adults living within the city of Chicago	\$25,000
Georgia Public Broadcasting	260 14th Street NW	Atlanta	GA	30318	None	509(a)(1)	Unrestricted	\$1,000
Global Fund for Women Inc.	222 Sutter Street, Suite 500	San Francisco	CA	94108	None	509(a)(1)	In honor of Amina Dickerson	\$2,500
Golden Apple Foundation	8 South Michigan, Suite 700	Chicago	IL	60603-3318	None	509(a)(1)	For the Inquiry Science Institute	\$40,000
Goodcity	1759 North Kedzie Avenue	Chicago	IL	60647	None	509(a)(1)	For Art Forward	\$500
Grant Park Music Festival	205 East Randolph Drive	Chicago	IL	60601	None	509(a)(1)	To support the July 11, 2012 performance of 'Frozen Planet.'	\$20,000
Grantmakers Concerned with Immigrants and Refugees	P.O. Box 1100	Sebastopol	CA	95473-1100	None	509(a)(1)	Membership grant	\$2,500
Grantmakers for Education	720 SW Washington Street, Suite 605	Portland	OR	97205	None	170(b)(1)(A)(vii)	Membership grant	\$1,750
Grantmakers for Effective Organizations	1725 DeSales Street, NW, Suite 404	Washington	DC	20036	None	509(a)(1)	Membership grant	\$2,550
Grants Managers Network	1666 K Street, NW, Suite 440	Washington	DC	20006	None	509(a)(1)	Membership grant	\$1,712
Greater Chicago Food Depository	4100 West Ann Lurie Place	Chicago	IL	60632-4416	None	509a(1)	For the Chicago's Community Kitchens Program	\$30,000
Greater West Town Community Development Project	500 North Sacramento Blvd	Chicago	IL	60612	None	509(a)(1)	For the Vocational Job Training and Placement Programs	\$50,000
Hanul Family Alliance	5008 North Kedzie Avenue	Chicago	IL	60625	None	509(a)(1)	In honor of Josephine Lee	\$1,000
Health & Disability Advocates	205 West Monroe Street, Suite 200	Chicago	IL	60606-5013	None	509(a)(1)	For advocacy efforts for the successful implementation of health care reform in Illinois and training for health care providers and patients on how to access health care coverage	\$50,000
Healthy Schools Campaign	175 North Franklin, Suite 300	Chicago	IL	60606	None	509(a)(1)	For the Chicago Partnership for Healthy Schools: Go for the Gold program	\$18,000

Heartland Alliance for Human Needs & Human Rights	208 South LaSalle Street, Suite 1818	Chicago	IL	60604	None	509(a) (1)	For the Deferred Action for Childhood Arrivals initiative of the National Immigrant Justice Center	\$30,000
Heartland Human Care Services Inc.	208 South LaSalle Street, Suite 1818	Chicago	IL	60604	None	509(a) (1)	For the Vocational English Programs	\$55,500
Heifer Project International	P.O. Box 8058	Little Rock	AR	72203	None	509(a) (1)	Unrestricted	\$5,000
Heritage Foundation	214 Massachusetts Ave NE	Washington	DC	20002-4999	None	509(a) (1)	Unrestricted	\$5,000
High Jump	59 West North Boulevard	Chicago	IL	60610-1492	None	509(a) (1)	For general operating support	\$40,000
Hope Haven Children's Clinic and Family Center	Occupational & Physical Therapy Department 4600 Beach Boulevard	Jacksonville	FL	32207	None	170(b) (1) (A) (vii)	For the occupational, physical and speech therapy departments	\$25,000
Hospice Foundation of Western New York, Inc.	225 Como Park Blvd	Cheektowaga	NY	14227-1416	None	509(a) (1)	In memory of Alice M. Takac	\$500
Howard Area Community Center	7648 North Paulina	Chicago	IL	60626	None	509(a) (1)	For the Manufacturing Bridge Program	\$15,000
Hubbard Street Dance Chicago	1147 West Jackson Blvd.	Chicago	IL	60607-2905	None	509(a) (1)	For Movement as Partnership dance and teacher training in Chicago public schools	\$50,000
Hundred Club of Cook County	135 South LaSalle Street, Suite 1162	Chicago	IL	60603-4600	None	170(b) (1) (A) (vii)	For scholarship support	\$1,000
Hyde Park Art Center	5020 South Cornell Avenue	Chicago	IL	60615	None	509(a) (1)	For the Pathways Program	\$30,000
i.c.stars	415 N Dearborn, 3rd Floor	Chicago	IL	60654	None	509(a) (1)	To expand the information technology and leadership training program	\$50,000
Illinois Coalition for Immigrant and Refugee Rights	55 East Jackson Boulevard, Suite 2075	Chicago	IL	60604	None	509(a) (1)	For the Deferred Action for Childhood Arrivals campaign	\$20,000
Illinois Maternal & Child Health Coalition	1256 West Chicago Avenue	Chicago	IL	60642	None	509(a) (1)	For a half-day briefing on the ACA for Chicago-area organizations that serve immigrants and refugees	\$6,250
Illinois Mathematics and Science Academy	1500 West Sullivan Road	Aurora	IL	60506-1000	None	509(a) (1)	For the Stephanie Pace Marshall Endowment to Ignite Innovation and Entrepreneurship	\$25,000

Illinois Network of Charter Schools	205 West Randolph Street, Suite 1340	Chicago	IL	60606	None	509(a)(1)	For the second phase of the Charter School Data Finder public education database	\$35,000
Illinois Policy Institute	190 South LaSalle Street, Suite 1630	Chicago	IL	60603	None	509(a)(1)	Unrestricted	\$5,000
Independent Sector	1602 L Street, NW, Suite 900	Washington	DC	20036	None	509(a)(1)	Membership grant	\$8,000
Indo-American Center	6328 North California Avenue	Chicago	IL	60659	None	509(a)(1)	For the Workforce Development Program	\$35,000
Infant Welfare Society of Chicago	3600 West Fullerton Avenue	Chicago	IL	60647	None	509(a)(1)	For the Coordinated Care Model with pediatric optometry services	\$60,000
Ingenuity Inc.	11 East Hubbard, Suite 200	Chicago	IL	60611	None	170(b)(1)(A)(vii)	For Ingenuity Incorporated to implement strategies to expand arts learning in Chicago	\$100,000
Inner-City Muslim Action Network	2744 West 63rd Street	Chicago	IL	60629	None	509(a)(1)	For partial salary support for the Clinic Business Operations Manager	\$10,000
Inspiration Corporation	4554 North Broadway, Suite 207	Chicago	IL	60640	None	509(a)(1)	For the Training and Employment Services programs	\$48,000
Instituto del Progreso Latino	2570 South Blue Island Avenue	Chicago	IL	60608-4895	None	509(a)(1)	For Carreras en Salud: A Chicago Bilingual Healthcare Bridge Program and the Scale-Up Initiative	\$60,000
Intuit: Center for Intuitive and Outsider Art	756 North Milwaukee Avenue	Chicago	IL	60642	None	509(a)(1)	For the Teacher Fellowship Program	\$20,000
Jacksonville Symphony Orchestra	300 Water Street, Suite 200	Jacksonville	FL	32202	None	509(a)(1)	Unrestricted	\$1,000
Jamestown Foundation	1111 16th Street, NW, Suite 320	Washington	DC	20036	None	509(a)(1)	Unrestricted	\$5,000
Jane Addams Resource Corporation	4432 North Ravenswood Avenue	Chicago	IL	60640-5803	None	509(a)(1)	For the Welding Fast Track program	\$40,000
Joffrey Ballet	10 East Randolph Street	Chicago	IL	60601	None	509(a)(1)	For the Middle School Dance Clubs	\$30,000
Josephinum Academy	1501 North Oakley Blvd.	Chicago	IL	60622	None	509(a)(1)	In honor of Sister Susan Maxwell for the tuition assistance program	\$500
Juvenile Diabetes Research Foundation - Illinois	11 South LaSalle Street, Suite 1800	Chicago	IL	60603-1344	None	509(a)(1)	In honor of Alexandra Jane Fry	\$6,000

Kartemquinn Films	1901 West Wellington Avenue	Chicago	IL	60657	None	509(a) (1)	In support of the making of 'The Trials of Muhammad Ali, in honor of Laura Washington	\$1,000
Kents Hill School	1614 Main Street P.O. Box 257, Route 7	Kents Hill	ME	04349-0257	None	509(a) (1)	Unrestricted	\$8,000
King of Peace Episcopal Church	6230 Laurel Island Parkway	Kingsland	GA	31548-2526	None	509(a) (1)	\$10,000 for the general fund and \$2,000 for music, \$1,000 for flag pole, \$1,000 for the discretionary fund, \$9,000 for the general fund, and \$2,000 for the Rector's Discretionary Fund	\$25,000
Korean American Community Services	4300 North California Avenue	Chicago	IL	60618-1514	None	170(b) (1) (A) (vii)	For general operations	\$1,875
Korean American Women in Need	P.O. Box 59133	Chicago	IL	60659	None	509(a) (1)	For general operations	\$500
Landmarks Illinois	53 W Jackson Blvd., Suite 1315	Chicago	IL	60604-3562	None	509(a) (1)	In honor of Shelley Gorson for her service as board chair and Jean Follett for her service as interim president	\$5,000
Latino Policy Forum	180 North Michigan Avenue, Suite 1250	Chicago	IL	60601-7464	None	509(a) (1)	In recognition of the strong, courageous and principled leadership of Sylvia Puente	\$500
Latino Union of Chicago	3416 W. Bryn Mawr	Chicago	IL	60659	None	509(a) (1)	For the Day Laborer Program at the Albany Park Workers' Center	\$30,000
Lawndale Christian Health Center	3860 West Ogden Avenue	Chicago	IL	60623	None	509(a) (1)	For the Patient Experience Transformation in the Safety-Net Project: a Second Collaborative Learning Project for Chicago Area Community Health Centers, and for the Medical Home Advancement Project	\$150,000
Lifeline Theatre	6912 North Glenwood Avenue	Chicago	IL	60626	None	170(b) (1) (A) (vii)	For arts residencies in Chicago public elementary schools	\$20,000
Link Unlimited	2221 South State Street	Chicago	IL	60616	None	509(a) (1)	For the College Readiness and the College Success Programs	\$30,000
Literacy Funders Network	c/o Oklahoma City Community Foundation PB Box 1146	Oklahoma City	OK	73101	None	509(a) (1)	Membership grant	\$250
Literacy Works	c/o Centro Romero 6216 North Clark Street	Chicago	IL	60660	None	509(a) (1)	For the Employ Lit Program	\$25,000
Lookingglass Theatre Company	John Hancock Center 875 N. Michigan Avenue	Chicago	IL	60611	None	509(a) (1)	For the Education and Community Programs in Chicago public schools	\$25,000

Loyola University Chicago	Water Tower Campus 820 North Michigan Avenue	Chicago	IL	60611	None	509(a)(1)	For the Education Leadership Program for principal training	\$100,000
Luna Negra Dance Theater	17 North State Street, Suite 1700	Chicago	IL	60602	None	170(b)(1)(A)(vii)	For support of a dance education program in Chicago public schools	\$25,000
Lutheran Social Services of Illinois	1001 East Touhy Avenue, Suite 170	Des Plaines	IL	60018	None	509(a)(1)	For child and adolescent counseling services	\$40,000
Lyric Opera of Chicago	20 North Wacker, 8th Floor	Chicago	IL	60606	None	509(a)(1)	For the Operakids program	\$25,000
Maine Public Broadcasting Corporation	1450 Lisbon St.	Lewiston	ME	4240	None	509(a)(1)	Unrestricted	\$1,000
Malivai Washington Kids Foundation	1096 W. 6th Street	Jacksonville	FL	32209	None	509(a)(1)	Unrestricted	\$1,000
March of Dimes Foundation	111 West Jackson Blvd., Suite 2200	Chicago	IL	60604	None	509(a)(1)	In honor of Julie April Montgomery	\$500
The Match School Foundation Inc.	1001 Commonwealth Avenue	Boston	MA	02215-1308	None	509(a)(1)	For tutoring programs in Chicago	\$10,000
McCormick Theological Seminary	5460 South University Avenue	Chicago	IL	60615	None	509(a)(1)	In support of McCormick Theological Seminary's programs of cross-cultural, urban, Reformed and ecumenical education in the City of Chicago	\$10,000
Media Research Center	325 South Patrick Street	Alexandria	VA	22314	None	509(a)(1)	Unrestricted	\$5,000
Merit School of Music	Joy Faith Knapp Music Center 38 South Peoria	Chicago	IL	60607	None	509(a)(1)	For the Black Dog Fund (an expendable fund) for library materials, and for the Bridges: Partners in Music program in Chicago Public Schools	\$40,000
Methodist Home for Children and Youth	P.O. Box 5448	St. Marys	GA	31558	None	509(a)(1)	In honor of Carol Hamblet	\$1,000
Midtown Educational Foundation	718 South Loomis Street	Chicago	IL	60607	None	509(a)(1)	For the Midtown and Metro Achievement Programs	\$25,000
Mikva Challenge	332 S. Michigan Avenue, Suite 400	Chicago	IL	60604	None	509(a)(1)	For general operating support, and for the Action Civics Teacher Institute	\$31,750
Museum of Contemporary Art	220 East Chicago Avenue	Chicago	IL	60611	None	509(a)(1)	For the MCA Teacher Institute professional development program	\$35,000
Museum of Contemporary Photography at Columbia College Chicago	600 South Michigan Avenue	Chicago	IL	60605-1996	None	509(a)(1)	For the Picture Me program of the Museum of Contemporary Photography	\$25,000

Museum of Science and Industry	57th Street and Lake Shore Drive	Chicago	IL	60637-2093	None	509(a) (1)	For the Institute for Quality Science Teaching and Learning	\$25,000
Music of the Baroque	111 North Wabash Avenue, Suite 810	Chicago	IL	60602	None	170(b) (1) (A) (vii)	For the Strong Voices arts education program	\$20,000
Namaste Charter School	3737 South Paulina	Chicago	IL	60609	None	509(a) (1)	For the Goal-Driven Coaching and Support Model	\$25,000
National Able Network	567 West Lake Street, Suite 1150	Chicago	IL	60661-1405	None	509(a) (1)	For the Career Advancement Program	\$35,000
National Coalition for Asian Pacific American Community Development	1628 16th Street NW, 4th Floor	Washington	DC	20009-3064	None	509(a) (1)	For the Chicago Community Development Roundtable	\$1,500
National Committee for Responsive Philanthropy	1331 H Street NW, Suite 200	Washington	DC	20005-4706	None	170(b) (1) (A) (vii)	Membership grant	\$3,000
National Council On Teacher Quality	1420 New York Avenue NW, Suite 800	Washington	DC	20005-2122	None	170(b) (1) (A) (vii)	For the review of Illinois's schools of education	\$25,000
National Institute of Family Counseling	1952 Gallows Road, #206	Vienna	VA	22182	None	509(a) (1)	Unrestricted	\$1,000
National Latino Education Institute	2011 West Pershing Road	Chicago	IL	60609	None	509(a) (1)	For Vocational Training and Adult Education programs	\$50,000
National Museum of Mexican Art	1852 West 19th Street	Chicago	IL	60608-2706	None	509(a) (1)	To pilot an enhanced after school program	\$30,000
National Strategy Forum	53 West Jackson Blvd., Suite 1202	Chicago	IL	60604-3623	None	509(a) (1)	Unrestricted	\$4,000
Natural Resources Defense Council	40 West 20th Street	New York	NY	10011-4211	None	509(a) (1)	In support of the work of the Chicago office of the NRDC	\$2,500
New Leaders	17 North State Street, Suite 1790	Chicago	IL	60602	None	509(a) (1)	For the Aspiring Principals Program, the Emerging Leaders Program, and the Aspiring Turnaround Track	\$100,000
New Moms, Inc.	2845 West McLean Avenue	Chicago	IL	60647	None	509(a) (1)	For the Academy of Professional Development career readiness program	\$30,000
New Teacher Center	725 Front Street, Suite 400	Santa Cruz	CA	95060-4538	None	509(a) (1)	For a pilot program which provides induction support for new CPS principals	\$80,000
The Night Ministry	4711 North Ravenswood	Chicago	IL	60640-4407	None	509(a) (1)	For the Outreach and Health Ministry Program	\$50,000
Niles Township Food Pantry Foundation	5255 Main St	Skokie	IL	60077	None	509(a) (1)	Unrestricted	\$1,000
Niles Township High School District 219 Education Foundation	7700 Gross Point Road	Skokie	IL	60077	None	509(a) (1)	For low-income students	\$1,000
Noble Network of Charter Schools	1 North State Street, Level 6M	Chicago	IL	60602	None	509(a) (1)	For the Principal Internship Program	\$100,000

North Lawndale Employment Network	3726 West Flournoy	Chicago	IL	60624	None	509(a)(1)	For the U-Turn Permitted and Sweet Beginnings job training programs	\$30,000
North Park University	3225 West Foster Avenue	Chicago	IL	60625-4895	None	509(a)(1)	For the Jimmie R. Alford Scholarship Fund	\$500
Northeastern Illinois University	5500 North St. Louis Avenue	Chicago	IL	60625	None	509(a)(1)	For the studio thinking and American Art Project	\$40,000
Northminster Presbyterian Church	2515 Central Park Avenue	Evanston	IL	60201-1103	None	509(a)(1)	For mission	\$2,500
Northwestern Memorial Foundation	Galter Pavilion 251 East Huron Street, Suite 3- 200	Chicago	IL	60611-2908	None	509(a)(1)	For general support	\$1,000
Northwestern University		Evanston	IL	60208	None	509(a)(1)	For the Black Dog Fund at the Music Library, and for the Northwestern University Leadership Academy for Science Improvement	\$55,000
Northwestern University School of Law	375 East Chicago Avenue	Chicago	IL	60611-3069	None	509(a)(1)	For the Student Funded Public Interest Fellowship Program, in honor of Professor Leonard S. Rubinowitz	\$500
Northwestern University Settlement Association	1400 West Augusta Boulevard	Chicago	IL	60642	None	170(b)(1)(A)(vii)	For the Adventure Stage Chicago Neighborhood Bridges program	\$25,000
OAI, Inc	180 North Wabash Avenue, Suite 400	Chicago	IL	60601	None	509(a)(1)	For Pre-Employment Education and Training (PEET) programs	\$35,000
Ohio Wesleyan University	61 South Sandusky Street	Delaware	OH	43015	None	509(a)(1)	To provide scholarship support for urban under-served minority students	\$5,000
OneGoal	215 West Superior, Suite 700	Chicago	IL	60654	None	509(a)(1)	For the US Empowered College Persistence Program	\$40,000
Openlands	25 East Washington Street, Suite 1650	Chicago	IL	60602-1708	None	509(a)(1)	For general operating support	\$2,000
Oxfam America	226 Causeway Street, 5th Floor	Boston	MA	02114-2206	None	509(a)(1)	For the Humanitarian Response Program	\$50,000
PCC Community Wellness Center	14 West Lake Street	Oak Park	IL	60302	None	509(a)(1)	For the Bridges to Care project	\$60,000
The People's Music School	931 West Eastwood Avenue	Chicago	IL	60640-5107	None	509(a)(1)	For the YOURS Project, an El Sistema orchestra program	\$30,000
Poder Learning Center	1637 South Allport Street	Chicago	IL	60608-2131	None	509(a)(1)	For English as a Second Language (ESL) programs and implementation of the Oprimi- 1 workforce training program	\$40,000



The Posse Foundation, Inc.	111 West Jackson Blvd., Suite 1900	Chicago	IL	60604	None	509(a)(1)	For the Pre-Collegiate Training Program	\$35,000
Preservation Chicago	4410 N Ravenswood Ave	Chicago	IL	60640-5999	None	509(a)(1)	In honor of the active participation of preservation Chicago in the advocacy campaign to save the former Prentice Women's Hospital in conjunction with Landmarks Illinois, the Midwest Office of the National Trust and the Chicago Chapter of Doonomo Interna	\$1,000
Project Exploration	950 East 61st Street	Chicago	IL	60637	None	509(a)(1)	Unrestricted	\$1,000
Pros Arts Studio	P.O. Box 191	Chicago	IL	60608	None	509(a)(1)	For the Art of Change and the Drama Peer Mentoring programs	\$10,000
Providence St. Mel School	119 South Central Park Boulevard	Chicago	IL	60624	None	509(a)(1)	For the Scholarship Fund	\$500
Puerto Rican Arts Alliance	3000 North Elbridge	Chicago	IL	60618	None	509(a)(1)	In support of Cuatro and Spanish Guitar instruction	\$20,000
Pui Tak Center	2216 South Wentworth	Chicago	IL	60616	None	509(a)(1)	For the ESL to Work program	\$20,000
Puppies Behind Bars Inc.	263 West 38th Street	New York	NY	10018	None	509(a)(1)	Unrestricted	\$5,000
Rangeley Lakes Heritage Trust	P.O. Box 249	Oquossoc	ME	4964	None	509(a)(1)	Unrestricted	\$1,000
Raven Theatre	6157 North Clark Street	Chicago	IL	60660	None	509(a)(1)	For Take Flight, in-school and community-based youth residencies	\$20,000
Ravinia Festival Association	418 Sheridan Road	Highland Park	IL	60035	None	509(a)(1)	For the Music Discovery Program and the RISE Orchestra Project	\$45,000
ReBuilding Exchange	2160 North Ashland Avenue	Chicago	IL	60614	None	170(b)(1)(A)(vii)	For the Deconstruction Job Training Program	\$35,000
Respiratory Health Association of Metropolitan Chicago	1440 West Washington Blvd.	Chicago	IL	60607-1878	None	170(b)(1)(A)(vii)	To develop a community-based program model to improve asthma outcomes	\$30,000
Restaurant Opportunities Centers United	350 Seventh Avenue, 18th Floor	New York	NY	10001	None	509(a)(1)	For ROC-Chicago Advanced Restaurant Worker training program	\$35,000
The Resurrection Project	1818 South Paulina	Chicago	IL	60608	None	509(a)(1)	For the Breakin' It Down conference	\$1,000
Rush University Medical Center	1700 West Van Buren Street, Suite 250	Chicago	IL	60612-3244	None	509(a)(1)	To provide scholarship aid preferably to minority students in the College of Nursing who have indicated interest in future service within Chicago's underserved communities	\$15,000
Saint Anthony Hospital Foundation	2875 West 19th Street	Chicago	IL	60623	None	509(a)(1)	To implement systematic protocols to improve referrals and follow-up care for patients with diabetes	\$50,000

Sargent Shriver National Center on Poverty Law	50 East Washington Street, Suite 500	Chicago	IL	60602	None	509(a)(1)	For advocacy efforts in Illinois related to the implementation of the Affordable Care Act	\$90,000
Sargent Shriver National Center on Poverty Law	50 East Washington Street, Suite 500	Chicago	IL	60602	None	509(a)(1)	For development of a video documenting the outcomes from the Center's advocacy work in health and other policies	\$2,500
SGA Youth & Family Services	11 East Adams, Suite 1500	Chicago	IL	60603	None	509(a)(1)	For the Partners Achieving Student Success: School Counseling in a Roseland Environment (PASS:SCORE) program	\$40,000
Silk Road Rising	6 East Monroe Street, Suite 801	Chicago	IL	60603	None	509(a)(1)	For the Empathic Playwriting Intensive Course (EPIC) Arts Education program	\$20,000
Sinai Health System	California Avenue at 15th Street	Chicago	IL	60608	None	509(a)(1)	To implement a Patient-Centered Disease Management program at Sinai Health System	\$100,000
Snow City Arts Foundation	630 South Hermitage, Suite 103K	Chicago	IL	60612	None	170(b)(1)(A)(vii)	\$25,000 for program and \$5,000 for a student tracking database	\$30,000
South Side Help Center	10420 South Halsted Street	Chicago	IL	60628	None	509(a)(1)	For the Women's Collaborative of Greater Chicago	\$20,000
St. Bernard Hospital and Health Care Center	326 West 64th Street	Chicago	IL	60621	None	509(a)(1)	For the Dental Center and oral health care program	\$45,000
St. George's School	P.O. Box 1910	Newport	RI	2840	None	509(a)(1)	For the Chapel Fund	\$1,000
St. Ignatius College Prep	1076 West Roosevelt Road	Chicago	IL	60608	None	509(a)(1)	In support of the Tuition Assistance Program	\$2,000
St. Leonard's Ministries	2100 West Warren Boulevard	Chicago	IL	60612-2310	None	509(a)(1)	For general operating support for the Michael Barlow Center	\$30,000
St. Mark's Episcopal Church	900 Gloucester Street, Box 1155	Brunswick	GA	31520	None	509(a)(1)	For the General Fund	\$2,000
Steppenwolf Theatre Company	758 West North Avenue, 4th Floor	Chicago	IL	60610	None	170(b)(1)(A)(vii)	For the Steppenwolf for Young Adults teacher professional development program	\$20,000
StoryCorps, Inc.	80 Hanson Place 2nd Floor	Brooklyn	NY	11217-1506	None	509(a)(1)	To launch a StoryBooth at the Chicago Cultural Center	\$25,000
Taproot Foundation	466 Geary Street, Suite 200	San Francisco	CA	94102	None	509(a)(1)	For the Service Grants Program	\$45,000
Teach For America Chicago	300 West Adams Street, Suite 1000	Chicago	IL	60606	None	509(a)(1)	For teacher training programs, and for the Teach for America principal development program	\$85,000
Teen Living Programs	162 West Hubbard Street, Suite 400	Chicago	IL	60654	None	509(a)(1)	For the Whole Health program	\$30,000

Test Positive Aware Network	5537 North Broadway	Chicago	IL	60640-1405	None	509(a)(1)	In honor of Scott W. Ammarell, and for the Total Care Portal peer health navigation program	\$32,000
UIC Hospital and Health Sciences System	1740 West Taylor Street	Chicago	IL	60612	None	509(a)(1)	To hire community navigators at school-based health centers	\$40,000
Umoja Student Development Corporation	954 West Washington, Suite 225	Chicago	IL	60607	None	509(a)(1)	For the College and Career Readiness and Umoja University programs	\$38,000
United Presbyterian Church of Mason City	Main and High Street	Mason City	IL	62664	None	509(a)(1)	In memory of Helen Kim	\$500
University of Chicago	1101 East 58th Street	Chicago	IL	60637	None	509(a)(1)	For the Network for College Success principal coaching and network activities in the Southwest High School Network, and in honor of the Class of 1982's 30th year reunion	\$101,000
University of Chicago Medical Center	ROOM A-106 5841 South Maryland Avenue	Chicago	IL	60637-1470	None	509a(1)	For the Pediatric Mobile Care Program	\$25,000
UIC College of Education Center for Urban Education Leadership	Policy Studies (MC 147) 1040 West Harrison Street	Chicago	IL	60607-7133	None	509(a)(1)	For the Center for Urban Education Leadership, which trains principals for CPS schools	\$100,000
Upwardly Global	180 N. Wabash, Suite 310	Chicago	IL	60601	None	170(b)(1)(A)(vii)	For general operating expenses for the Chicago office	\$40,000
Urban Gateways	205 West Randolph, Suite 1700	Chicago	IL	60606-1814	None	509(a)(1)	To support Urban Gateways's efforts to audit its core programs in order to more fully incorporate best practices around program design, implementation and evaluation, and for multi-disciplinary arts education residencies	\$35,000
Virginia Tech University			VA		None	509(a)(1)	For the Center for the Enhancement of Engineering Diversity (CEED), and for the Engineering Library	\$15,000
White Crane Wellness Center	1657 W. Foster	Chicago	IL	60640	None	509(a)(1)	For the Holistic Health Outreach Initiative	\$25,000
Wikimedia Foundation	PO Box 98204	Washington	DC	20090	None	509(a)(1)	Unrestricted, for Wikipedia	\$500
William J. Clinton Foundation	610 President Clinton Avenue, 2nd Floor	Little Rock	AR	72201-1732	None	509(a)(1)	For CGI America	\$2,350
Wisdom University	The Presidio P.O. Box 29434	San Francisco	CA	94129	None	509(a)(1)	Unrestricted	\$15,000
WJCT Public Television	100 Festival Park Avenue	Jacksonville	FL	32202	None	509(a)(1)	Unrestricted	\$2,000

Women Employed	65 East Wacker Place, Suite 1500	Chicago	IL	60601	None	509(a)(1)	For Career Pathways and Student Support initiatives, and to develop instructional tools for City Colleges of Chicago bridge program instructors	\$70,000
The Women's Treatment Center	140 North Ashland Avenue	Chicago	IL	60607	None	509(a)(1)	For the Pediatric Nurse program	\$35,000
World Bicycle Relief	1333 North Kingsbury Street, Fourth Floor	Chicago	IL	60642-2687	None	509(a)(1)	For general support, and in honor of Cary Kerbel	\$1,175
Wounded Warriors Family Support	920 South 107th Avenue, Suite 250	Omaha	NE	68114-4719	None	509(a)(1)	Unrestricted	\$5,000
WTTW11	5400 North St. Louis Avenue	Chicago	IL	60625-4698	None	509a(1)	For Chicago Tonight, For the Black Dog Fund at WFMT, and \$2,500 to WTTW for annual support and \$1,000 to 98.7 WFMT for annual support	\$58,500
Year Up - Chicago	203 North LaSalle Street, Suite M-18	Chicago	IL	60601	None	509(a)(1)	For the Chicago young adults training program	\$50,000
Young Chicago Authors	1180 North Milwaukee Avenue, 2nd Floor	Chicago	IL	60622	None	509(a)(1)	For the Education Partnerships and Curriculum Development project	\$25,000
Youth Guidance	1 N LaSalle Street, Suite 900	Chicago	IL	60602	None	509(a)(1)	For the Becoming a Man (BAM) component of the One Summer PLUS Program	\$75,000
YWCA of Metropolitan Chicago	1 North LaSalle Street, Suite 1150	Chicago	IL	60602	None	170(b)(1)(A)(vii)	For the RISE Children's Counseling Center, and in honor of newly appointed CEO Dorri McWhorter	\$41,000

Payee Name	Grantee Street Address	Grantee City	Grantee State	Grantee Organization Postal Code	Tax Status 1	Tax Status 2	Request Project Title	Relationship	Amount
Academy for Urban School Leadership	3400 North Austin Boulevard	Chicago	IL	60634	501(c)3	509(a)(1)	For principal training for turnaround schools		\$100,000
Albany Park Theatre Project	P O Box 25072	Chicago	IL	60625	501(c)3	509(a)(1)	For theatre education activities		\$30,000
Asian Human Services	4753 N Broadway, Suite 700	Chicago	IL	60640	501(c)3	509(a)(1)	For the Literacy Education for Adults and Families (LEAF) Program		\$30,000
Balanced Community Family Wellness Center	6821 South Halsted Street	Chicago	IL	60621	501(c)3	509(a)(1)	For medical home models of care for chronic disease patients		\$55,000
Black Ensemble Theatre	4450 North Clark St	Chicago	IL	60640	501(c)3	509(a)(2) under 170(b)(1)(A)(viii)	\$25,000 per year for the Strengthening the School Through Theater Arts program and \$5,000 per year to work with CAPS on assessment		\$30,000
Chicago Children's Advocacy Center	1240 South Damen Avenue	Chicago	IL	60608	501(c)3	509(a)(1)	For the Mental Health Program		\$20,000
Chicago Children's Advocacy Center	1240 South Damen Avenue	Chicago	IL	60608	501(c)3	509(a)(1)	For the Providing Access Toward Hope and Healing (PATHH) Collaboration		\$75,000
Chicago Children's Choir	78 East Washington Street	Chicago	IL	60602	501(c)3	509(a)(1)	For the Neighborhood Choir Program		\$50,000
Chicago Dramatist	1105 West Chicago Avenue	Chicago	IL	60642	501(c)3	509(a)(2) under 170(b)(1)(A)(viii)	For playwrighting residencies in Chicago public schools		\$30,000
Chicago Family Health Center	9119 South Exchange Avenue	Chicago	IL	60617	501(c)3	509(a)(1)	For the Primary Care Oral Health Integration Project		\$35,000
Chicago Jobs Council	29 East Madison Street, Suite 1700	Chicago	IL	60602	501(c)3	509(a)(1)	For city-wide workforce development advocacy		\$60,000
Chicago Symphony Orchestra	220 South Michigan Avenue	Chicago	IL	60604	501(c)3	509(a)(1)	For the Music Activity Partnership (MAP) Program		\$50,000
ChicagoLand Workforce Finder Alliance	225 North Michigan Avenue, Suite 2200	Chicago	IL	60601	501(c)3	509(a)(1)	For general operating support		\$100,000
Chinese American Service League	2141 South Tan Court	Chicago	IL	60616	501(c)3	509(a)(1)	For the Chef Training Program		\$30,000
Citizen Schools	Attn: Illinois Office 308 Congress Street	Boston	MA	02210	501(c)3	509(a)(1)	To Implement Expanded Learning Times partnerships in Chicago schools		\$50,000
Communities in Schools of Chicago	815 West Van Buren, Suite 300	Chicago	IL	60607	501(c)3	509(a)(1)	For the Community Partner Training Initiative		\$25,000
Erie Neighborhood House	1703 West Superior Street	Chicago	IL	60622	501(c)3	509(a)(1)	For the Pathways to Success program		\$40,000
Greater Chicago Food Depository	4100 West Ann Lane Place	Chicago	IL	60632	501(c)3	509(a)(1)	For the Chicago's Community Kitchens Program		\$30,000
Health & Disability Advocates	205 W Randolph Ste 510	Chicago	IL	60606	501(c)3	509(a)(1)	For advocacy efforts for the successful implementation of health care reform in Illinois and training for health care providers and patients on how to access health care coverage		\$40,000
High Jump	59 West North Boulevard	Chicago	IL	60610	501(c)3	509(a)(1)	For general operating support		\$40,000
Hubbard Street Dance Chicago	1147 West Jackson Blvd	Chicago	IL	60607	501(c)3	509(a)(1)	For Movement as Partnership dance and teacher training in Chicago public schools		\$50,000
Jane Addams Resource Corporation	4432 North Ravenswood Avenue	Chicago	IL	60640	501(c)3	509(a)(1)	For the Wedding Fast Track program		\$35,000
Link Unlimited	2221 South State Street	Chicago	IL	60616	501(c)3	509(a)(1)	For the College Readiness and the College Success Programs		\$30,000
Loyola University Chicago	820 North Michigan Avenue Water Tower Campus	Chicago	IL	60611	501(c)3	509(a)(1)	For the Education Leadership Program for principal training		\$100,000
Luna Negra Dance Theatre	37 North State Street, Suite 1700	Chicago	IL	60602	501(c)3	509(a)(2) under 170(b)(1)(A)(viii)	For support of a dance education program in Chicago public schools		\$25,000
Merrit School of Music	Joy Faith Knapp Music Center 38 South Peoria	Chicago	IL	60607	501(c)3	509(a)(1)	For the Bridges Partners in Music program in Chicago public schools		\$35,000
National Council on Teacher Quality	1420 New York Avenue NW, Suite 800	Washington	DC	20005	501(c)3	509(a)(2) under 170(b)(1)(A)(viii)	For the review of Illinois's schools of education		\$25,000
National Museum of Mexican Art	1852 West 19th Street	Chicago	IL	60608	501(c)3	509(a)(1)	To pilot an enhanced after school program		\$30,000
New Teacher Center	725 Front Street, Suite 400	Santa Cruz	CA	95060	501(c)3	509(a)(1)	For a pilot program which provides induction support for new CPS principals		\$80,000
Night Ministry	4711 North Ravenswood	Chicago	IL	60640	501(c)3	509(a)(1)	For the Outreach and Health Ministry Program		\$40,000
PCC Community Wellness Center	34 West Lake Street	Oak Park	IL	60302	501(c)3	509(a)(1)	For the Bridges to Care project		\$50,000
People's Music School	931 West Eastwood Avenue	Chicago	IL	60640	501(c)3	509(a)(1)	For the YOURS Project, an El Sistema orchestra program		\$25,000
Puerto Rican Arts Alliance	3000 North Elbridge	Chicago	IL	60618	501(c)3	509(a)(1)	In support of Cuatro and Spanish Guitar instruction		\$20,000
Teach For America Chicago	300 West Adams Street, Suite 1000	Chicago	IL	60606	501(c)3	509(a)(1)	For the Teach For America principal development program		\$40,000
UIC College of Education Ctr for Urban Education Leadership	1040 West Harrison Street Policy Studies (MC 147)	Chicago	IL	60607	501(c)3	509(a)(1)	For the Center for Urban Education Leadership, which trains principals for CPS schools		\$100,000
Umoja Student Development Corporation	954 West Washington, Suite 225	Chicago	IL	60607	501(c)3	509(a)(1)	For the College and Career Readiness and Umoja University programs		\$38,000
WTTW 11	5400 North St Louis Avenue	Chicago	IL	60625	501(c)3	509(a)(1)	For Chicago Tonight		\$50,000
Year Up - Chicago	223 West Jackson Blvd Suite 400	Chicago	IL	60606	501(c)3	509(a)(1)	For the Chicago young adults training program		\$50,000

Total

\$1,793,000

## LLOYD A. FRY FOUNDATION

### Overview

To apply for a grant

- 1. Ensure you're eligible.** Read more about what we fund and don't fund before you apply
- 2. Submit a letter of inquiry.** Before you dedicate time to generate a large proposal, a letter of inquiry allows us to give you preliminary feedback concerning your request and its potential fit within our funding priorities
- 3. Start your proposal.** Once you are ready to apply, see our procedures page for a full list of the documents you will need to include in your proposal.

The Board of Directors meets quarterly to consider requests for grants. These meetings are held in February, May, August and November

In each of those meetings, the Foundation will review proposals in three of the four program areas on a rotating basis, one program each cycle will not review proposals. Please see our deadline dates of proposal review cycles by program

We must receive your proposal by 5 p.m. on the deadline date in order to review it at the corresponding board meeting. In the event that a deadline falls on a weekend or holiday, requests may be submitted by 5 p.m. on the following business day

**Proposals and letters of inquiry should be sent to**

Ms. Unmi Song, President  
Lloyd A. Fry Foundation  
120 S. LaSalle Street, Suite 1950  
Chicago, IL 60603-3419

**NEXT: Letter of Inquiry >**

#### Proposal Deadlines

Each quarter, the Board of Directors considers requests in three of our four program areas, on a rotating basis

**JUN 1** for Arts Learning, Education, & Employment grants, reviewed in August

**SEPT 1** for Arts Learning, Employment & Health grants, reviewed in November

**DEC 1** for Education, Employment, & Health grants, reviewed in February

**MAR 1** for Arts Learning, Education, & Health grants, reviewed in May

#### Lloyd A. Fry Foundation

120 S. LaSalle Street,  
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Chicago, IL 60603-3419

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**LLOYD A. FRY  
FOUNDATION**

## Letters of Inquiry

If you are seeking support for the first time or if you are a returning grantee seeking support for a new project, we highly recommend that you send us a letter of inquiry before you submit a full proposal.

While a letter of inquiry is not required prior to submission of a proposal, it will allow us to give you preliminary feedback concerning your request and its potential fit within our funding priorities

Letters of inquiry should include a brief description of the proposed project, a project budget, and other projected sources of support. Typically, a letter of two to three pages is sufficient to help us understand your program

Unlike formal proposals, there are no deadlines for submitting letters of inquiry. Please allow our program officers 30 days to respond to your request.

**Letters of inquiry should be sent to:**

Ms. Unmi Song, President

Lloyd A. Fry Foundation

120 S. LaSalle Street, Suite 1950

Chicago, IL 60603-3419

**NEXT: Application Procedures >**

Foundation

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**Proposal Deadlines**

Each quarter, the Board of Directors considers requests in three of our four program areas, on a rotating basis:

**JUN 1** for Arts Learning, Education, & Employment grants, reviewed in August

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**Lloyd A. Fry Foundation**

120 S. LaSalle Street,

Suite 1950

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## LLOYD A. FRY FOUNDATION

# Application Procedures

We do not use a grant application form; we accept proposals of varying length that adhere to the procedures described below.

Although we accept the Chicago Area Common Grant Application form distributed by the Donors Forum of Chicago, we consider this application a supplement to, rather than a replacement for, a full proposal

For new and renewal requests, full proposals should contain the following elements

### 1. Brief history of the organization

Narrative should include a general statement of the organization's primary functions and goals

### 2. Description of the project to be funded

Please include the following

A statement of the need to be addressed and the population to be served

A description of how the planned project will address the identified need

Clearly stated goals and objectives

Plans for assessing performance and monitoring progress toward program goals Please identify at least three indicators or measures that you will track and analyze in order to understand the effectiveness of services provided, identify program strengths or challenges, or document potential long-term impact A discussion of progress on these indicators during the grant period (and over time, if receiving more than one grant from the Foundation) should be included in grant reports (for further information, see Outcomes and Assessments)

A timeline for project activities

### 3. Income and expense budget

For the project during the duration of the grant period The Foundation covers reasonable and appropriate administrative expenses These should be explained in an accompanying budget narrative

### 4. Operating budget for the organization

Include income and expense projections that pertain to the fiscal year in which the project will take place

Include the percentage of organization income received through earned income, government sources, individual gifts, corporate and foundation grants, and other sources

### 5. List of current and projected funders

Include funders and amounts for both the organization and the project for the fiscal year in which the project will take place

### 6. Organization's most recent audited financial report

### 7. List of board members and their affiliations

### 8. List of organization's professional staff and résumés of key project personnel

Proposals for organizational capacity-building activities that involve outside consultants should include a copy of the consultant's resume and a list of clients

### 9. Racial and gender demographics of board and senior staff

Additional demographics, such as sexual orientation or disabilities, also are welcome

### 10. Organization's Federal Employer Identification Number (EIN)

Please note that the Foundation makes grants only to tax-exempt 501(c)(3) organizations The

### Proposal Deadlines

Each quarter, the Board of Directors considers requests in three of our four program areas, on a rotating basis

**JUN 1** for Arts Learning, Education, & Employment grants, reviewed in August

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### Lloyd A. Fry Foundation

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Foundation rarely funds 509(a)(3) supporting organizations, exceptions sometimes are made for publicly supported charities

**1. Organization's employment hiring policy**

**2. Full narrative and financial report on the previous grant (For returning grantees only)**

Final reports must be approved by the Foundation before a new request is considered. For agencies submitting a proposal to be reviewed one year from their last grant, the final reports will cover a ten-month period rather than a full twelve months in order to meet the materials deadline. We ask that final reports and proposals be submitted under separate cover. For more information on this subject, see our Grant Reporting Requirements.

**NEXT: After Grant Approval ›**

## LLOYD A. FRY FOUNDATION

# After Grant Approval

### GRANT RENEWAL

An organization which has received five consecutive years of Fry Foundation funding will be asked to take a year off in seeking support for the following twelve-month period. The Foundation recognizes that there may be unusual circumstances in which support for one additional year may be appropriate. While we wish to be flexible in recognizing the needs of our grantees, there will be few exceptions to this policy.

Following a year off, grantee organizations are welcome to apply for renewed support. These proposals will be evaluated under the Foundation's grantmaking guidelines. As with all proposals, these should target Chicago residents in financial need.

### GRANT REPORTING REQUIREMENTS

The Fry Foundation requires two reports on all of its grants: a **narrative report** and a **financial report**.

#### Narrative Reports

The final narrative report should describe specifically the progress made toward reaching the goals of the project. General activity reports or summaries contained in the annual report do not fulfill this requirement. The narrative report should include, but not be limited to, a description of the project, how staff was involved in carrying out the project activities, and the impact it had on project participants. Any changes in the project's implementation as described in the original proposal should be fully discussed, offering insight as to why and how the project was adapted. For information on reporting project outcomes and impact, see the Outcomes and Assessments page of our website.

The Employment Program has recently revised its requirements for the narrative report. Please view the Employment Program's Reporting Requirements (PDF file) for more information.

#### Financial Reports

The financial report should follow a standard, three-column format. The first column should outline the project budget as it was estimated in the proposal. It should contain specific line items for relevant expenses.

The second column should outline the actual project expenditures and should maintain the same format and line item breakdowns as the projected budget column. Together, these columns provide a point of comparison between estimated and actual costs, as well as a context for project activities as described in the narrative report.

The third column should provide details on how the Fry Foundation grant was allocated. Line item breakdowns should be provided. The chart below offers an example of this format. (The fourth column is not always needed and is explained below in further detail.)

#### Reporting Deadlines and Renewed Requests

Final narrative and financial reports must be received and approved by the Foundation before any subsequent proposals will be reviewed. For agencies submitting a proposal to be reviewed one year from their last grant, the final reports will cover a ten-month period rather than a full twelve months in order to meet the materials deadline. In such cases, the narrative report should discuss all activities that have occurred in the grant period to date, with a description of the projected activities for the remaining months covered by the grant. Financial reports should include, when necessary, a fourth column describing how and when the remaining funds will be expended. The sample financial report on the next page uses an example of this optional fourth column.

### SAMPLE FINANCIAL REPORT

### Proposal Deadlines

Each quarter, the Board of Directors considers requests in three of our four program areas, on a rotating basis:

**JUN 1** for Arts Learning, Education, & Employment grants, reviewed in August

**SEPT 1** for Arts Learning, Employment, & Health grants, reviewed in November

**DEC 1** for Education, Employment, & Health grants, reviewed in February

**MAR 1** for Arts Learning, Education, & Health grants, reviewed in May

### Lloyd A. Fry Foundation

120 S. LaSalle Street,  
Suite 1950  
Chicago, IL 60603-3419

P 312 580 0310

F 312 580 0980

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Foundation

Site by Jell Creative | Grantee  
photography by Daniel Shea

Agency X				
Project Name—Budget & Financial Report				
Date				
Expense Description	Estimated Project Budget	Actual Project Expenditures	Fry Foundation Grant Expended	Remaining Fry Grant to be expended by xx/xx/xx
Salaries	\$35,000	\$35,000	\$10,000	\$5,000
Transportation	7,500	8,100	4,000	0
Supplies	1,500	1,375	1,000	0
<b>Total</b>	<b>\$44,000</b>	<b>\$44,475</b>	<b>\$15,000</b>	<b>\$5,000</b>

Inquiries and reports should be directed to.

Ms. Unmi Song, President

120 S. LaSalle Street, Suite 1950

Chicago, IL 60603-3419

BY-LAWS  
OF  
LLOYD A. FRY FOUNDATION  
An Illinois Not For Profit Corporation  
(As amended through August 6, 2013)

ARTICLE I  
OFFICE

The principal office of the Lloyd A. Fry Foundation (the "Foundation") shall be located in the State of Illinois and in the City of Chicago. The Foundation may have such other offices, either within or without the State of Illinois, as the affairs of the Foundation may require from time to time.

ARTICLE II  
MEMBERS

The Foundation shall have no members.

ARTICLE III  
BOARD OF DIRECTORS

Section 1. Number. Terms of Office and Vacancies.

The property, funds and affairs of the Foundation shall be managed and controlled by a Board of Directors consisting of such number of persons, not less than four (4) and not more than six (6), as the Board of Directors by resolution may from time to time provide. The Directors shall be elected at the annual meeting of the Board of Directors of the Foundation and shall serve for a term of one (1) year and until their successors are duly elected and qualified. If the election of Directors shall not be held at any annual meeting, the Board of Directors shall cause the

election to be held at an additional regular meeting or at a special meeting of the Board of Directors as soon thereafter as may be convenient. If the office of any Director becomes vacant by reason of death, resignation, disqualification or inability to act, the remaining Directors may elect a successor who shall hold office for the unexpired term and until his or her successor shall have been elected and shall have qualified. Directors need not be residents of Illinois.

Section 2. Powers.

The Board of Directors shall have the power and authority to receive gifts, legacies, and donations on behalf of the Foundation; to invest the funds of the Foundation in bonds, common or preferred stocks, notes, real estate mortgages, common trust funds, shares of any investment company or trust, or other securities, partnership interests (general or limited) or in any other property, real or personal, wherever located; to retain and delegate powers to agents, attorneys and advisors (including investment advisors); and to make gifts and donations of capital as well as of income in pursuance of the objects and purposes of the Foundation. The Board of Directors of the Foundation will have power to make grants to any individual or organization for charitable, religious, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In addition, the Board of Directors shall have the right, power and authority to exercise all the powers and to do all the acts and things which may be exercised or done by the Foundation, but subject, nevertheless, to the statutes of the State of Illinois, to the provisions of the Articles of Incorporation, and to the By-laws of the Foundation.

Section 3. Regular Meetings.

A regular annual meeting of the Board of Directors shall be held during the month of May, at such time and place as may be fixed by the Chair, or if the Chair is for any reason unable

to act, by any two (2) Directors. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution, except as provided in Section 11 of this Article III.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the Chair or a majority of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting called by them.

Section 5. Notice.

Except as provided in Sections 3 and 11 of this Article III or otherwise required by statute, notice of regular and special meetings of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally, mailed, emailed, or sent by other electronic transmission (*e.g.*, facsimile) to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope with postage thereon prepaid addressed to the Director at the address shown for such Director on the records of the Foundation. If notice shall be given by email, such notice shall be deemed to be delivered upon direction to the email address of record of the Director. If notice shall be given by facsimile transmission, such notice shall be deemed to be given upon direction to the facsimile number of record of the Director. If notice shall be sent by any other means (including telegram, cablegram, courier, or express mail), such notice shall be deemed to be delivered when actually delivered to the home or business address of the Director. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting 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 annual, regular, or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

Section 6. Place of Meetings.

All meetings of the Board of Directors shall be held at the offices of the Foundation except that the Board of Directors may, as it may from time to time by resolution determine, hold its annual, regular, or special meetings at any place within or without the State of Illinois, and may at such meetings transact any and all business.

Section 7. Quorum.

A majority of the Directors shall be necessary to constitute a quorum for the transaction of business at any meeting.

Section 8. Informal Action.

Except as in this Section provided, the Board of Directors shall act and shall have the capacity to act only as a Board. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors. Such filings shall be in paper form if the minutes are maintained in paper form or in electronic form if the minutes are maintained in electronic form. A Director may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory (a) to serve as his or her signature and (b) to authenticate the consent. Each electronic signature should be affixed to an e-mail message or other electronic

communication that (i) contains or attaches the written consent action; (ii) includes an affirmative statement (such as “Yes,” “I agree,” or “I consent”); and (iii) contains a clear reference to the written consent action in the subject line. Any consent described in this Section that is signed by all the Directors shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State of the State of Illinois under the Not for Profit Corporation Act.

Section 9. Attendance by Telephone or Other Conference Technology.

Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or similar communications equipment, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at such meeting.

Section 10. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these By-laws, or the Articles of Incorporation.

Section 11. Resignation.

Any Director may resign at any time by giving written notice to the Chair and to the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.



Section 12. Removal.

A Director may be removed for cause by a vote of two-thirds (2/3) of all Directors then in office. Such action shall be taken at an annual or regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such annual, regular, or special meeting, sent at least twenty (20) days prior thereto.

Section 13. Compensation.

Directors may receive stated annual compensation for their services, or by resolution of the Board of Directors, a fixed sum and reimbursement or payment of expenses relating to attendance at any annual, regular, or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Foundation in any other capacity and receiving reasonable compensation therefor.

ARTICLE IV

OFFICERS

Section 1. Number.

The officers of the Foundation shall be a Chair of the Board, a Vice-Chair, a President or Executive Director, one or more Vice-Presidents (in such number as may be determined by the Board of Directors), a Treasurer, a Secretary, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these By-laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same persons. No person shall be elected an officer of the Foundation after attaining the age of seventy (70) years.

## Section 2. Election and Term of Office.

The officers of the Foundation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

## Section 3. Resignation.

Any officer may resign at any time by giving written notice to the Chair and to the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## Section 4. Removal.

Any officer or agent elected or appointed by the Board of Directors may be removed, with or without cause, by the Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## Section 5. Chair of the Board.

The Chair shall be selected by and from the membership of the Board of Directors. The Chair shall be the chief executive officer of the Foundation. The Chair shall preside over all meetings of the Board. Subject to the direction of the Board of Directors the Chair shall exercise oversight over the business and affairs of the Foundation, and the Chair shall see that all orders

and resolutions of the Board are carried into effect. In general the Chair shall have all powers and shall perform all duties incident to the office of the Chair and such other powers and duties as may be vested or prescribed by the Board of Directors from time to time.

Section 6. Vice-Chair.

The Vice-Chair shall be selected by and from the membership of the Board of Directors. The Vice-Chair shall perform such duties as shall be assigned to him or her by the Chair or the Board of Directors. Further, the Vice-Chair shall perform the duties and exercise the powers of the Chair during the absence, disability or refusal to act of the Chair.

Section 7. President.

The President shall be the principal staff officer of the Foundation and as such shall exercise general supervision over all operations and personnel of the Foundation, subject to the director or approval of the Board of Directors. Further, the President shall perform the duties and exercise the powers of the Chair during the absence, disability or refusal to act of the Chair and the Vice-Chair.

Section 8. Vice-Presidents.

At least one (1) Vice-President shall be elected by the Board of Directors. Such Vice-President (or in the event there be more than one (1) Vice-President, the Vice-Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties and exercise the powers of the President during the absence, disability or refusal to act of the President.

Section 9. Treasurer.

The Treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer shall be responsible for the maintenance of adequate books of account for the

corporation, and he or she shall supervise the custody of all funds and securities of the corporation and be responsible for the oversight of the management, receipt, and disbursement thereof. The Treasurer shall give regular financial reports to the Board of Directors, act as liaison with the investment advisor or advisors to the Foundation, and supervise the preparation of regular investment reports to the Board of Directors. The Treasurer shall work with the independent auditors and accountants of the Foundation, and he or she shall assist such accountants and the staff of the Foundation in the preparation of annual budgets. In general, the Treasurer shall perform all the duties customarily incident to the office of the Treasurer.

Section 10. Secretary.

The Secretary shall (a) keep or supervise the recording of the minutes of the meetings of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) be custodian of the corporate records of the Foundation; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair or by the Board of Directors.

ARTICLE V

CONTRACTS, CHECKS AND DEPOSITS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers or agent or agents of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers or agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or Treasurer and countersigned by the Chair or Vice-Chair of the Board.

Section 3. Deposits.

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VI

BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1.

The Foundation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Foundation, or who is or was serving at the request of the Foundation as a Director,

officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

## Section 2.

The Foundation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Foundation,

unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3.

To the extent that a Director, officer, employee or agent of the Foundation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article VII, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4.

Any indemnification under Sections (1) and (2) of this Article VII (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections (1) and (2) of this Article VII. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or, (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on

behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Foundation as authorized in this Article VII, unless such payment would constitute an act of self-dealing under Code Section 4941.

Section 6.

The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7.

The Foundation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Foundation, or who is or was serving at the request of the Foundation as a Director, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify such person against such liability under the provisions of this Article VII.

ARTICLE VIII

SEAL

The Foundation shall have no seal.



## ARTICLE IX

### FISCAL YEAR

The fiscal year of the Foundation shall be set by resolution of the Board of Directors of the Foundation, or, in the absence of such resolution, it shall begin on the first day of July in each year and shall end on the last day of June in each year.

## ARTICLE X

### WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these By-laws or under the provisions of the Articles of Incorporation or under the provisions of the statutes of the State of Illinois, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XI

### AMENDMENTS

#### Section 1. Amendments by the Board of Directors.

These By-laws may be altered, amended or repealed and new By-laws may be adopted at any meeting of the Board of Directors of the Foundation, for which written notice of the proposed alteration, amendment or repeal shall have been given, by a majority vote of the Directors present at the meeting, provided, however, that no such alteration, amendment, repeal, or adoption shall in any way conflict with the purposes of the Foundation as stated in its Articles of Incorporation or otherwise cause the Foundation to lose its qualification as an organization exempt from federal income taxation under Code Section 501(c)(3).

Section 2. Implied Amendments.

Any action taken or authorized by the Board of Directors that would be inconsistent with the By-laws then in effect but that is taken or authorized by the affirmative vote of a majority of all Directors in office shall be given the same effect as though the By-laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

ARTICLE XII

MISCELLANEOUS

Section 1. Writings.

Any action required in these By-laws to be “written,” to be “in writing,” to have “written consent,” to have “written approval,” and the like by or of Directors shall include any communication transmitted or received by facsimile, electronic mail, or other means of electronic transmission.

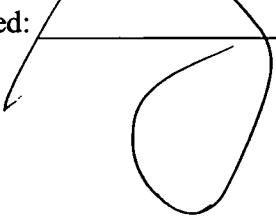
Section 2 Electronic Signatures.

Any action required in these By-laws to be “signed” or to have a “signature” by or of a Director shall include an action signed with an electronic signature that is any symbol executed or adopted, or any security procedure employed or adopted, by or on behalf of a person with intent to authenticate a record and which is attached to or logically associated with the action in electronic form.

Lloyd A. Fry Foundation

SIGNATURE

I certify that the bylaws included with this return are complete and accurate copies of the original documents.

Signed:  \_\_\_\_\_

Form **8868**

(Rev. January 2013)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

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

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

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

**Type or  
print**File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

LLOYD A. FRY FOUNDATION

36-6108775

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

120 SOUTH LASALLE STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions

CHICAGO, IL 60603

Enter the Return code for the return that this application is for (file a separate application for each return)  0  4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► UNMI SONG

Telephone No. ► 312 580-0310

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/17, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☐ calendar year 20 or
- ☒ tax year beginning 07/01, 2012, and ending 06/30, 2013.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b> \$	0
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b> \$	0
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b> \$	0

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2013)

JSA

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881713.300

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	LLOYD A. FRY FOUNDATION		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions.		36-6108775	
	120 SOUTH LASALLE STREET		Social security number (SSN)	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
	CHICAGO, IL 60603			

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ☒ UNMI SONG  
Telephone No. ☒ 312 580-0310 FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 05/15, 20 14
- For calendar year 20 12, or other tax year beginning 07/01, 20 12, and ending 06/30, 20 13.
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b> \$	0
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b> \$	0
<b>c</b> Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b> \$	0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ Shane Barker Title ☒ CPA Date ☒ 1/28/2014