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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

| | | |
|--|--|--|
| Name of foundation USG Foundation, Inc. | | A Employer identification number 36-2984045 |
| Number and street (or P O box number if mail is not delivered to street address) | Room/suite | B Telephone number (see instructions) 312-436-4000 |
| 550 W. Adams Street | | |
| City or town, state or province, country, and ZIP or foreign postal code Chicago IL 60661 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| 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 | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,545,647 | 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"/> |

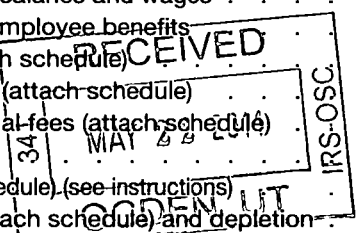
| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | 2,000,000 | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | 0 | 0 | 0 | |
| | 4 Dividends and interest from securities | 0 | 0 | 0 | |
| | 5a Gross rents | 0 | 0 | 0 | |
| | b Net rental income or (loss) | 0 | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 0 | | | |
| | b Gross sales price for all assets on line 6a | 0 | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0 | | |
| | 8 Net short-term capital gain | | | 0 | |
| | 9 Income modifications | | | 0 | |
| | 10a Gross sales less returns and allowances | 0 | | | |
| b Less: Cost of goods sold | 0 | | | | |
| c Gross profit or (loss) (attach schedule) | 0 | | 0 | | |
| 11 Other income (attach schedule) | 0 | 0 | 0 | | |
| 12 Total. Add lines 1 through 11 | 2,000,000 | 0 | 0 | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 0 | 0 | 0 | 0 |
| | 14 Other employee salaries and wages | 0 | 0 | 0 | 0 |
| | 15 Pension plans, employee benefits | 0 | 0 | 0 | 0 |
| | 16a Legal fees (attach schedule) | 0 | 0 | 0 | 0 |
| | b Accounting fees (attach schedule) | 0 | 0 | 0 | 0 |
| | c Other professional fees (attach schedule) | 0 | 0 | 0 | 0 |
| | 17 Interest | 0 | 0 | 0 | 0 |
| | 18 Taxes (attach schedule) (see instructions) | 0 | 0 | 0 | 0 |
| | 19 Depreciation (attach schedule) and depletion | 0 | 0 | 0 | |
| | 20 Occupancy | 0 | 0 | 0 | 0 |
| | 21 Travel, conferences, and meetings | 0 | 0 | 0 | 0 |
| | 22 Printing and publications | 0 | 0 | 0 | 0 |
| | 23 Other expenses (attach schedule) | 0 | 0 | 0 | 0 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 0 | 0 | 0 | 0 |
| | 25 Contributions, gifts, grants paid | 561,718 | | | 561,718 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 561,718 | 0 | 0 | 561,718 | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | 1,438,282 | | | | |
| b Net investment income (if negative, enter -0-) | | 0 | | | |
| c Adjusted net income (if negative, enter -0-) | | | 0 | | |

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2013)

SCANNED MAY 28 2014



19

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | Beginning of year | End of year | |
|------------------------------------|------------|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | 1,107,355 | 2,545,647 | 2,545,647 |
| | 3 | Accounts receivable ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments—U.S. and state government obligations (attach schedule) | | | |
| | b | Investments—corporate stock (attach schedule) | | | |
| | c | Investments—corporate bonds (attach schedule) | | | |
| | 11 | Investments—land, buildings, and equipment: basis ▶ | | | |
| | | Less: accumulated depreciation (attach schedule) ▶ | | | |
| Liabilities | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) | | | |
| | 14 | Land, buildings, and equipment: basis ▶ | | | |
| | | Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 15 | Other assets (describe ▶) | | | |
| | 16 | Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) | 1,107,355 | 2,545,647 | 2,545,647 |
| | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| Net Assets or Fund Balances | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0 | 0 | |
| | | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| Net Assets or Fund Balances | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 | Capital stock, trust principal, or current funds | 20,122,171 | 22,122,171 | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | (19,014,816) | (19,576,524) | |
| Net Assets or Fund Balances | 30 | Total net assets or fund balances (see instructions) | 1,107,355 | 2,545,647 | |
| | 31 | Total liabilities and net assets/fund balances (see instructions) | 1,107,355 | 2,545,647 | |

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 | 1,107,355 |
| 2 | Enter amount from Part I, line 27a | 2 | 1,438,282 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 10 |
| 4 | Add lines 1, 2, and 3 | 4 | 2,545,647 |
| 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 | 2,545,647 |

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 | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | 0 | 0 | 0 | 0 | |
| b | 0 | 0 | 0 | 0 | |
| c | 0 | 0 | 0 | 0 | |
| d | 0 | 0 | 0 | 0 | |
| e | 0 | 0 | 0 | 0 | |
| 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)) | | |
| a | 0 | 0 | 0 | 0 | |
| b | 0 | 0 | 0 | 0 | |
| c | 0 | 0 | 0 | 0 | |
| d | 0 | 0 | 0 | 0 | |
| e | 0 | 0 | 0 | 0 | |
| 2 Capital gain net income or (net capital loss) | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div> | | 2 | 0 | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | | 3 | 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.

| (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)) |
|--|---------------------------------------|---|--|
| 2012 | 654,618 | 1,111,870 | 0.5888 |
| 2011 | 634,555 | 1,003,724 | 0.6322 |
| 2010 | 633,494 | 1,008,851 | 0.6279 |
| 2009 | 586,039 | 1,269,542 | 0.4616 |
| 2008 | 920,574 | 1,945,999 | 0.4731 |
| 2 Total of line 1, column (d) | | | 2 2.7836 |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | | 3 0.55672 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | | | 4 1,118,586 |
| 5 Multiply line 4 by line 3 | | | 5 622,739 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 0 |
| 7 Add lines 5 and 6 | | | 7 622,739 |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 561,718 |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

| | | | | |
|-----------|---|-----------|-------|----|
| 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 | 0 | 00 |
| 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 | 00 |
| 3 | Add lines 1 and 2 | 3 | 0 | 00 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | 0 | 00 |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 0 | 00 |
| 6 | Credits/Payments: | | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 1,070 | 00 |
| b | Exempt foreign organizations – tax withheld at source | 6b | 0 | 00 |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 0 | 00 |
| d | Backup withholding erroneously withheld | 6d | 0 | 00 |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 1,070 | 00 |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | 0 | 00 |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0 | 00 |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 0 | 00 |
| 11 | Enter the amount of line 10 to be: Credited to 2014 estimated tax 1,070 00 Refunded | 11 | 0 | 00 |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | ✓ |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? | | ✓ |
| <i>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.</i> | | |
| c Did the foundation file Form 1120-POL for this year? | | ✓ |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | | ✓ |
| 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? <i>If "Yes," attach a conformed copy of the changes</i> | | ✓ |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | ✓ |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | | ✓ |
| 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? | | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> | ✓ | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ILLINOIS | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i> | ✓ | |
| 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | | ✓ |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | ✓ |

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 | | <input checked="" type="checkbox"/> |
| 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 | | <input checked="" type="checkbox"/> |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | <input checked="" type="checkbox"/> | |
| Website address ► <u>N/A</u> | | | | |
| 14 | The books are in care of ► <u>Jeffrey P. Rodewald</u> | Telephone no. ► | <u>(312)436-4000</u> | |
| | Located at ► <u>550 W Adams St, Chicago, IL</u> | ZIP+4 ► | <u>60661-3676</u> | |
| 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 | ► | 15 | |
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | | | <input checked="" type="checkbox"/> |

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 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)? | 1b | |
| Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> | | |
| 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 2013? | 1c | <input checked="" type="checkbox"/> |
| 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| If "Yes," list the years ► 20____, 20____, 20____, 20____ | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) | 2b | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>) | 3b | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | <input checked="" type="checkbox"/> |
| 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 2013? | 4b | <input checked="" type="checkbox"/> |

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 ☐ **5b**

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 **6b**

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 **7b**

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| STATEMENT 1 | | | | |
| | 0.00 | 0 | 0 | 0 |
| | 0.00 | 0 | 0 | 0 |
| | 0.00 | 0 | 0 | 0 |
| | 0.00 | 0 | 0 | 0 |

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

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

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

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

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE." | | |
|---|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| NONE | | 0 |
| | | 0 |
| | | 0 |
| | | 0 |
| | | 0 |
| | | 0 |
| Total number of others receiving over \$50,000 for professional services | | 0 |

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 VARIOUS HEALTH AND WELFARE ACTIVITIES - SEE STATEMENT 2 | 230,986 |
| 2 VARIOUS EDUCATION ACTIVITIES - SEE STATEMENTS 3 | 135,570 |
| 3 VARIOUS ARTS AND CULTURE ACTIVITIES - SEE STATEMENT 4 | 75,697 |
| 4 VARIOUS CIVIC ACTIVITIES - SEE STATEMENTS 5 | 119,465 |

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

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

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

| | | | |
|----------|--|-----------|-----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 0 |
| b | Average of monthly cash balances | 1b | 1,135,620 |
| c | Fair market value of all other assets (see instructions) | 1c | 0 |
| d | Total (add lines 1a, b, and c) | 1d | 1,135,620 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | 0 |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0 |
| 3 | Subtract line 2 from line 1d | 3 | 1,135,620 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 17,034 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,118,586 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 55,929 |

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

| | | | |
|-----------|---|-----------|--------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 55,929 |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 0 |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | 0 |
| c | Add lines 2a and 2b | 2c | 0 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 55,929 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0 |
| 5 | Add lines 3 and 4 | 5 | 55,929 |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0 |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 55,929 |

Part XII Qualifying Distributions (see instructions)

| | | | |
|----------|--|-----------|---------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 | 1a | 561,718 |
| b | Program-related investments—total from Part IX-B | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | 0 |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | 0 |
| b | Cash distribution test (attach the required schedule) | 3b | 0 |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 561,718 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | 0 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 561,718 |

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 2012 | (c) 2012 | (d) 2013 |
|---|------------------|----------------------------|-------------|---------------|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 55,929 |
| 2 Undistributed income, if any, as of the end of 2013: | | | | |
| a Enter amount for 2012 only | | | 0 | |
| b Total for prior years: 20____, 20____, 20____ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 | 824,121 | | | |
| b From 2009 | 522,654 | | | |
| c From 2010 | 583,071 | | | |
| d From 2011 | 584,381 | | | |
| e From 2012 | 599,071 | | | |
| f Total of lines 3a through e | 3,113,298 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 561,718 | | | | |
| a Applied to 2012, but not more than line 2a | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see instructions) | | 0 | | |
| c Treated as distributions out of corpus (Election required—see instructions) | 0 | | | |
| d Applied to 2013 distributable amount | | | | 55,929 |
| e Remaining amount distributed out of corpus | 505,789 | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0 | | | 0 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 3,619,087 | | | |
| 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 2012. Subtract line 4a from line 2a. Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0 | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | 824,121 | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 2,794,966 | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2009 | 522,654 | | | |
| b Excess from 2010 | 583,071 | | | |
| c Excess from 2011 | 584,381 | | | |
| d Excess from 2012 | 599,071 | | | |
| e Excess from 2013 | 505,789 | | | |

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling **N/A**

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) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | 0 | 0 | 0 | 0 | 0 |
| b 85% of line 2a | 0 | 0 | 0 | 0 | 0 |
| c Qualifying distributions from Part XII, line 4 for each year listed | 0 | 0 | 0 | 0 | 0 |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | 0 | 0 | 0 | 0 | 0 |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | 0 | 0 | 0 | 0 | 0 |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test—enter: | | | | | |
| (1) Value of all assets | 0 | 0 | 0 | 0 | 0 |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | 0 | 0 | 0 | 0 | 0 |
| b "Endowment" alternative test—enter ² / ₃ of minimum investment return shown in Part X, line 6 for each year listed | 0 | 0 | 0 | 0 | 0 |
| 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) | 0 | 0 | 0 | 0 | 0 |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | 0 | 0 | 0 | 0 | 0 |
| (3) Largest amount of support from an exempt organization | 0 | 0 | 0 | 0 | 0 |
| (4) Gross investment income | 0 | 0 | 0 | 0 | 0 |

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).)

USG CORPORATION CONTRIBUTES 100%

- 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 address of the person to whom applications should be addressed:

Jeffrey P. Rodewald 550 W. Adams Street Chicago, IL 60661 (312)-436-4000

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

SEE STATEMENT 6 "HOW TO APPLY FOR A GRANT"

- c** Any submission deadlines:

SEE STATEMENT 6 "APPLICATIONS ARE SUBMITTED AT ANY TIME"

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

SEE STATEMENT 6 "CRITERIA FOR GRANTS" AND "POLICY AND RESTRICTIONS"

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated.

| | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|----|--|---------------------------|---------------|--------------------------------------|---------------|---|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 | Program service revenue: | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments | | | | | |
| 3 | Interest on savings and temporary cash investments | | | | | |
| 4 | Dividends and interest from securities | | | | | |
| 5 | Net rental income or (loss) from real estate: | | | | | |
| a | Debt-financed property | | | | | |
| b | Not debt-financed property | | | | | |
| 6 | Net rental income or (loss) from personal property | | | | | |
| 7 | Other investment income | | | | | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | | | |
| 9 | Net income or (loss) from special events | | | | | |
| 10 | Gross profit or (loss) from sales of inventory | | | | | |
| 11 | Other revenue: a | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 12 | Subtotal. Add columns (b), (d), and (e) | | 0 | | 0 | 0 |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | | |

(See worksheet in line 13 instructions to verify calculations.)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

NOT APPLICABLE

| | | | | |
|----------|--|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| | | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | ✓ |
| | (2) Other assets | 1a(2) | | ✓ |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | ✓ |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | ✓ |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | ✓ |
| | (4) Reimbursement arrangements | 1b(4) | | ✓ |
| | (5) Loans or loan guarantees | 1b(5) | | ✓ |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | ✓ |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | ✓ |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

b If “Yes,” complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|--------------------------|---|
| USG Corporation Employee Benefit Trust | Sec 501(c)(9) | Both the reporting foundation and the trust are organized and maintained by USG Corporation. |
| | | |
| | | |
| | | |

**Sign
Here**

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

Jeffrey P. Rodman
Signature of officer or trustee

May 13, 2014
Date

President
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

| |
|------|
| Date |
|------|

Check ☐ if self-employed

PTIN

Firm's name ►

Firm's EIN ▶

Firm's address ►

Phone no

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

OMB No. 1545-0047

2013

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

USG Foundation, Inc.

Employer identification number

36-2984045

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 foundationCheck 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 $\frac{1}{3}$ % 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

| | |
|---|---|
| Name of organization USG Foundation, Inc. | Employer identification number 36-2984045 |
|---|---|

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 |
|------------|--|----------------------------|--|
| ----- | USG CORPORATION ----- 550 W ADAMS ST ----- CHICAGO, IL, 60661 ----- | \$ 2,000,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| ----- | ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| ----- | ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| ----- | ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| ----- | ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| ----- | ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| ----- | ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization

Employer identification number

USG Foundation, Inc.

36-2984045

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

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

Name of organization

Employer identification number

USG Foundation, Inc.

36-2984045

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

Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|---|-----------------|--|
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |

USG Foundation, Inc.
 EIN: 36-2984045
 December 31, 2013

Form 990-PF, Part VIII - List of Officers, Directors, and Trustees

| <u>Name and Address</u> | <u>Title</u> | <u>Estimated Hours per Week</u> | <u>Compensation</u> | <u>Contributions to Emp Benefit Plan/Deferred Comp</u> | <u>Expense Account & Other Allow</u> |
|---|---|---|---------------------|--|--|
| Jeffrey P. Rodewald 550 West Adams St Chicago, IL 60661 | President & Director | 1.5 | None | None | None |
| Brian J. Cook 550 West Adams St Chicago, IL 60661 | Vice President, Director & Treasurer | 1.5 | None | None | None |
| Stanley L. Ferguson 550 West Adams St Chicago, IL 60661 | Vice President, Director & Secretary | 1.5 | None | None | None |
| Brendan J. Deely 550 West Adams St. Chicago, IL 60661 | Vice President & Director | 1.5 | None | None | None |
| James S. Metcalf 550 West Adams St Chicago, IL 60661 | Vice President & Director | 1.5 | None | None | None |
| Jennifer F. Scanlon 550 West Adams St Chicago, IL 60661 | Vice President & Director | 1.5 | None | None | None |
| Margaret A. Clark 550 West Adams St Chicago, IL 60661 | Assistant Secretary | 1.5 | None | None | None |

USG Foundation, Inc
EIN: 36-2984045

Donations Report
December 31, 2013

Health & Welfare Activities

| Organization Name | Purpose | Status | Dollar Amount | % of Total |
|---|---|--|---------------|------------|
| United Way of Greater Metro Chicago | For assistance to indigent families | Public Charity | \$ 43,600 00 | |
| American Red Cross of Greater Chicago | For assistance to indigent families | Public Charity | 26,100 00 | |
| American Red Cross (Oklahoma Tomadoes) | For assistance to indigent families | Public Charity | 25,000 00 | |
| UCAN | To provide access to quality health services | Public Charity | 25,000 00 | |
| American Heart Association | To reduce cardiovascular disease | Public Charity | 10,000 00 | |
| Robert Crown Centers for Health Education | To motivate kids toward healthy lifestyle | Public Charity | 10,000 00 | |
| SHORE Community Services | To improve life for individuals with developmental disabilities | Public Charity | 10,000 00 | |
| American Red Cross (Colorado Flooding) | For assistance to indigent families | Public Charity | 10,000 00 | |
| Philippine Red Cross | For assistance to indigent families | Public Charity | 10,000 00 | |
| American Red Cross (Illinois Tomadoes) | For assistance to indigent families | Public Charity | 10,000 00 | |
| Equip for Equality | To support children and adults with disabilities | Public Charity | 10,000 00 | |
| Health & Welfare Gift Match | To match contributions made by others | Public Charity | 13,486 00 | |
| United Way of Lake County | For assistance to indigent families | Various Public Charities and Exempt Orgs | 6,500 00 | |
| Easter Seals and The Fox Valley Region | To support for children and adults with disabilities | Public Charity | 5,000 00 | |
| Children's Cancer Association | To care for children with cancer | Public Charity | 5,000 00 | |
| Fisher House Foundation | To motivate kids toward healthy and safe life | Public Charity | 2,500 00 | |
| Naperville Noon Lions Foundation | To help local children and adults get the vision | Public Charity | 2,000 00 | |
| Juvenile Diabetes Research Foundation | To support research to find a cure for diabetes | Public Charity | 1,000 00 | |
| Kiwamis Club of Lakeview | Sports organization for individuals with disabilities | Public Charity | 500 00 | |
| National Multiple Sclerosis Society | To support children and young adults | Public Charity | 100 00 | |
| All Stars Project | Rehabilitation center | Public Charity | 100 00 | |
| Chicago Run | To provide access to quality health services | Public Charity | 100 00 | |
| Ronald McDonald House Charities | To reduce cardiovascular disease | Public Charity | 100 00 | |
| Total Health and Welfare | | | 230,986 00 | 41% |

USG Foundation, Inc.
EIN: 36-2984045

**Donations Report
December 31, 2013**

Education Activities

| Organization Name | Purpose | Status | Dollar Amount | % of Total |
|--|---|--|---------------|------------|
| National Merit Scholarship Program | To help fund college costs | Public Charity | \$ 77,500.00 | |
| Junior Achievement of Chicago | To help young people understand the economics of life | Public Charity | 10,000.00 | |
| Hightsight | To provide academic and social support | Public Charity | 10,000.00 | |
| Merit School of Music | To support music education | Public Charity | 5,100.00 | |
| George Brown College Foundation | To support students | Public Charity | 5,000.00 | |
| Giant Steps, Inc | Therapeutic school to help autistic people | 501(c)(3) exempt organization | 2,500.00 | |
| Financial Executives Research Foundation | To support the corporate finance executive | 501(c)(3) exempt organization | 1,000.00 | |
| Warren W. Cherry Preschool | early childhood program | 501(c)(3) exempt organization | 1,000.00 | |
| Arquitectos, Inc | To enrich the architectural profession | Public Charity | 500.00 | |
| Big Brothers, Big Sisters | To support children in low income families | Public Charity | 100.00 | |
| My Giant Steps | Therapeutic school to help autistic people | 501(c)(3) exempt organization | 100.00 | |
| Education Gift Match | To match contributions made by others | Various Public Charities and Exempt Orgs | 22,769.50 | |
| Total Education | | | 135,569.50 | 24% |

USG Foundation, Inc.
 EIN: 36-2984045

**Donations Report
 December 31, 2013**

Arts & Culture Activities

| Organization Name | Purpose | Status | Dollar Amount | % of Total |
|-------------------------------------|--|--|---------------|------------|
| Music of the Baroque | To help underwrite music costs | Public Charity | \$ 15,000.00 | |
| Lincoln Park Community Shelter | To support homeless people | Public Charity | 15,000 00 | |
| Naperville Heritage Society | To help underwrite museum operating costs | Public Charity | 10,000 00 | |
| Performing Arts Assoc of Naperville | To help support the performing arts | Public Charity | 10,000.00 | |
| Chicago Children's Museum | To provide sensory experiences and educational content | 501 (c)(3) Organization | 10,000.00 | |
| Hubbard Street Dance Chicago | To bring artists, art and audiences together | Public Charity | 5,000.00 | |
| Shedd Aquarium | To help underwrite aquarium operating costs | Public Charity | 5,000.00 | |
| Arts & Business Council of Chicago | To support art organizations in Chicago | Public Charity | 100.00 | |
| Arts & Culture Gift Match | To match contributions made by others | Various Public Charities and Exempt Orgs | 5,597 00 | |
| Total Arts & Culture | | | 75,697.00 | 13% |

USG Foundation, Inc.
EIN: 36-2984045

Donations Report
December 31, 2013

Civic Activities

| Organization Name | Purpose | Status | Dollar Amount | % of Total |
|-------------------------------------|--|--|---------------|------------|
| Chicagoland Habitat for Humanity | To build simple, decent and affordable housing | Public Charity | \$ 25,000 00 | |
| Chicago United | To enhance the value of diversity | Public Charity | 20,000 00 | |
| Chicago Cares | To support volunteer opportunities in Chicago | Public Charity | 15,100 00 | |
| Career Transitions Center | To assist those in need of job placement | Public Charity | 10,000 00 | |
| Mercy Housing Lakefront | To support low income housing | Public Charity | 10,000 00 | |
| AEC Cares | To support construction projects for community | Public Charity | 10,000 00 | |
| Chicago Police Memorial Foundation | To honor the lives of our fallen Chicago Police heroes | Public Charity | 5,000 00 | |
| Homes for Our Troops | To provide homes for veterans | Public Charity | 5,000 00 | |
| Special Olympics - Young Athletes | To develop physical fitness in children and young adults | Public Charity | 4,000 00 | |
| Burlington Area Community YMCA-YWCA | To strengthen community | Public Charity | 3,000 00 | |
| The Cara Program | To assist those in need of job placement | Public Charity | 2,500 00 | |
| Habitat for Humanity of Illinois | To build simple, decent and affordable housing | Public Charity | 2,500 00 | |
| A New Day Cambodia | To overcome poverty in Cambodia | Public Charity | 1,500 00 | |
| Jassac Charitable Foundation, Inc | To strengthen community | Public Charity | 500 00 | |
| Salvation Army | To overcome poverty | Public Charity | 100 00 | |
| Little Brothers Chicago | To support elderly community | Public Charity | 100 00 | |
| Greater Chicago Food Depository | To overcome hunger | Public Charity | 100 00 | |
| Christopher House | To help low income families in legal assistance | Public Charity | 100 00 | |
| Lost Boyz, Inc | To help low income individuals to obtain education | 501 (c)(3) Organization | 100 00 | |
| Special Olympics Illinois | To develop physical fitness in children and young adults | Public Charity | 100 00 | |
| Midwest Rescue of Illinois, Inc | To rescue animals | Public Charity | 100 00 | |
| St. Joseph Services | To help low income individuals to obtain education | 501 (c)(3) Organization | 100 00 | |
| Civic Gift Matching | To match contributions made by others | Various Public Charities and Exempt Orgs | 4,565 00 | |
| Total Civic Activities | | | 119,465 00 | 21% |

GRANT POLICIES AND RESTRICTIONS

In accordance with federal law, policy and budget limitations, the USG Foundation, Inc. does not contribute to:

- Organizations without Internal Revenue Service tax-exempt 501 (c) (3) status
- Sectarian organizations having an exclusively religious nature
- Individuals
- Political parties, offices, or candidates
- Fraternal or veteran's organizations
- Primary or secondary schools
- Organizations that cannot provide adequate accounting records or procedures
- Courtesy advertising

The USG Foundation's fiscal year corresponds to the calendar year. In general, if a request is turned down, the requesting organization should wait a year before reapplying for a grant. In addition, an approved grant does not necessarily indicate that continued support will automatically be available the following year. For this reason, grant requests must be resubmitted on an annual basis unless otherwise stipulated.

STATEMENT 6
(1/2)

USG Foundation, Inc.
550 West Adams Street
Chicago, IL 60661-3676
Phone: 312 436-4021

USG Foundation, Inc.



Enrichment Through Giving



GIVING FOR
THE GOOD

USG FOUNDATION, INC

EIN: 36-2984015

TAX YEAR ENDED: DECEMBER 31, 2013

Many people recognize that the path to enrichment lies in giving away a part of yourself. At USG Corporation, we recognize that by giving to the communities where we work, we enrich our lives and the lives of our families, friends, colleagues, customers, and citizens whom we may never meet but whom we can touch just the same. This enrichment through giving is why the USG Foundation was formed.

HISTORY

The USG Foundation, which began operation in 1979, builds on over a century of community involvement by USG Corporation and its family of companies. Its focus is on a planned program of charitable giving with specific end goals in mind.

GOALS

Just as USG impacts the communities in which it operates, these communities impact USG. For both the communities and the Corporation to fulfill their highest potential, business, civic, educational, cultural, health and welfare organizations must work together to solve the pressing problems that concern us all.

CRITERIA FOR GRANTS

To that end, the USG Foundation provides financial assistance to non-profit organizations seeking solutions to social, health and educational problems, and to those dedicated to the preservation and perpetuation of culture. This assistance promotes a positive, pro-active community environment for our employees, their families and friends, and for the business community at large. Contributions from the USG Foundation become an investment in a higher quality of life for us all.

USG Foundation grants are also an investment in USG people. The USG Foundation gives preference to supporting appropriate (see description above) programs in which USG employees and retirees are active participants. These programs can be of an established, traditional nature or worthwhile innovations. On occasion, the USG Foundation may see the need for a specific program for which no formal proposal was submitted. In cases such as these, the USG Foundation may take the initiative and actively solicit a well-defined grant that addresses a particular situation. The USG Foundation also strongly supports community-based fund campaigns like the United Way, that provide broad-based support to numerous community service organizations responsive to community needs. However, as a rule, organizations which receive united campaign funding will not be considered for additional USG Foundation gifts and grants.

HOW TO APPLY FOR A GRANT

All grant proposals must be submitted in writing. All proposals should include the following:

- A cover letter briefly outlining:
 - A statement of the need or problem
 - A summary of the background of the need or problem
 - Specific reasons why the USG Foundation, Inc. would be interested in the proposal
 - The amount of money requested and how it will be used
 - A copy of the organization's 501 (c) (3) tax exemption letter from the Internal Revenue Service

We would also request:

- A statement of the program's purpose describing why the organization is involved in the project and a notation indicating any special qualifications the organization may possess for obtaining its stated objectives
- A copy of the organization's 501 (c) (3) tax exemption letter from the Internal Revenue Service
- A copy of the organization's most recent financial statements
- A list of the members of the organization's governing board
- A detailed description of any proposed special project
- The program's measurable goals
- An itemized plan outlining how the organization intends to achieve those goals
- Any additional literature that further defines the organization's goals and achievements such as annual reports, fund raising literature, auditor's report, etc.

The USG Foundation staff reviews all written grant proposals. If the program meets the USG Foundation overall objectives, the proposal will then be presented to the USG Foundation board of directors for further review. Personal interviews with representatives of grant-requesting organizations are normally not required and, in any case would not take place until after the written proposal has been reviewed. All grant proposals should be directed to:

USG Foundation, Inc.
 550 West Adams Street
 Chicago, IL 60661-3676
 Phone: 312 436-4021