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

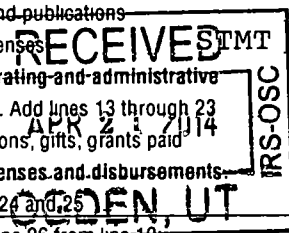
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning **DEC 1, 2012**, and ending **NOV 30, 2013**

Name of foundation <b>DANIELSON FOUNDATION</b>		<b>A</b> Employer identification number <b>36-2540494</b>
Number and street (or P O box number if mail is not delivered to street address) <b>410 NORTH MICHIGAN AVENUE</b>	Room/suite <b>590</b>	<b>B</b> Telephone number <b>312-644-6720</b>
City or town, state, and ZIP code <b>CHICAGO, IL 60611</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>1,899,118.</b>	<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I</b> Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received	150,000.		N/A	
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
<b>3</b> Interest on savings and temporary cash investments	18.	18.		
<b>4</b> Dividends and interest from securities	41,770.	42,820.		
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	7,591.			
<b>b</b> Gross sales price for all assets on line 6a	210,381.			
<b>7</b> Capital gain net income (from Part IV, line 2)		7,591.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss)				
<b>11</b> Other income				
<b>12</b> Total. Add lines 1 through 11	199,379.	50,429.		
<b>13</b> Compensation of officers, directors, trustees, etc	0.	0.		0.
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees				
<b>b</b> Accounting fees	8,500.	4,250.		4,250.
<b>c</b> Other professional fees				
<b>17</b> Interest				
<b>18</b> Taxes	4,133.	0.		0.
<b>19</b> Depreciation and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses	1,234.	1,152.		82.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	13,867.	5,402.		4,332.
<b>25</b> Contributions, gifts, grants paid	228,000.			240,000.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	241,867.	5,402.		244,332.
<b>27</b> Subtract line 26 from line 12	<42,488.>			
<b>a</b> Excess of revenue over expenses and disbursements				
<b>b</b> Net investment income (if negative, enter -0-)		45,027.		
<b>c</b> Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	165,732.	68,869.	68,869.
	3 Accounts receivable ▶ 2.			
	Less allowance for doubtful accounts ▶	1,051.	2.	2.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 4	1,459,581.	1,830,247.	1,830,247.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ )			
	16 Total assets (to be completed by all filers)	1,626,364.	1,899,118.	1,899,118.
	17 Accounts payable and accrued expenses	25,700.	17,713.	
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ )				
23 Total liabilities (add lines 17 through 22)	25,700.	17,713.		
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	1,600,664.	1,881,405.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	1,600,664.	1,881,405.		
31 Total liabilities and net assets/fund balances	1,626,364.	1,899,118.		

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	1,600,664.
2 Enter amount from Part I, line 27a	2	<42,488.>
3 Other increases not included in line 2 (itemize) ▶ ADJUST ASSETS TO FMV	3	323,229.
4 Add lines 1, 2, and 3	4	1,881,405.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,881,405.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a 1,820 SHS ISHARES MSCI ACWI EX US ETF	P		08/22/13
b 100,000 GE CAPITAL 5.4%	P		09/20/13
c 190 SHS SPDR S & P 500 ETF TRUST	P		10/01/13
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 77,795.		71,581.	6,214.
b 100,000.		100,000.	0.
c 32,142.		31,209.	933.
d 444.			444.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			6,214.
b			0.
c			933.
d			444.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7                 }	2	7,591.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	247,428.	1,728,715.	.143128
2010	264,320.	1,732,642.	.152553
2009	315,120.	1,720,508.	.183155
2008	323,305.	1,673,097.	.193237
2007	337,598.	1,855,873.	.181908

2 Total of line 1, column (d)	2	.853981
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.170796
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,904,968.
5 Multiply line 4 by line 3	5	325,361.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	450.
7 Add lines 5 and 6	7	325,811.
8 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	8	244,332.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	901.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	901.
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	901.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	800.
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	800.
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	101.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Form 990-PF (2012)

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ JOHN RAU Telephone no ▶ 312-644-6720 Located at ▶ 410 NORTH MICHIGAN AVENUE, ROOM 590, CHICAGO, IL ZIP+4 ▶ 60611			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to
  - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A
- 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).  N/A
- 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

5b		
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE SCHEDULE 3				
	0.00	0.	0.	0.

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

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

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



**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>	0.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	192,257.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	1,741,721.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	1,933,978.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,933,978.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	29,010.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,904,968.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	95,248.

**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>	95,248.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	901.
<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>	901.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	94,347.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	94,347.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	94,347.

**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>	244,332.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<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>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	244,332.
<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	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	244,332.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				94,347.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	54,174.			
d From 2010	28,377.			
e From 2011	11,761.			
f Total of lines 3a through e	94,312.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 244,332.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	150,000.			
d Applied to 2012 distributable amount				94,332.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	15.			15.
6 Enter the net total of each column as indicated below:	244,297.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	150,000.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	94,297.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009	54,159.			
c Excess from 2010	28,377.			
d Excess from 2011	11,761.			
e Excess from 2012	0.			

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE SCHEDULE 1

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

SEE SCHEDULE 1

**c** Any submission deadlines

SEE SCHEDULE 1

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

SEE SCHEDULE 1

**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
<p>a <i>Paid during the year</i></p> <p>SEE SCHEDULE 2</p>				240,000.
<b>Total</b>			▶ <b>3a</b>	240,000.
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<b>Total</b>			▶ <b>3b</b>	0.





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

Name of the organization

DANIELSON FOUNDATION

Employer identification number

36-2540494

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

DANIELSON FOUNDATION

36-2540494

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DEERING FOUNDATION 410 NORTH MICHIGAN AVENUE, ROOM 590 CHICAGO, IL 60611	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>DANIELSON FOUNDATION</b>	Employer identification number <b>36-2540494</b>
---	---

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

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

Name of organization <b>DANIELSON FOUNDATION</b>	Employer identification number <b>36-2540494</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

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

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

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

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

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

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

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

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

FORM 990-PF	ACCOUNTING FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,500.	4,250.		4,250.
TO FORM 990-PF, PG 1, LN 16B	8,500.	4,250.		4,250.

FORM 990-PF	TAXES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	4,133.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,133.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER EXPENSES	1,234.	1,152.		82.
TO FORM 990-PF, PG 1, LN 23	1,234.	1,152.		82.

FORM 990-PF	CORPORATE STOCK		STATEMENT 4
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCK - SEE SCHEDULE 1	1,830,247.	1,830,247.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,830,247.	1,830,247.	

DANIELSON FOUNDATION, E I #36-2540494, SCHEDULE OF INFORMATION FOR FORM 990-PF FOR THE YEAR ENDED NOVEMBER 30, 2013

PART I, LINE 1, CONTRIBUTIONS, GIFTS, GRANTS, ETC RECEIVED

<u>DATE</u>	<u>CONTRIBUTOR</u>	<u>AMOUNT</u>
12/21/12	Deering Foundation* – Cash	\$150,000

\* 410 North Michigan Avenue  
Room 590  
Chicago, IL 60611

PART I, LINE 23, OTHER EXPENSES

Custodian Fees	\$	1,093
Liability Insurance		117
Filing Fee		25
<b>TOTAL</b>	<b>\$</b>	<b>1,235</b>

\*Note - 50% of liability insurance is investment expense

PART II, LINE 10, INVESTMENT-SECURITIES

<u>Description</u>	<u>Principal Amount/Shares</u>	<u>Book Value And Fair Market Value</u>
Common Stock		
IShares Core Total US Bond Mkt	1,250	134,300
Wisdomtree Emerging Mkt Equity Inc	520	26,920
IShares S & P Midcap ETF	1,301	169,689
IShares Russell 2000 Index	660	74,917
SPDR S&P Dividend ETF	1,279	93,418
SPDR S&P 500 ETF Trust	5,880	1,064,280
Vanguard MSCI EAFE ETF	3,300	135,696
Vanguard FTSE AW EX-US IND FD	1,675	84,403
Vanguard FTSE Emerging Mkt ETF	1,124	46,624
Total		1,830,247

PART XV, ITEM 2, INFORMATION REGARDING CONTRIBUTION, GRANT, GIFT, LOAN, SCHOLARSHIP, ETC , PROGRAMS

Grants, scholarships, fellowships, loans, etc , generally are not made based upon an application. The Foundation has no formal application process as recipients are limited to organizations described in Section 170(c) of the Internal Revenue Code and are determined by the Foundation's Board of Directors.

**DANIELSON FOUNDATION, E.L. #36-2540494, SCHEDULE OF INFORMATION FOR FORM 990-PF FOR THE YEAR ENDED 11/30/13  
PART XV, ITEM 3-GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT**

	Pledged As Of November 30, 2012	Approved During Fiscal Year 2013	Paid During Fiscal Year 2013	Pledged As Of November 30, 2013
<b>ARTS &amp; HUMANITIES:</b>				
Artist's Space, New York, New York	\$ -	\$ 3,000	\$ 3,000	\$ -
Carnegie Museums of Pittsburgh, Pittsburgh, Pennsylvania		10,000	10,000	
Los Angeles Contemporary Exhibit, Los Angeles, California		10,000	10,000	
Museum of Contemporary Art, Chicago, Illinois		3,000	3,000	
Sun Valley Summer Symphony, Sun Valley, Idaho		5,000	5,000	
The Wolfsonian FIU - Miami Beach, Florida		7,500	7,500	
Vizcayaans - Contemporary Arts Program, Miami, Florida		10,000	10,000	
<b>SUB-TOTAL</b>	-	48,500	48,500	-

**EDUCATIONAL:**

Groton School, Groton, Massachusetts		15,000	15,000	
Groton School - Annual Fund, Groton, Massachusetts		5,000	5,000	
Groton School - RED, Jr Scholarship Fund, Groton, Massachusetts		5,000	5,000	
Hoover Institution on War, Revolution & Peace, Stanford, California		2,500	2,500	
Robert Louis Stevenson High School, New York, New York		5,000	5,000	
St Michael's School, Los Angeles, California		2,000	2,000	
The Thacher School - Annual Fund, Ojai, California		13,000	13,000	
The Thacher School - Art Department, Ojai, California	23,500	3,000	3,000	11,500
The Thacher School - Capital Campaign, Ojai, California		1,000	1,000	
UCLA School of Law - The Williams Institute, Los Angeles, California		10,000	10,000	
Wellesley College, Wellesley, Massachusetts		25,000	25,000	
Woodsrde School Foundation, Woodside, California		5,000	5,000	
Yale University-Richard E. Danielson, Jr Scholarship Fund, New Haven, Connecticut				
<b>SUB-TOTAL</b>	23,500	91,500	103,500	11,500

**ENVIRONMENTAL:**

Nature Conservancy of Idaho, Hailey, Idaho		2,500	2,500	
Sawtooth Botanical Gardens, Ketchum, Idaho		1,000	1,000	
World Wildlife Fund, Washington, DC		2,000	2,000	
<b>SUB-TOTAL</b>	-	5,500	5,500	-

**DANIELSON FOUNDATION, E.L. #36-2540494, SCHEDULE OF INFORMATION FOR FORM 990-PF FOR THE YEAR ENDED 11/30/13  
PART XV, ITEM 3-GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT**

	Pledged As Of November 30, 2012	Approved During Fiscal Year 2013	Paid During Fiscal Year 2013	Pledged As Of November 30, 2013
<b>HOSPITALS, HEALTH AND MEDICAL:</b>				
Hospice Foundation of Palm Beach County, Inc , Palm Beach, Florida		2,000	2,000	
John Wayne Cancer Research Foundation, Newport Beach, California		5,000	5,000	
<b>SUB-TOTAL</b>	-	7,000	7,000	-
<b>SOCIAL SERVICES:</b>				
All Saints Episcopal Church, Chicago, Illinois	1,000		1,000	
Astraea Foundation, New York, New York	7,500		7,500	
CAF America, Alexandria, Virginia	7,000		7,000	
Faith in America, Hudson, North Carolina	5,000		5,000	
Four Winds, Inc Deer Harbor, Washington	3,500		3,500	
Friends of the Woodside Library, Woodside, California	2,000		2,000	
Gay Straight Alliance Network, San Francisco, California	1,000		1,000	
Hanley-Hazelden Foundation, West Palm Beach, Florida	2,000		2,000	
Hollywood - Sunset Free Clinic, Los Angeles, California	2,000		2,000	
Human Rights Watch, Los Angeles, California	5,000		5,000	
International Gay and Lesbian Human Rights Commission, New York, New York	7,500		7,500	
Liberty Hill Foundation - Cassandra Fund, Santa Monica, California	7,500		7,500	
Liberty Hill Foundation - General Fund, Santa Monica, California	10,000		10,000	
National Center for Lesbian Rights, San Francisco, California	1,000		1,000	
Planned Parenthood of the Palm Beach and Treasure Coast Area, Inc , West Palm Beach, Florida	2,000		2,000	
Swiftsure Ranch Therapeutic Equestrian Center, Bellevue, Idaho	2,000		2,000	
Soulforce Inc , Abilene, Texas	2,500		2,500	
The Dawn Redwoods Charitable Trust, Tiburon, California	2,000		2,000	
Word of Honor Fund, Truckee, California	3,000		3,000	
YMCA Wood River Valley, Ketchum, Idaho	2,000		2,000	
<b>SUB-TOTAL</b>	-	75,500	75,500	-
<b>TOTAL</b>	\$ 23,500	\$ 228,000	\$ 240,000	\$ 11,500

NOTE Except as noted, all contributions and grants listed above are classified as unrestricted and are to be used for the general exempt purpose of the organization to which the contribution or grant was made. All organizations are "public charities" and none is related to Danielson Foundation

DANIELSON FOUNDATION, E I #36-2540494, SCHEDULE OF INFORMATION FOR FORM 990-PF

PART VIII, ITEM 1, LIST OF OFFICERS, DIRECTORS, TRUSTEES FOUNDATION MANAGER AND THEIR COMPENSATION

<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 and deferred Compensation</u>	<u>Expense account, other Allowances</u>
John Rau	President/Director (1)	None	None	None
Candida D Burnap *	Vice President/Director (1)	None	None	None
Andrea M Shaw*	Director (1)	None	None	None
Richard S Massey*	Director (1)	None	None	None
Christopher Massey*	Director (1)	None	None	None
Susan D Pattock *	Secretary/Treasurer (1)	None	None	None
Barbara Goering*	Asst Treas /Asst Secretary (1)	None	None	None

\* 410 North Michigan Avenue  
Room 590  
Chicago, Illinois 60611

(1) as necessary on an irregular basis

DANIELSON FOUNDATION, E I #36-2540494, SCHEDULE OF INFORMATION FOR FORM 990-PF  
FOR THE YEAR ENDED NOVEMBER 30, 2013

ELECTION UNDER REGULATION 53 4942(a)-(3)(d)(2)

In accordance with Regulation 53 4942(a)-(3)(d)(2), The Danielson Foundation hereby elects to treat the following current distributions as made out of corpus for purposes of fulfilling the distribution requirement under Section 4942(g)(3) of the Internal Revenue Code of 1986

<u>Date Given</u>	<u>Public Charity</u>	<u>Amount</u>
11/08/13	All Saints Episcopal Church	\$1,000
11/08/13	Astraea Foundation	7,500
11/08/13	Artists Space	-
11/08/13	Center for Land Use Interpretation	-
11/08/13	Creative Times NY	-
11/08/13	Faith in America	5,000
11/08/13	Four Winds, Inc.	3,500
11/08/13	Friends of the Woodside Library	2,000
11/08/13	Gay Straight Alliance	1,000
11/08/13	Groton School	
	RED, Jr. Scholarship Fund	5,000
	Annual Fund	5,000
	Unrestricted	15,000
11/08/13	Hanley Hazeldon	2,000
11/08/13	Hollywood – Sunset Free Clinic	2,000
11/08/13	Hoover Institution on War, Revolution and Peace	2,500
11/08/13	Hospice Foundation of Palm Beach County, Inc.	2,000
11/08/13	Human Rights Watch	
	Lesbian, Gay, Bisexual & Transgender Rights	5,000
11/08/13	Interntional Gay and Lesbian Human Rights Commission	7,500
11/08/13	John Wayne Canser Researrch Foundation	5,000
11/08/13	Liberty Hill Foundation	
	General Fund	10,000
	Cassandra Fund	7,500
11/08/13	National Coalition for Lesbian Rights	1,000
11/08/13	Nature Conservancy	2,500
11/08/13	Planned Parenthood of the Palm Beach and Treasure Coast Area, Inc.	2,000
11/08/13	Robert Louis Stevenson School	5,000
11/08/13	St Michael's School	2,000
11/08/13	Swiftsure Ranch Therapeutic Equestrian Center	2,000
11/08/13	Sawtooth Botanical Gardens	1,000
11/08/13	Soulforce Inc	2,500
11/08/13	Sun Valley Summer Symphony	5,000
11/08/13	The Dawn Redwoods Charitable Trust	2,000
11/08/13	Thacher School (Annual Fund)	13,000
	Pledge (7th Payment)	12,000
11/08/13	The Vizcayans	10,000
11/08/13	Williams Institute	1,000
11/08/13	Woodside School Foundation (Portion of a \$25,000 contribution)	500
	Total	<u>\$150,000</u>

John Rau, Foundation Manager