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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

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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 GRAND VICTORIA FOUNDATION		A Employer identification number 36-4107162
Number and street (or P O box number if mail is not delivered to street address) 230 WEST MONROE STREET	Room/suite 2530	B Telephone number (see instructions) (312) 609-0200
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60606		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 110,253,146.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	5,437,044.			
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	1,267.			ATCH 1
4 Dividends and interest from securities	2,123,827.	2,191,971.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	584,245.			
b Gross sales price for all assets on line 6a	25,049,894.			
7 Capital gain net income (from Part IV, line 2)		624,590.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	8,146,383.	2,816,561.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	197,304.			197,304.
14 Other employee salaries and wages	500,406.			500,406.
15 Pension plans, employee benefits	133,000.			139,381.
16a Legal fees (attach schedule) ATCH 3	35,216.			35,216.
b Accounting fees (attach schedule) ATCH 4	21,790.	10,895.		13,490.
c Other professional fees (attach schedule)	267,917.	63,000.		204,917.
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 6	114,021.			48,285.
19 Depreciation (attach schedule) and depletion	49,497.			
20 Occupancy	137,370.			137,370.
21 Travel, conferences, and meetings	72,129.			72,022.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	224,797.	2,328.		199,374.
24 Total operating and administrative expenses. Add lines 13 through 23	1,753,447.	76,223.		1,547,765.
25 Contributions, gifts, grants paid	6,132,563.			6,334,763.
26 Total expenses and disbursements Add lines 24 and 25	7,886,010.	76,223.	0	7,882,528.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	260,373.			
b Net investment income (if negative, enter -0-)		2,740,338.		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		1,040,241.	548,792.	548,792.	
	2	Savings and temporary cash investments		53,598.	201,186.	201,186.	
	3	Accounts receivable ▶				-	
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶ 5,437,044.					
		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					
	10 a	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) ▶						
12	Investments - mortgage loans						
13	Investments - other (attach schedule) ATCH 8			91,790,672.	103,917,916.	103,917,916.	
14	Land, buildings, and equipment basis 731,485.						
	Less accumulated depreciation (attach schedule) ▶ 583,277.			190,245.	148,208.	148,208.	
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			100,440,477.	110,253,146.	110,253,146.	
Liabilities	17	Accounts payable and accrued expenses		105,978.	113,968.		
	18	Grants payable		2,383,000.	2,180,800.		
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ ATCH 9)			50,060.	344,011.	
23	Total liabilities (add lines 17 through 22)			2,539,038.	2,638,779.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here. ☒ X and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted		97,901,439.	107,614,367.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, . . . ▶ ☐ check here and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see instructions)			97,901,439.	107,614,367.	
	31	Total liabilities and net assets/fund balances (see instructions)			100,440,477.	110,253,146.	

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	97,901,439.
2	Enter amount from Part I, line 27a	2	260,373.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	9,697,064.
4	Add lines 1, 2, and 3	4	107,858,876.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	244,509.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	107,614,367.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	624,590.	
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.

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))
2012	9,374,356.	90,712,114.	0.103342
2011	16,384,197.	91,555,999.	0.178953
2010	16,497,390.	91,679,978.	0.179945
2009	15,914,319.	82,070,567.	0.193910
2008	29,599,776.	103,885,396.	0.284927
2 Total of line 1, column (d)			2 0.941077
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 0.188215
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 104,340,906.
5 Multiply line 4 by line 3			5 19,638,524.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 27,403.
7 Add lines 5 and 6			7 19,665,927.
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 7,882,528.

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	54,807.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	54,807.
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	54,807.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	65,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	65,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	53.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,140.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 10,140. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ IL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.GRANDVICTORIAFDN.ORG				
14	The books are in care of MARY KAY FRANCEL Telephone no 312-609-0200			
	Located at 230 W. MONROE STREET, #2530 CHICAGO, IL ZIP+4 60606			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 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			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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No	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 2013? ☐ Yes ☒ No	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ 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)	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? ☐ Yes ☒ 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	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 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		197,304.	27,062.	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
ATCH 13		383,550.	77,215.	0

Total number of other employees paid over \$50,000 ☐ 1

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 14		300,826.

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

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

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

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

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	104,429,011.
b	Average of monthly cash balances	1b	1,500,843.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	105,929,854.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	105,929,854.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,588,948.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	104,340,906.
6	Minimum investment return. Enter 5% of line 5	6	5,217,045.

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	5,217,045.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	54,807.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	54,807.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	5,162,238.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,162,238.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	5,162,238.

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	7,882,528.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	7,882,528.
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	7,882,528.

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				5,162,238.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008 24,492,644.				
b From 2009 11,941,005.				
c From 2010 12,023,185.				
d From 2011 11,852,857.				
e From 2012 4,894,355.				
f Total of lines 3a through e	65,204,046.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>7,882,528.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				5,162,238.
e Remaining amount distributed out of corpus	2,720,290.			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	67,924,336.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	24,492,644.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	43,431,692.			
10 Analysis of line 9				
a Excess from 2009 11,941,005.				
b Excess from 2010 12,023,185.				
c Excess from 2011 11,852,857.				
d Excess from 2012 4,894,355.				
e Excess from 2013 2,720,290.				

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

ATCH 15

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

ATTACHMENT 16A

c Any submission deadlines

ATCH 16

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

ATCH 17

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Grants and Contributions Paid During the Year or Approved for Future Payment		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
Recipient	Name and address (home or business)				
a Paid during the year ATTACHMENT 18A					6,334,763.
Total ▶ 3a					6,334,763.
b Approved for future payment ATTACHMENT 18B					2,180,800.
Total ▶ 3b					2,180,800.

Form 990-PF (2013)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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			14	1,267.	
4	Dividends and interest from securities			14	2,123,827.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	584,245.	
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)				2,709,339.	
13	Total. Add line 12, columns (b), (d), and (e)					2,709,339.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[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

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.

Sign Here		<u>8/22/2014</u>	
	Signature of officer or trustee	Date	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 REBEKUH ELEY	Preparer's signature <i>Rebekuh Eley</i>	Date 8/21/14	Check ☐ if self-employed	PTIN P01247672
	Firm's name ▶ BDO USA, LLP			Firm's EIN ▶ 13-5381590	
	Firm's address ▶ 330 N. WABASH, SUITE 3200 CHICAGO, IL 60611			Phone no 312-856-9100	

Form **990-PF** (2013)

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.

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

OMB No 1545-0047

2013

Name of the organization

GRAND VICTORIA FOUNDATION

Employer identification number

36-4107162

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 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).

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) (2013)

JSA

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Name of organization **GRAND VICTORIA FOUNDATION**Employer identification number
36-4107162**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	ELGIN RIVERBOAT RESORT 250 SOUTH GROVE AVENUE ELGIN, IL 60120	\$ 5,437,044.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization GRAND VICTORIA FOUNDATION

Employer identification number

36-4107162

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

Name of organization GRAND VICTORIA FOUNDATION

Employer identification number

36-4107162

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

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
INTEREST INCOME	1,267.
TOTAL	<u>1,267.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
K-1 SSGA 1-3 YEAR US AGENCY		5,254.
K-1 SSGA 1-3 YEAR US CREDIT INDEX		36,348.
K-1 SSGA 1-3 YEAR US TREASURY INDEX		26,542.
DIVIDENDS FROM SECURITIES	2,123,827.	2,123,827.
TOTAL	<u>2,123,827.</u>	<u>2,191,971.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL LEGAL COUNSEL	35,216.			35,216.
TOTALS	<u>35,216.</u>			<u>35,216.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FINANCIAL AUDIT	15,690.	7,845.		10,440.
TAX PREPARATION	6,100.	3,050.		3,050.
TOTALS	<u>21,790.</u>	<u>10,895.</u>		<u>13,490.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT FEES	63,000.	63,000.	
CONSULTING FEES-PROGRAM	204,917.		204,917.
TOTALS	<u>267,917.</u>	<u>63,000.</u>	<u>204,917.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	48,285.	48,285.
EXCISE TAXES	65,736.	
TOTALS	<u>114,021.</u>	<u>48,285.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
UTILITIES	8,459.		8,459.
POSTAGE AND SHIPPING	2,484.		2,546.
INSURANCE	17,300.		17,300.
BOARD MEETING	328.		324.
COMMUNITY OUTREACH PROGRAMS	66,230.		34,545.
STAFF DEVELOPMENT	24,034.		23,784.
OFFICE EXPENSE	63,309.		69,948.
MISCELLANEOUS	124.		125.
OFFICE SUPPLIES	3,234.		3,048.
PROFESSIONAL MEMBERSHIPS	20,295.		20,295.
RECRUITING EXPENSE	19,000.		19,000.
K-1 INVESTMENT EXPENSES		2,328.	
TOTALS	<u>224,797.</u>	<u>2,328.</u>	<u>199,374.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD STOCK MRKT INDEX FUND	47,941,557.	47,941,557.
PIMCO TOTAL RETURN FUND	9,645,792.	9,645,792.
INTL STOCK INDEX INSTITUTIONAL	15,792,937.	15,792,937.
FIDELITY FUND #57-GOVT PORT	1,727,727.	1,727,727.
VANGUARD TOTAL BOND MRK INDEX	9,658,847.	9,658,847.
STATE STREET US GOVT BOND	9,488,184.	9,488,184.
EATON VANCE FLOATING RATE	9,662,872.	9,662,872.
TOTALS	<u>103,917,916.</u>	<u>103,917,916.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DEFERRED FEDERAL TAX LIABILITY	294,569.
DEFERRED RENT EXPENSE	49,442.
TOTALS	<u>344,011.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET UNREALIZED GAIN ON INVESTMENTS	9,697,064.
TOTAL	<u>9,697,064.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
DEFERRED FEDERAL EXCISE TAX EXPENSE	244,509.
TOTAL	<u>244,509.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,649,894.		STATE STREET INVESTMENTS PROPERTY TYPE: SECURITIES 7,488,231.				P	VARIOUS 161,663.	VARIOUS
8,700,000.		PIMCO PROPERTY TYPE: SECURITIES 8,478,740.				P	VARIOUS 221,260.	VARIOUS
8,700,000.		VANGUARD TOTAL BOND MKT INDEX FUND PROPERTY TYPE: SECURITIES 8,488,817.				P	VARIOUS 211,183.	VARIOUS
		K-1 SSGA 1-3 YEAR US TREASURY INDEX-ST PROPERTY TYPE: OTHER				P	 1,985.	
		K-1 SSGA 1-3 YEAR US TREASURY INDEX -LT PROPERTY TYPE: OTHER				P	 11,031.	
		K-1 SSGA 1-3 YEAR US CREDIT INDEX-ST PROPERTY TYPE: OTHER				P	 451.	
		K-1 SSGA 1-3 YEAR US CREDIT INDEX-LT PROPERTY TYPE: OTHER				P	 13,803.	
		K-1 SSGA 1-3 YEAR US AGENCY INDEX-ST PROPERTY TYPE: OTHER				P	 141.	
		K-1 SSGA 1-3 YEAR US AGENCY INDEX-LT PROPERTY TYPE: OTHER				P	 3,073.	
TOTAL GAIN (LOSS)							<u>624,590.</u>	

Date Acquired	Date Sold	# Shares Sold	Share Selling Price	Sales Total	Cost Price	Cost Total	Multi Transaction Subtotal	Gain/Loss on Sale
PIMCO								
05/10/2006	07/22/2013	131,207.371	10.85	1,423,599.98	10.26	1,346,187.63	77,412.35	
05/31/2006	07/22/2013	6,626.557	10.85	71,898.14	10.23	67,789.68	4,108.47	
06/30/2006	07/22/2013	7,630.423	10.85	82,790.09	10.18	77,677.71	5,112.38	
07/31/2006	07/22/2013	6,532.021	10.85	70,872.43	10.30	67,279.82	3,592.61	
08/31/2006	07/22/2013	6,889.280	10.85	74,748.69	10.41	71,717.40	3,031.28	
09/30/2006	07/22/2013	7,129.796	10.85	77,358.29	10.45	74,506.37	2,851.92	
10/31/2006	07/22/2013	6,744.016	10.85	73,172.57	10.47	70,609.85	2,562.73	
11/30/2006	07/22/2013	6,851.781	10.85	74,341.82	10.55	72,286.29	2,055.53	
12/13/2006	07/22/2013	6,133.926	10.85	66,553.10	10.46	64,160.87	2,392.23	
12/31/2006	07/22/2013	7,404.001	10.85	80,333.41	10.38	76,853.53	3,479.88	
01/31/2007	07/22/2013	6,509.447	10.85	70,627.50	10.32	67,177.49	3,450.01	
02/28/2007	07/22/2013	6,736.553	10.85	73,091.60	10.45	70,396.98	2,694.62	
03/31/2007	07/22/2013	7,563.864	10.85	82,067.92	10.43	78,891.10	3,176.82	
04/30/2007	07/22/2013	6,951.019	10.85	75,418.56	10.41	72,360.11	3,058.45	
05/30/2007	07/22/2013	7,925.746	10.85	85,994.34	10.22	81,001.12	4,993.22	
06/30/2007	07/22/2013	7,637.917	10.85	82,871.40	10.16	77,601.24	5,270.16	
07/31/2007	07/22/2013	7,272.865	10.85	78,910.59	10.24	74,474.14	4,436.45	
08/31/2007	07/22/2013	8,672.813	10.85	94,100.02	10.33	89,590.16	4,509.86	
09/30/2007	07/22/2013	6,851.587	10.85	74,339.72	10.49	71,873.15	2,466.57	
10/31/2007	07/22/2013	8,037.970	10.85	87,211.97	10.56	84,880.96	2,331.01	
11/30/2007	07/22/2013	8,299.454	10.85	90,049.08	10.76	89,302.13	746.95	
12/12/2007	07/22/2013	11,182.181	10.85	121,326.66	10.62	118,754.76	2,571.90	
12/31/2007	07/22/2013	7,238.780	10.85	78,540.76	10.69	77,382.56	1,158.20	

Grand Victoria Foundation
2013 Form 990-PF, Part IV
December 31, 2013

36-4107162

Date Acquired	Date Sold	# Shares Sold	Share Selling Price	Sales Total	Cost Price	Cost Total	Multi Transaction Subtotal	Gain/Loss on Sale
01/31/2008	07/22/2013	6,851.036	10.85	74,333.74	11.00	75,361.40	(1,027.66)	
02/29/2008	07/22/2013	6,912.012	10.85	74,995.33	10.97	75,824.77	(829.44)	
03/31/2008	07/22/2013	5,598.441	10.85	60,743.08	10.91	61,078.99	(335.91)	
04/30/2008	07/22/2013	6,069.783	10.85	65,857.15	10.91	66,221.33	(364.19)	
05/22/2008	07/22/2013	258,064.516	10.85	2,800,000.00	10.85	2,800,000.00	0.00	
05/31/2008	07/22/2013	6,730.709	10.85	73,028.19	10.77	72,489.74	538.46	
06/30/2008	07/22/2013	7,308.943	10.85	79,302.03	10.63	77,694.06	1,607.97	
07/31/2008	07/22/2013	7,112.470	10.85	77,170.30	10.60	75,392.18	1,778.12	
08/31/2008	07/22/2013	7,289.588	10.85	79,092.03	10.66	77,707.01	1,385.02	
09/30/2008	07/22/2013	6,778.795	10.85	73,549.93	10.28	69,686.01	3,863.91	
10/31/2008	07/22/2013	7,245.699	10.85	78,615.83	10.14	73,471.39	5,144.45	
11/28/2008	07/22/2013	4,571.818	10.85	49,604.23	10.30	47,089.73	2,514.50	
12/10/2008	07/22/2013	33,640.098	10.85	364,995.06	9.90	333,036.97	31,958.09	
12/10/2008	07/22/2013	19,161.334	10.85	207,900.47	9.90	189,697.21	18,203.27	
12/31/2008	07/22/2013	5,158.992	10.85	55,975.06	10.14	52,312.18	3,662.88	
01/30/2009	07/22/2013	5,195.064	10.85	56,366.44	10.15	52,729.90	3,636.54	
02/27/2009	07/22/2013	5,246.934	10.85	56,929.23	10.01	52,521.81	4,407.42	
03/31/2009	07/22/2013	5,062.815	10.85	54,931.54	10.13	51,286.32	3,645.23	
04/30/2009	07/22/2013	5,025.658	10.85	54,528.39	10.22	51,362.22	3,166.16	
05/31/2009	07/22/2013	4,902.098	10.85	53,187.76	10.43	51,128.88	2,058.88	
06/30/2009	07/22/2013	4,883.205	10.85	52,982.77	10.45	51,029.49	1,953.28	
07/31/2009	07/22/2013	5,064.908	10.85	54,954.25	10.63	53,839.97	1,114.28	
08/31/2009	07/22/2013	4,906.032	10.85	53,230.45	10.78	52,887.02	343.42	

Date Acquired	Date Sold	# Shares Sold	Share Selling Price	Sales Total	Cost Price	Cost Total	Multi Transaction Subtotal	Gain/Loss on Sale
09/30/2009	07/22/2013	4,602.811	10.85	49,940.50	10.92	50,262.70	(322.20)	
10/30/2009	07/22/2013	4,220.592	10.85	45,793.42	10.94	46,173.28	(379.85)	
11/30/2009	07/22/2013	3,389.357	10.85	36,774.52	11.04	37,418.50	(643.98)	
12/31/2009	07/22/2013	2,238.705	10.85	24,289.95	10.89	24,379.50	(89.55)	
12/31/2009	07/22/2013	8,048.038	10.85	87,321.21	10.89	87,643.13	(321.92)	
12/31/2009	07/22/2013	3,272.482	10.85	35,506.43	10.80	35,342.81	163.62	
01/29/2010	07/22/2013	2,473.179	10.85	26,833.99	10.96	27,106.04	(272.05)	
02/26/2010	07/22/2013	2,436.603	10.85	26,437.14	10.99	26,778.27	(341.12)	
03/31/2010	07/22/2013	2,553.000	10.85	27,700.05	11.04	28,185.12	(485.07)	
04/30/2010	07/22/2013	2,614.711	10.85	28,369.61	11.13	29,101.73	(732.12)	
05/28/2010	07/22/2013	2,401.597	10.85	26,057.33	11.10	26,657.73	(600.40)	
06/09/2010	07/22/2013	40,781.927	10.85	442,483.91	11.11	453,087.21	(10,603.30)	
				8,700,000.00			<i>Sale Total</i>	221,260.38
								<i>Total Gain/Loss</i> 221,260.38

Date Acquired	Date Sold	# Shares Sold	Share Selling Price	Sales Total	Cost Price	Cost Total	Multi Transaction Subtotal	Gain/Loss on Sale
<i>Vanguard International Stock Index Fund</i>								
		0.000	0.00	-	0.00	0.00	0.00	
		0.000	0.00	-	0.00	0.00	0.00	
							<i>Sale Total</i>	0.00
								<i>Total Gain/Loss</i>

VANGUARD TOTAL BOND MARKET INDEX FUND

FUND AND TOTAL FUND MARKET INDEX							
09/29/2009	07/19/2013	242,990.654	10.70	2,600,000.00	10.44	2,536,822.43	63,177.57
09/29/2009	07/19/2013	74,766.355	10.70	800,000.00	10.44	780,560.75	19,439.25
09/29/2009	07/19/2013	39,211.303	10.70	419,560.94	10.44	409,366.00	10,194.94
09/30/2009	07/19/2013	78.261	10.70	837.39	10.44	817.04	20.35
10/30/2009	07/19/2013	2,368.801	10.70	25,346.17	10.45	24,753.97	592.20
11/30/2009	07/19/2013	2,290.658	10.70	24,510.04	10.56	24,189.35	320.69
12/31/2009	07/19/2013	2,406.552	10.70	25,750.11	10.35	24,907.81	842.29
01/29/2010	07/19/2013	2,347.263	10.70	25,115.71	10.48	24,599.32	516.40
02/26/2010	07/19/2013	2,210.595	10.70	23,653.37	10.47	23,144.93	508.44
03/31/2010	07/19/2013	2,307.859	10.70	24,694.09	10.43	24,070.97	623.12
04/13/2010	07/19/2013	442,105.811	10.70	4,730,532.18	10.44	4,615,584.67	114,947.51
				8,700,000.00	Sub-Total		211,182.76
				Total Gain/Loss		211,182.76	

Date Acquired	Date Sold	# Shares Sold	Share Selling Price	Sales Total	Cost Price	Cost Total	Multi Transaction Subtotal	Gain/Loss on Sale
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STATE STREET GLOBAL ADVISORS

U.S. Agency 1-3 Year Index CTF

04/15/2010	01/02/2013	854.762	10.255	8,765.58	10.101	8,633.95	131.63	
04/15/2010	01/18/2013	12,450.576	10.258	127,718.01	10.101	125,763.27	1,954.74	
06/01/2010	01/18/2013	5,058.914	10.258	51,894.34	10.142	51,307.51	586.83	
06/09/2010	01/18/2013	1,880.255	10.258	19,287.66	10.161	19,105.27	182.38	
06/09/2010	01/31/2013	2,874.618	10.256	29,482.08	10.161	29,208.99	273.09	3,128.68
06/09/2010	02/01/2013	1,332.853	10.258	13,672.41	10.161	13,543.12	129.29	
06/09/2010	02/28/2013	4,771.718	10.265	48,987.68	10.161	48,485.43	502.25	631.54
06/09/2010	03/01/2013	1,368.605	10.266	14,050.87	10.161	13,906.40	144.47	
06/09/2010	03/19/2013	25.000	10.264	256.60	10.161	254.03	2.57	
06/09/2010	03/28/2013	901.849	10.267	9,259.28	10.161	9,163.69	95.60	242.64
06/09/2010	04/02/2013	30,181.388	10.269	309,932.67	10.161	306,673.08	3,259.59	
06/30/2010	04/02/2013	6,404.643	10.269	65,769.28	10.154	65,032.75	736.53	
06/30/2010	04/02/2013	3,037.961	10.269	31,196.82	10.154	30,847.46	349.37	
09/30/2010	04/02/2013	1,158.424	10.269	11,895.86	10.177	11,789.28	106.58	
10/29/2010	04/02/2013	102.578	10.269	1,053.37	10.207	1,047.01	6.36	4,458.42
10/29/2010	05/01/2013	955.567	10.280	9,830.00	10.207	9,753.47	76.53	
10/29/2010	05/29/2013	23.827	10.265	244.61	10.207	243.20	1.44	
10/29/2010	05/31/2013	485.604	10.264	4,984.24	10.207	4,956.56	27.68	105.65
10/29/2010	06/03/2013	953.693	10.267	9,791.57	10.207	9,734.34	57.22	57.22
10/29/2010	07/01/2013	1,230.205	10.253	12,613.60	10.207	12,556.70	56.90	
10/29/2010	07/31/2013	156.796	10.268	1,609.98	10.207	1,600.42	9.56	66.46
10/29/2010	08/01/2013	1,298.437	10.263	13,325.86	10.207	13,253.15	72.71	72.71
10/29/2010	09/03/2013	23.408	10.252	239.98	10.207	238.93	1.05	
10/29/2010	09/03/2013	1,283.366	10.252	13,157.07	10.207	13,099.32	57.75	
10/29/2010	09/03/2013	3.629	10.283	37.32	10.207	37.04	0.28	59.08
10/29/2010	10/01/2013	201.764	10.281	2,074.34	10.207	2,059.41	14.93	14.93
10/29/2010	11/01/2013	1,493.646	10.296	15,378.58	10.207	15,245.64	132.93	
10/29/2010	11/26/2013	3,159.208	10.308	32,565.12	10.207	32,246.04	319.08	

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Date Acquired	Date Sold	# Shares Sold	Share Selling Price	Sales Total	Cost Price	Cost Total	Multi Transaction Subtotal	Gain/Loss on Sale
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Credit 1-3 Year Index CTF

04/15/2010	01/02/2013	2,437.562	10.424	25,409.15	10.092	24,599.88	809.27	
04/15/2010	01/18/2013	36,349.618	10.437	379,380.96	10.092	366,840.34	12,540.62	
04/30/2010	01/18/2013	10,591.074	10.437	110,539.04	10.111	107,086.35	3,452.69	16,802.59
04/30/2010	02/01/2013	1,121.421	10.439	11,706.51	10.111	11,338.69	367.83	
05/28/2010	02/01/2013	2,067.179	10.439	21,579.28	10.080	20,837.16	742.12	1,109.95
05/28/2010	03/01/2013	2,661.747	10.458	27,836.55	10.080	26,830.41	1,006.14	
05/28/2010	03/19/2013	54.377	10.465	569.06	10.080	548.12	20.94	1,027.08
05/28/2010	04/01/2013	4,319.182	10.466	45,204.56	10.080	43,537.35	1,667.20	
05/28/2010	04/02/2013	4,914.147	10.466	51,431.46	10.080	49,534.60	1,896.86	
06/09/2010	04/02/2013	46,136.454	10.466	482,864.13	10.084	465,240.00	17,624.13	
06/30/2010	04/02/2013	5,348.213	10.466	55,974.40	10.063	53,819.07	2,155.33	
07/30/2010	04/02/2013	15,267.254	10.466	159,787.08	10.152	154,993.16	4,793.92	
08/31/2010	04/02/2013	6,702.872	10.466	70,152.26	10.189	68,295.56	1,856.70	
09/30/2010	04/02/2013	5,032.438	10.466	52,669.50	10.171	51,184.93	1,484.57	
09/30/2010	04/02/2013	5,188.484	10.466	54,302.67	10.171	52,772.07	1,530.60	
12/31/2010	04/02/2013	17,668.498	10.466	184,918.50	10.115	178,716.86	6,201.64	39,210.95
12/31/2010	05/01/2013	428.199	10.495	4,493.95	10.115	4,331.23	162.72	
12/31/2010	05/01/2013	1,651.346	10.495	17,330.87	10.115	16,703.36	627.50	
12/31/2010	05/29/2013	57.482	10.484	602.64	10.115	581.43	21.21	811.43
12/31/2010	06/03/2013	2,297.138	10.480	24,074.01	10.115	23,235.551	839.03	839.03
12/31/2010	07/01/2013	324.904	10.443	3,392.97	10.115	3,286.40	106.57	
01/31/2011	07/01/2013	2,482.414	10.443	25,923.85	10.151	25,198.98	724.86	831.43
01/31/2011	08/01/2013	3,781.600	10.478	39,623.60	10.151	38,387.02	1,236.58	1,236.58
01/31/2011	09/03/2013	59.175	10.472	620.05	10.151	600.69	19.37	
01/31/2011	09/03/2013	3,691.000	10.472	38,675.31	10.151	37,467.34	1,207.97	1,227.34
01/31/2011	10/01/2013	3,152.223	10.514	33,142.47	10.151	31,998.22	1,144.26	
02/28/2011	10/01/2013	242.454	10.514	2,549.16	10.170	2,465.76	83.40	1,227.66
02/28/2011	11/01/2013	3,937.245	10.550	41,537.94	10.170	40,041.78	1,496.15	1,496.15
02/28/2011	12/02/2013	3,463.189	10.573	36,616.31	10.170	35,220.63	1,395.68	

[illegible]

U.S. Treasury 1-3 Year Index CTF

Date Acquired	Date Sold	# Shares Sold	Share Selling Price	Sales Total	Cost Price	Cost Total	Multi Transaction Subtotal	Gain/Loss on Sale
U.S. Treasury 1-3 Year Index CTF								
02/03/2010	01/18/2013	125,196.219	10.473	1,311,180.00	10.301	1,289,646.25	21,533.75	
02/03/2010	01/31/2013	1,531.741	10.472	16,040.49	10.301	15,778.46	262.03	21,795.77
02/03/2010	02/28/2013	3,326.431	10.481	34,865.14	10.301	34,265.57	599.58	599.58
02/03/2010	03/19/2013	146.453	10.482	1,535.26	10.301	1,508.61	26.65	
02/03/2010	03/28/2013	7,201.000	10.483	75,489.19	10.301	74,177.50	1,311.68	1,338.33
02/03/2010	04/02/2013	77,505.512	10.483	812,490.28	10.301	798,384.28	14,106.00	
02/26/2010	04/02/2013	25,241.276	10.483	264,604.30	10.329	260,717.14	3,887.16	
03/01/2010	04/02/2013	3,695.084	10.483	38,735.57	10.329	38,166.52	569.04	
03/31/2010	04/02/2013	33,448.157	10.483	350,637.03	10.273	343,612.92	7,024.11	
03/31/2010	04/02/2013	3,979.336	10.483	41,715.38	10.273	40,879.72	835.66	
04/01/2010	04/02/2013	8,173.093	10.483	85,678.53	10.270	83,937.67	1,740.87	
04/15/2010	04/02/2013	121,548.308	10.483	1,274,190.91	10.277	1,249,151.96	25,038.95	
04/15/2010	04/30/2013	4,484.260	10.493	47,053.34	10.277	46,084.74	970.48	54,172.28
04/15/2010	05/29/2013	157.720	10.479	1,652.75	10.277	1,620.89	31.86	31.86
04/15/2010	06/28/2013	3,482.459	10.471	36,466.35	10.277	35,789.23	677.12	677.12
04/15/2010	07/31/2013	518.092	10.487	5,433.23	10.277	5,324.43	108.80	
04/30/2010	07/31/2013	7,246.906	10.487	75,998.30	10.301	74,650.38	1,347.92	1,456.72
04/30/2010	08/30/2013	4,551.630	10.477	47,689.78	10.301	46,886.34	803.44	803.44
04/30/2010	09/03/2013	156.605	10.472	1,639.97	10.301	1,613.19	26.78	
04/30/2010	09/30/2013	2,507.623	10.501	26,333.60	10.301	25,831.02	502.57	
05/03/2010	09/30/2013	4,662.995	10.501	48,966.11	10.293	47,996.21	969.90	1,499.26
05/03/2010	10/31/2013	3,183.583	10.511	33,464.92	10.293	32,768.62	696.30	
05/28/2010	10/31/2013	3,701.134	10.511	38,902.62	10.348	38,299.33	603.28	1,299.59
05/28/2010	11/26/2013	2,582.650	10.520	27,169.70	10.348	26,725.26	444.44	444.44
05/28/2010	12/11/2013	154.031	10.515	1,619.64	10.348	1,593.91	25.72	
05/28/2010	12/30/2013	2,889.427	10.507	30,360.27	10.348	29,899.79	460.48	486.20
Total Gain/Loss (US Treasury 1-3 Yr Index)							84,604.57	

GRAND VICTORIA FOUNDATION

36-4107162

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
NICHOLAS J. PRITZKER 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	PRESIDENT/DIRECTOR 5.00	0	0	0
RICHARD SCHULZE 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	EXEC V. PRESIDENT/DIRECTOR 5.00	0	0	0
COREY SANDERS 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	TREASURER/DIRECTOR 5.00	0	0	0
TAFFY HOFFER 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	DIRECTOR 5.00	0	0	0
DANIEL AZARK 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	VICE PRESIDENT/DIRECTOR 5.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MARY RYAN 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	DIRECTOR 5.00	0	0	0
NANCY FISHMAN 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	EXECUTIVE DIRECTOR 50.00	197,304.	27,062.	0
PHYLLIS JAMES 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	SECRETARY/DIRECTOR 5.00	0	0	0
WILL MARTIN 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	DIRECTOR 5.00	0	0	0
ERIC T. MCKISSACK 230 WEST MONROE STREET SUITE 2530 CHICAGO, IL 60606	DIRECTOR 5.00	0	0	0
GRAND TOTALS		<u>197,304.</u>	<u>27,062.</u>	<u>0</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
MARY CATHERINE FRANCEL 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	DIR. OF OPERATIONS 40.00	97,100.	19,046. 0
EDITH W. NJUGUNA 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	PROGRAM OFFICER 40.00	95,000.	18,878. 0
SHARON BUSH 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	DIR. OF ELGIN PROGR 40.00	75,150.	7,431. 0
MARY ELLEN PRISCHMAN 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	MGR ACCT & OFFICE 40.00	59,000.	15,998. 0
REBECCA HARDEKOPF 230 W. MONROE ST SUITE 2530 CHICAGO, IL 60606	PRGM ADMINISTRATOR 40.00	57,300.	15,862. 0
	TOTAL COMPENSATION	<u>383,550.</u>	<u>77,215. 0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
INSTITUTE FOR CONSERVATION LEADERSHIP 6930 CARROLL AVENUE, SUITE 1050 TAKOMA PARK, MD 20912	CONSULTING	180,971.
HEWITT ENNISKNUPP, INC., AN AON COMPANY 10 SOUTH RIVERSIDE PLAZA, STE 1600 CHICAGO, IL 60606	INVESTMENT ADVISOR	63,000.
COVISION 567 SUTTER STREET, 3RD FLOOR SAN FRANCISCO, CA 94102	CONSULTING	56,855.
TOTAL COMPENSATION		<u>300,826.</u>

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

GRAND VICTORIA FOUNDATION
230 W. MONROE ST., STE 2530
CHICAGO, IL 60606
312-609-0200

990PF, PART XV - SUBMISSION DEADLINES

THE FOUNDATION HAS THREE COMPETITIVE GRANT PROGRAMS: CORE PROGRAM, ELGIN GRANTWORKS, AND VITAL LANDS ILLINOIS. THE SUBMISSION DEADLINES FOR THE CORE PROGRAM ARE THE FIRST FRIDAYS IN MAY AND OCTOBER OF EACH YEAR. THE SUBMISSION DEADLINES FOR THE ELGIN GRANTWORKS PROGRAM ARE THE FIRST FRIDAYS IN FEBRUARY, JUNE AND OCTOBER OF EACH YEAR. THE VITAL LANDS ILLINOIS PROGRAM ACCEPTS APPLICATION SUBMISSIONS THROUGHOUT THE YEAR.

what we support

PURPOSE: To help communities become vibrant places to live and work.

MISSION: To assist Illinois communities in their efforts to pursue systemic solutions to problems in specific areas of education, economic development, and the environment.

WHAT WE SUPPORT

Highest priority is given to efforts that focus on long-term solutions, are multidisciplinary and collaborative; that effectively address barriers of race and class, promote civic engagement, and attract additional investment.

We are interested in programs that strengthen and build the fields of practice we support; help identify emerging trends; and/or test new ways to solve persistent problems in those fields

EDUCATION

Pursue educational parity for students from infancy through college

We support activities that promote equal access to a high quality education that leads to excellent student outcomes. Our focus is on strengthening public policies, improving training, effectiveness and continuous development of teachers/staff/administrators; and implementing effective education and management practices

ECONOMIC DEVELOPMENT

Promote economically healthy regions

Our focus is on policies and practices that stimulate state and regional economies by linking education to employment preparedness, moving low-wage earners along career pathways to jobs with higher responsibilities, better wages and good benefits, expanding housing options available near public transportation and jobs; implement regional growth and transportation strategies that promote economic vitality and environmental health.

ENVIRONMENT

Protect and preserve natural resources

We seek to support good land use, land protection, and water protection practices; support development and implementation of ecosystem protection and management plans; improve air and water quality. For land acquisition guidelines, see [Vital Lands Illinois](#)

WHO IS ELIGIBLE

To be considered for funding, an organization must be registered with the IRS as a 501(c)(3) public charity. We support organizations in Illinois whose work is a strong fit with our guidelines and strategies. We only fund organizations that demonstrate high quality and high impact; good governance and management, and fiscal health.

WHERE WE FUND

We fund exclusively in Illinois and will consider requests to support work on either:

- a) a statewide scale; or
- b) a regional scale in the Chicago Metropolitan Region, or
- c) a place-based scale in suburban Cook, Lake, Kane, Will, DuPage, Winnebago, Boone, McHenry, and Kendall Counties

HOW WE FUND

Organizations that meet the eligibility requirements and are engaged in activities consistent with the strategies described in these guidelines may apply for the following kinds of support:

- Project
- General operations
- Capacity building and technical assistance

Core grants are not available for:

- Endowments
- Capital campaigns or capital projects
- Debt or deficit reduction
- Fundraising events
- Grants to individuals
- Religious purposes
- Political campaigns

GRANT DURATION

Grand Victoria Foundation will consider multi-year requests from organizations with which we have an existing or prior funding relationship. We are generally open to proposals for two-year grants. Whether an organization is a long-time or first-time grantee, requests for renewed funding may be submitted upon successful completion of a grant.

how to apply

Letters are due on the first Friday of October and May.

LETTER OF INQUIRY

If you've read the guidelines and think there is a good fit, send a letter of inquiry that summarizes what you plan to accomplish. This is an important first step. It is your opportunity to let us know that what you will undertake is well planned, that your organization has the experience to succeed, and that there is some support from other sources for the effort you plan to propose.

Once our team has reviewed your letter of inquiry, we will send a response to let you know whether we would like to see a full proposal. Organizations that are invited to submit proposals receive an application packet and instructions.

The Foundation only considers proposals that have been invited in response to a letter of inquiry.

PREPARING YOUR LETTER OF INQUIRY

Letters of inquiry must be on your organization's letterhead and signed by a member of your staff who has the authority to accept and manage a grant.

In two pages, describe your organization and the work you plan to propose. Please restate and respond to the following points:

- The amount you plan to request from Grand Victoria Foundation
- What you plan to accomplish with the grant and why
- How you plan to accomplish it
- Who, from your organization and/or partner organization, will implement the work
- How your effort matches Grand Victoria Foundation's priorities

In addition to your two-page summary, please attach an itemized income and expense budget for the effort.

GENERAL OPERATING SUPPORT

If you plan to request general operating support, we will look at whether your mission and overall activities are a good fit with ours and the extent to which you are leading in your field. Therefore, your responses to the points above should focus on plans to strengthen your organization within the context of your mission. Please attach an organizational budget and year-to-date income and expense report.

RENEWED FUNDING

If you are seeking renewed funding, we suggest you say less about your organization and instead include a brief update on the funded effort. Frame your responses to the points listed under "Preparing Your Letter of Inquiry" from the perspective of what you have already accomplished with your current Grand Victoria Foundation grant and discuss your plans for building on those accomplishments. In addition to an itemized income and expense budget for renewed support, please also include a year-to-date grant expense report and information about other funding you secured for the work you are doing with a current Grand Victoria Foundation grant.

GRAND VICTORIA FOUNDATION
230 WEST MONROE ST, SUITE 2530
CHICAGO, IL 60606
P 312-609-0200 F 312-658-0738
www.grandvictoriafdn.org

the details

REQUEST FOR GENERAL OPERATING SUPPORT

Your proposal should be clear, concise and easy to read. We ask that you use 12-point type and limit your narrative to twelve pages.

RENEWAL REQUESTS

If you are seeking renewed funding, please answer the questions within the context of what you accomplished with current funding. Your proposal should reflect an understanding of lessons learned and present solid strategies for taking the next logical steps to strengthen your organization and its work if funding is renewed. Include an interim progress report, a year-to-date grant expense report, and information about other funding sources obtained for general support.

1. BACKGROUND

- What are the mission and background of your organization?
- Describe the needs or issues your organization addresses, and the long-term benefits and systemic solutions that result from your work.
- Give a brief description of your current programs and describe a few significant accomplishments.
- Describe how your board gets involved in your organization.

2. MAKE THE CASE

- What are your organizational goals for the period covered by this grant request?
- If funding is approved, how will you use the operating grant to accomplish your goals?
- In what ways does your organization represent exemplary work in its field?
- Describe organizational limitations that funding will address (e.g., expand technology, strengthen staffing, etc.).
- Provide an overview of how you typically support operating costs and describe the mix of funding you receive (e.g., public and private support, fee for service, individual donations, etc.).
- How do you evaluate your work?
- How does your organization involve the public and other agencies in its planning and decision making?
- Apart from finances, what are the most important challenges facing your organization during the next year? What are your plans to address them?

3. RELATIONSHIP TO GRAND VICTORIA FOUNDATION'S PRIORITIES

Please refer to our Core Guidelines at www.grandvictoriafdn.org to refresh your recollection about our priorities and describe how your work is a good fit.

ATTACHMENTS

- ___ Application Cover Sheet
www.grandvictoriafdn.org/cvrltr.doc
- ___ Audited financial statements or Form 990 for most recently completed fiscal year
- ___ Current and next fiscal years' overall organizational budgets
- ___ List of funders, including amounts received, for most recently completed and current fiscal years (Please include board contributions)
- ___ Year-to-date statement of revenue and expenses, plus balance sheet
- ___ Board of Directors list including contact information, business affiliations, overall composition
- ___ Short bio of organization's key personnel

PROPOSAL DEADLINE

One original and one copy of your proposal with attachments are due by 5:00 pm on November 22, 2013.

GRAND VICTORIA FOUNDATION
230 WEST MONROE ST, SUITE 2530
CHICAGO, IL 60606
P 312-609-0200 F 312-658-0738
www.grandvictoriafdn.org

the details

REQUEST FOR PROJECT SUPPORT

Your proposal should be clear, concise and easy to read. We ask that you use 12-point type and limit your narrative to twelve pages.

RENEWAL REQUESTS

If you are seeking renewed funding, please answer the questions within the context of what you accomplished with current funding. Your proposal should reflect an understanding of lessons learned and present solid strategies for taking the next logical steps to strengthen, enhance, or expand the effort if funding is renewed. Include an interim progress report, a year-to-date grant expense report, and information about other funding sources obtained for the project.

1. BACKGROUND

- What are the mission and background of your organization?
- What are some of your organization's significant accomplishments?
- Describe how your board gets involved in your organization.

2. PROJECT

- Describe your project and the issue or issues you plan to address.
- What strategies are planned to achieve your goals and objectives and how did you determine they are likely to be effective?
- Who are the key audiences that you need to reach in order for you to succeed? Describe your plan to communicate with them.
- How will you know and document the results of your efforts?
- What are the time frame and geographic scope of the project?
- Describe your plan to attract additional investment and the progress you've made.

3. PERSONNEL

- Who from your organization and/or partner organization(s) will carry out the proposed work? Describe their respective roles and relevant experience.

4. RELATIONSHIP TO GRAND VICTORIA FOUNDATION'S PRIORITIES

Please refer to our Core Guidelines at www.grandvictoriafdn.org to refresh your recollection about our priorities and describe how what you are asking us to support is a good fit.

ATTACHMENTS

- ___ Application Cover Sheet
www.grandvictoriafdn.org/cvrltr.doc
- ___ Workplan
- ___ Audited financial statements or Form 990 for most recently completed fiscal year
- ___ Current and next fiscal years' overall organizational budgets
- ___ List of funders, including amounts received, for most recently completed and current fiscal years (Please include board contributions)
- ___ Year-to-date statement of revenue and expenses, plus balance sheet
- ___ Detailed revenue and expense budget for the project. Include narrative explanation of each line item. Please provide a budget for each year of support you request.
- ___ A list of funding that you've secured or requested for the project. Include name of funding source, amount requested, status of request, and amount secured
- ___ Board of Directors list. Include contact information, business affiliations, overall composition.
- ___ Résumés of the key personnel responsible for carrying out the project.
- ___ Descriptions for positions that will be funded by the grant.
- ___ If this is a collaboration, provide a memorandum of understanding signed by the collaborators.

PROPOSAL DEADLINE

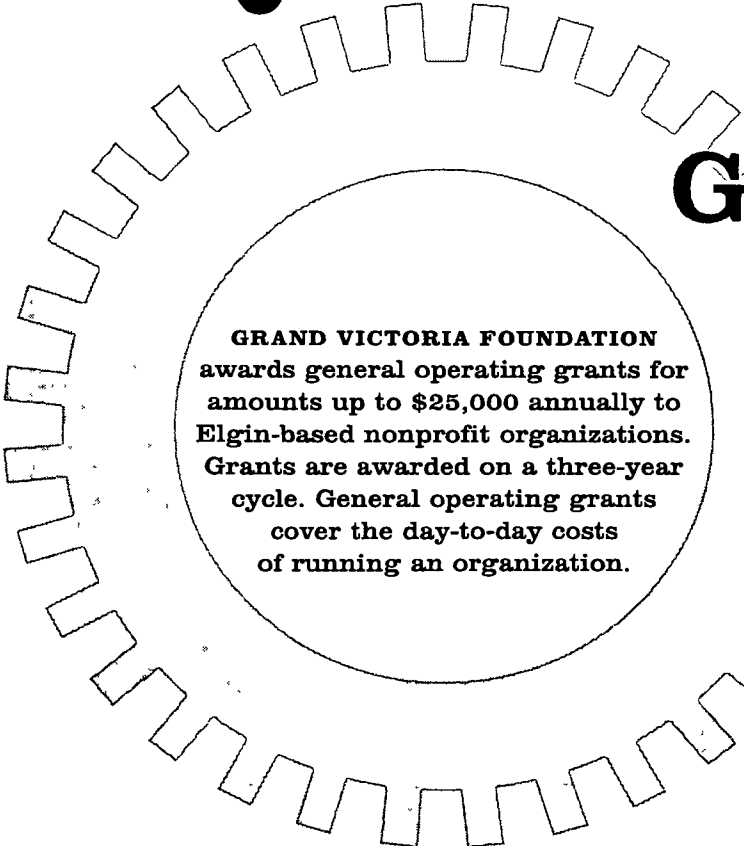
One original and one copy of your proposal with attachments are due by 5:00 pm on November 22, 2013.

GRAND VICTORIA FOUNDATION
230 WEST MONROE ST, SUITE 2530
CHICAGO, IL 60606

P 312-609-0200 F: 312-658-0738

www.grandvictoriafdn.org

Elgin Grant works



GRAND VICTORIA FOUNDATION
awards general operating grants for
amounts up to \$25,000 annually to
Elgin-based nonprofit organizations.
Grants are awarded on a three-year
cycle. General operating grants
cover the day-to-day costs
of running an organization.

Guidelines

ELIGIBILITY

Elgin-based organizations with an in-force ruling from the Internal Revenue Service that they are a 501(c)(3) public charity that has:

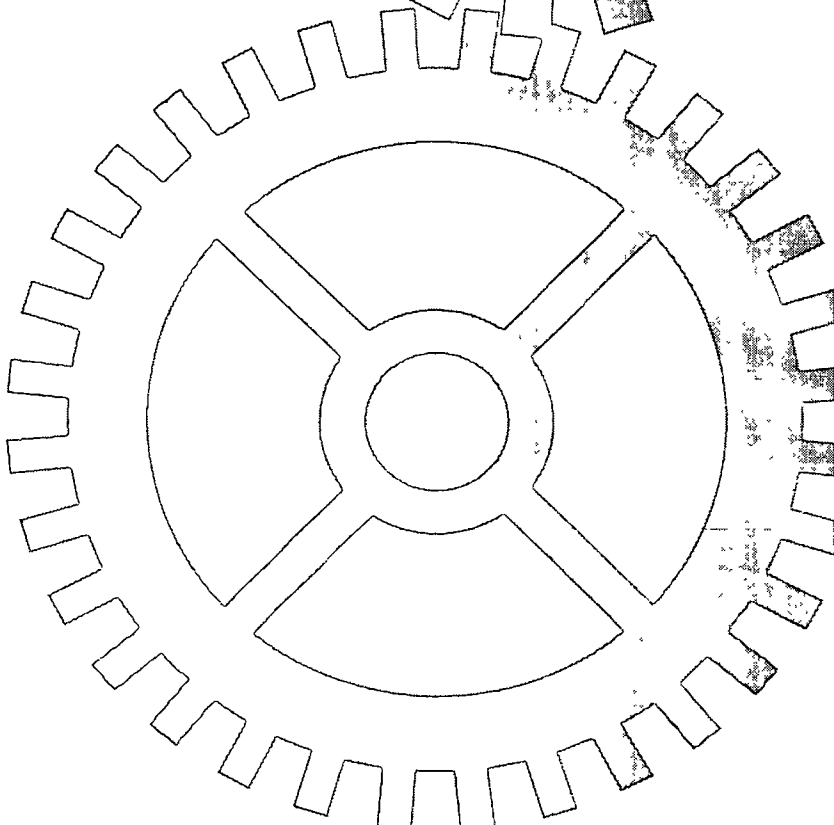
- been in business and operating for at least 3 years providing services to Elgin residents.
- an annual operating budget between \$150,000 and \$10,000,000.
- a balanced budget or an operating deficit of less than 15%.
- at least one full-time executive level employee.

Funding is NOT considered for:

- Parochial or private schools
- Debt or deficit reduction
- Political campaigns
- Religious purposes
- Federated funds

RENEWALS

General operating grants are awarded on a three-year cycle at the end of which, one full calendar year must pass before an organization may re-apply for another general operating grant.



Putting grants to
work for Elgin.

To apply for a grant:

1

Application narrative

Please provide up to three pages of narrative that include the following:

- Please provide a summary of your organizations triumphs and challenges from the past twelve months.
- Describe how your organization typically supports its operating costs.
- What are your organizational goals for the next three years?
- What is the financial condition of your organization today compared to where it was two fiscal years ago?
- What decisions has your organization made to adapt to changing conditions?
- How have your decisions affected the way you carry out your mission?
- If your organizational budget is down more than 10% from where it was two years ago, what are your strategies to advance your work if revenues do not rebound or if they continue to decline?
- If awarded, how will you use general operating funds?

Elgin Grant works

GENERAL OPERATING GRANTS

2

Complete an application cover sheet, and include the following attachments:

- Most recent business plan or strategic plan.
- Approved organizational budget for the current fiscal year.
- Year-to-date financial statements and a balance sheet for the most recently completed quarter.
- Audited financials or Form 990 for the most recently completed fiscal year.
- List of funding commitments and pending requests of \$5,000 or more (both public and private) for the current fiscal year. The list should include funder/donor name and amount committed or requested.
- List of your organization's management team and board members (including business or community affiliations).

An electronic version of the application cover sheet is available online at www.grandvictoriafdn.org/elginform.html

3

Submit two complete copies of your application package.

DEADLINES

The deadlines for submitting an application are the first Friday in February, June and October. Notification letters will be sent within 8 to 10 weeks of receiving the application. Grantees can expect to receive payment two weeks after submitting a signed grant agreement.

GRAND VICTORIA FOUNDATION
50 A SOUTH GROVE AVENUE
ELGIN, ILLINOIS 60120

(847) 289-8575
(847) 289-8576 fax
www.grandvictoriafdn.org

Frequently Asked Questions

What do you consider an Elgin-based organization?

A nonprofit is considered Elgin-based if it: 1) has an office in Elgin, Illinois, 2) provides direct services to Elgin residents, and 3) has a dedicated Elgin budget.

If I apply for a general operating grant, can I apply for other grants from the Foundation in the same year?

Yes. However, eligibility requirements and program priorities for other Foundation grant programs differ from the eligibility requirements for the Grantworks general operating grant program. Visit www.grandvictoriafdn.org for more information about other grant opportunities.

Can the requested amounts for years two and three be different from the amount specified in the original application?

Yes, you may change the amount of funds requested from the Foundation in subsequent years as long as it does not exceed the annual maximum of \$25,000.

What are typical reasons an application is declined?

The most common reasons an application is declined are: (1) an organization does not meet the eligibility requirements; (2) the application is incomplete; (3) the organization is not financially stable; (4) there is no indication from the application that a general operating grant would strengthen the organization or help maximize its service delivery.

Who will evaluate the applications?

Each application will be evaluated on its own merits and will be reviewed by the Foundation's staff and Board of Directors.

What are the reporting requirements?

General operating grant recipients are required to annually submit a written report along with an up to date application cover sheet and financial statements.

What if my application is denied?

If your application is denied, you may reapply for general operating support after six months.

Elgin Grant works

GENERAL OPERATING GRANT APPLICATION COVER SHEET

For Elgin, Illinois-based
Organizations Only

- To be considered for a general operating grant, an Elgin-based organization must submit an application to the Grand Victoria Foundation on the first Friday of February, June or October.
- Please provide two typed copies of your cover sheet, application narrative, and attachments. The Foundation does not accept handwritten or faxed materials.
- Applications (including cover sheet) should not exceed four typed pages. Please do not use fonts smaller than 12 points.

An electronic version of
this Application Cover Sheet
is available online at
[www.grandvictoriafdn.org/
elginform.html](http://www.grandvictoriafdn.org/elginform.html)

GRAND VICTORIA FOUNDATION

50 A SOUTH GROVE AVENUE
ELGIN, ILLINOIS 60120
(847) 289-8575
(847) 289-8576 fax
www.grandvictoriafdn.org

ORGANIZATIONAL INFORMATION

Organization name _____		Web address (URL) _____
Address, City, State, Zip _____		
Telephone _____	Fax _____	e-mail _____
Name of Chief Executive _____		Telephone _____
Date organization began operations _____		
United Way? ☐ Yes ☐ No Number of paid staff. Full-time _____ Part-time _____		

PRIMARY SERVICE CATEGORY OF ORGANIZATION (CHECK ONLY ONE)

☐ Arts & Culture	☐ Human Services	☐ Education
☐ Youth Development	☐ Environment	☐ Health
☐ Economic Development	☐ Other (specify) _____	

BUDGET INFORMATION FOR CURRENT YEAR

Current fiscal period _____

Approved operating budget Income \$ _____ Expenses \$ _____

Surplus (deficit) \$ _____

Year-to-date (as of __/__/__) Income \$ _____ Expenses: \$ _____

Total fundraising goal \$ _____ Amount raised-to-date \$ _____

BUDGET INFORMATION FOR PREVIOUS YEAR

Approved operating budget Income \$ _____ Expenses \$ _____

Surplus (deficit) \$ _____

Year-end (as of __/__/__) Income \$ _____ Expenses \$ _____

GRANT INFORMATION

Total Amount requested. \$ _____ # of years requested _____

Amount for each year (up to a maximum of \$25,000)

Year 1 \$ _____ Year 2 \$ _____ Year 3 \$ _____

Annual Fundraising Goal

Year 1 \$ _____ Year 2 \$ _____ Year 3 \$ _____

Signature of Chief Executive _____

Typed Name of Chief Executive _____

Date _____

VITAL LANDS ILLINOIS

Project Application

DIRECTIONS:

- Save this document to your computer.
- Complete the entire form.
- Email the completed form as an attachment to:
vitalandsillinois@grandvictoriafdn.org.
- Grand Victoria Foundation will confirm receipt via email.
- Eligible organizations with projects that meet minimum requirements will be invited, in writing, to submit a full proposal.

QUESTIONS?

- Review [Frequently Asked Questions](#)
- Contact Nancy Fishman at nancyf@grandvictoriafdn.org.
- Review the [Sample Project Application](#)

This initial application is designed to allow Grand Victoria Foundation to make a preliminary determination of whether your organization is eligible and whether your project meets the minimum requirements for funding under Vital Lands Illinois. Eligible organizations with projects that meet the minimum requirements will be invited to submit a full proposal. This application is solely for land acquisition projects (fee simple acquisition or conservation easement). Only projects that permanently protect land are eligible.

Applications are accepted throughout the year. Prior to submitting a Project Application, carefully review the Vital Lands Illinois project guidelines, including eligibility criteria and organizational documentation that will be requested if a full proposal is invited.

Please note that Grand Victoria Foundation believes that partnerships and multiple funding sources help ensure that a project is broadly supported and sustainable over the long term. Therefore, we are unlikely to be the sole funder on a project.

This is an editable PDF. Use your tab key to click through the response fields.

Today's Date:

>

Organizational Information

Applicant Organization Name:

>

Web Address (URL):

>

Full Mailing Address:

>

Name of Primary Contact Person

>

Title

>

Telephone:

>

Email:

>

Date of IRS Ruling:

>

Federal Tax ID Number:

>

Date your organization adopted the revised **2004 Land Trust Alliance Standards and Practices**:

>

Brief Description of Organization (please limit to one or two paragraphs):

>

Project Information**Project Name:**

>

Estimated Project Budget**Acquisition costs:**

\$ >

Staff time:

\$ >

Estimate personnel hours and provide hourly rate:

>

Long-term stewardship costs:

\$ >

Briefly describe method of calculation:

>

Long-term defense costs (conservation easement acquisitions only):

\$ >

Briefly describe method of calculation:

>

Public engagement costs (if sufficient information is available to estimate):

\$ >

What activities will these costs support?

>

Total project costs:

\$ >

Amount of request from Grand Victoria Foundation*:

\$ >

>

Other current or anticipated project support:

\$ >

Describe source, amount, and status:

>

The Property

Where is the property located? Be as precise as you can (include township and county).

A map can be attached to this application:

>

How many acres is the property you wish to acquire?

(Please indicate if this is an estimate.)

>

Is this a fee simple acquisition or a conservation easement?

>

Briefly outline the permanent protection strategy for the property:

>

* This amount can include up to 30% of the long-term stewardship and defense costs.

Describe the current status of the transaction, including an estimate of when it will close. If the transaction is particularly time-sensitive, let us know why and if there are any "drop dead" dates:

>

Please describe the project's primary conservation and habitat values, as well as other public benefits it will provide (refer to the Vital Lands Illinois Project Guidelines for definitions and guidance in preparing this description):

>

What is the parcel's status in relation to the Illinois Wildlife Action Plan (IWAP)? Has the parcel been identified as a conservation priority in any other plans? If so, please describe:

>

Does the landowner have past or current relationship to your organization, including any volunteer, staff or board member?

☐ Yes ☐ No

If yes, please describe the relationship:

>

Does anyone associated with your organization have an actual, potential or apparent conflict of interest related to this project? (See LTA Standard 4 for additional guidance and information.)

☐ Yes ☐ No

If yes, please describe the conflict and how your organization is addressing it:

>

If this is a collaborative project, list names of partnering organizations, contact people, and their telephone numbers:

>

GRAND VICTORIA FOUNDATION

230 W. Monroe St., Ste 2530

Chicago, IL 60606

(312) 609-0200

(312) 658-0738 FAX

www.grandvictoriafdn.org

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE FOUNDATION'S CORE PROGRAM IS LIMITED TO SUPPORT OF EFFORTS IN THE STATE OF ILLINOIS IN THE FIELDS OF EDUCATION, ENVIRONMENTAL MATTERS AND ECONOMIC AND COMMUNITY DEVELOPMENT.

THE FOUNDATION'S ELGIN GRANTWORKS PROGRAM IS LIMITED TO QUALIFIED ORGANIZATIONS BASED IN AND OPERATING FOR THE BENEFIT OF ELGIN, ILLINOIS. GRANTS AWARDED THROUGH THIS PROGRAM SUPPORT GENERAL OPERATIONS.

THE FOUNDATION'S VITAL LANDS PROGRAM PROVIDES FUNDING FOR PROTECTION OF IMPORTANT NATURAL AREAS IN ILLINOIS.

GRAND VICTORIA FOUNDATION
FY 2013 ENDING DECEMBER 31, 2013
GRANTS PAID

Attachment 18A

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
Advance Illinois 50 E Washington, Suite 400 Chicago IL 60602	PC	General Operating	None	80,000 00
Alliance for the Great Lakes 150 N Michigan, Suite 700 Chicago IL 60601	PC	General Operating	None	75,000 00
American Cancer Society, Fox Valley Region 143 First Street Batavia IL 60510	PC	General Operating	None	1,000 00
American Red Cross of Greater Chicago 2200 W Harrison Chicago IL 60612	PC	Employee Matching Gift	None	300 00
Association for Individual Development 309 West New Indian Trail Court Aurora IL 60506	PC	General Operating	None	25,000 00
Bethlehem Lutheran Child Development Center 340 Grand Boulevard Elgin IL 60120	PC	General Operating	None	20,000 00
Bluestem Communications 14 N Peoria Street, Suite 4F Chicago IL 60607	PC	General Operating	None	5,000 00
Business & Professional People for the Public Interest 25 East Washington, Suite 1515 Chicago IL 60602	PC	Project Support	None	100,000 00
BUZZ A Philanthropic Organization of Dedicated Professionals P O Box 399 Arlington Heights IL 60006	PC	Employee Matching Gift	None	980 00
Cal's All-Star Angel Foundation, Inc 721 Ashton Lane South Elgin IL 60177	PC	General Operating	None	500 00
Center for Disability & Elder Law 79 West Monroe, Suite 919 Chicago IL 60603	PC	General Operating	None	2,500 00
Center for Economic Progress 567 W Lake Street, Suite 1150 Chicago IL 60601	PC	Project Support	None	30,000 00
Center for Neighborhood Technology 2125 West North Avenue Chicago IL 60647	PC	Project Support	None	175,000 00

GRAND VICTORIA FOUNDATION
FY 2013 ENDING DECEMBER 31, 2013
GRANTS PAID

Attachment 18A

Chicago Jobs Council 29 East Madison, Suite 1700 Chicago IL 60602	PC	General Operating	None	225,000 00
The Chicago Reporter 332 South Michigan Avenue, Suite 500 Chicago IL 60604	PC	General Operating	None	1,000 00
Chicago Women in Philanthropy 216 W Jackson Blvd, Suite 625 Chicago IL 60606	PC	Employee Matching Gift	None	300 00
Chicago Women in Philanthropy 216 W Jackson Blvd, Suite 625 Chicago IL 60606	PC	General Operating	None	2,500 00
Child Care Resource and Referral 801 N Larkin Ave, Suite 202 Joliet IL 60435	PC	Project Support	None	69,300 00
City of Elgin 150 Dexter Court Elgin IL 60120	NC	General Operating	None	1,000 00
Clearbrook 1835 W Central Arlington Heights IL 60005	PC	Employee Matching Gift	None	80 00
CLIFFTOP Alliance 3107 Sutterville Road Fults IL 62244	PC	Project Support	None	796,960 00
Collaboration for Early Childhood Care and Education 123 Madison Street, Room 209 Oak Park IL 60302	PC	General Operating	None	35,000 00
Community Crisis Center P O Box 1390 Elgin IL 60121-1390	PC	General Operating	None	4,000 00
Community Organizing and Family Issues 1436 W Randolph Street, 4th Floor Chicago IL 60607	PC	Project Support	None	35,000 00
The Conservation Foundation 10S404 Knoch Knolls Road Naperville IL 60565	PC	Project Support	None	900,000 00
The Conservation Foundation 10S404 Knoch Knolls Road Naperville IL 60565	PC	Project Support	None	86,000 00
Conserve Lake County 32492 N Almond Road Grayslake IL 60030	PC	Project Support	None	70,000 00

GRAND VICTORIA FOUNDATION
FY 2013 ENDING DECEMBER 31, 2013
GRANTS PAID

Attachment 18A

Crossroads Fund 3411 West Diversey, Suite 20 Chicago IL 60647	PC	Employee Matching Gift	None	300 00
Delta Institute 35 East Wacker Drive, Suite 1200 Chicago, IL 60601	PC	Project Support	None	120,000 00
The Donors Forum of Chicago 208 South LaSalle Street, Suite 1540 Chicago IL 60604	PC	Membership Grant	None	6,843 00
The Donors Forum of Chicago/CAAIP 208 South LaSalle Street, Suite 1540 Chicago IL 60604	PC	General Operating	None	2,500 00
Ducks Unlimited 229 N Third Avenue Canton IL 61520	PC	Project Support	None	26,720 00
Ecker Center for Mental Health 1845 Grandstand Place Elgin IL 60123	PC	General Operating	None	20,000 00
Eighth Blackbird Performing Arts Association 5315 N Clark Street, #104 Chicago IL 60640	PC	Employee Matching Gift	None	3 000 00
Elgin Academy 350 Park Street Elgin IL 60120	PC	Scholarships	None	27,000 00
Elgin Area Chamber of Commerce 31 South Grove Avenue Elgin IL 60120	NC	Project Support	None	500 00
Elgin Area Historical Society Museum 360 Park Street Elgin IL 60120	PC	General Operating	None	2,000 00
Elgin Choral Union 1700 Spartan Drive Elgin IL 60123	PC	General Operating	None	20,000 00
Elgin Community College Foundation 1700 Spartan Drive Elgin IL 60121	PC	Employee Matching Gift	None	600 00
Elgin High School/Elgin Sharks Track Club 500 Laurel Street Elgin IL 60120	NC	Project Support	None	1,000 00

GRAND VICTORIA FOUNDATION
FY 2013 ENDING DECEMBER 31, 2013
GRANTS PAID

Attachment 18A

Elgin Youth Symphony Orchestra PO Box 6508 Elgin IL 60121	PC	General Operating	None	25,000 00
Elmhurst Art Museum 150 S Cottage Hill Avenue Elmhurst IL 60126	PC	Employee Matching Gift	None	200 00
Environmental Law and Policy Center 35 East Wacker Drive, Suite 1600 Chicago IL 60601	PC	General Operating	None	100,000 00
Enkson Institute 451 North LaSalle Street Chicago IL 60654	PC	Project Support	None	(\$49,467.00)
EPIP/Tides Center c/o P O Box 29907 San Francisco IL 94129	PC	General Operating	None	\$3,000 00
Evanston Community Foundation, fiscal agent for Illinois Early Child Childhood Fellowship 1007 Church Street, Suite 108 Evanston IL 60201	PC	Project Support	None	200,000 00
Faith in Place 70 East Lake Street, Suite 920 Chicago IL 60601	PC	General Operating	None	35,000 00
The Field Museum 1400 S Lake Shore Drive Chicago IL 60605	PC	General Operating	None	5,000 00
Fight Crime Invest in Kids 70 East Lake Street, Suite 400 Chicago IL 60601	PC	General Operating	None	20,000 00
Food for Greater Elgin 1553 Commerce Drive Elgin IL 60123	PC	General Operating	None	5,000 00
Friends of the Chicago River 411 South Wells Street, Suite 800 Chicago IL 60604	PC	General Operating	None	50,000 00
Gail Borden Public Library District Foundation 270 N Grove Ave Elgin IL 60120	PC	Project Support	None	25,000 00

GRAND VICTORIA FOUNDATION
FY 2013 ENDING DECEMBER 31, 2013
GRANTS PAID

Attachment 18A

Gail Borden Public Library District Foundation 270 N Grove Ave Elgin IL 60120	PC	Challenge Grant	None	25,000 00
Girl Scouts of Northern Illinois 12N124 Coombs Road Elgin IL 60124	PC	General Operating	None	25,000 00
Greater Elgin Family Care Center 370 Summit Street Elgin IL 60120	PC	General Operating	None	320 00
Hamilton Wings 14 Crescent Street Elgin IL 60123	PC	General Operating	None	15,000 00
Healthy Lands Healthy People 6305 Pierce Lane Godfrey IL 62035	PC	General Operating	None	5,000 00
Heartland Alliance for Human Needs & Human Rights 208 South LaSalle, Suite 1300 Chicago IL 60604	PC	Project Support	None	50,000 00
Heartlands Conservancy 406 E Main Street Mascoutah IL 62258	PC	Project Support	None	42,674 00
Hyde Park Art Center 5020 S Cornell Avenue Chicago IL 60615	PC	General Operating	None	5,000 00
Illinois Action for Children 4753 N Broadway, Suite 1200 Chicago IL 60640	PC	Project Support	None	275,000 00
Illinois Audubon Society PO Box 2547 Springfield IL 62708	PC	Project Support	None	206,040 00
Illinois Board of Higher Education 431 East Adams Street, 2nd Floor Springfield IL 62701	NC	Project Support	None	5,000 00
Illinois Council Against Handgun Violence 223 W Jackson Blvd, Suite 802 Chicago IL 60606	PC	Employee Matching Gift	None	1,000 00
Illinois Environmental Council Education Fund 230 Broadway, Suite 150 Springfield IL 62701	PC	General Operating	None	30,000 00

GRAND VICTORIA FOUNDATION
FY 2013 ENDING DECEMBER 31, 2013
GRANTS PAID

Attachment 18A

Illinois Network of Charter Schools 205 West Randolph Street, Suite 1340 Chicago IL 60606	PC	Project Support	None	150,000 00
Illinois Network of Child Care Resource & Referral 1226 Towanda Plaza Bloomington IL 61701	PC	General Operating	None	100,000 00
Institute for Conservation Leadership 6930 Carroll Avenue, Suite 1050 Takoma Park MD 20912	PC	General Operating	None	2,000 00
Lakeview Pantry 3831 N Broadway Chicago IL 60613	PC	Employee Matching Gift	None	400 00
The Land Conservancy of McHenry County 4622 Dean Street P O. Box 352 Woodstock IL 60098	PC	General Operating	None	45,000 00
Latino Policy Forum 180 N Michigan Ave , Suite 1250 Chicago IL 60601	PC	Project Support	None	40,000 00
The Learning Center/House of Connection 2153 S Millard Avenue Chicago IL 60623	PC	Employee Matching Gift	None	800 00
The Literacy Connection 270 North Grove Avenue Elgin IL 60120	PC	General Operating	None	1,200 00
Logan Square Chamber of Arts 2823 N Milwaukee Avenue Chicago IL 60618	PC	Employee Matching Gift	None	300 00
Metropolis Strategies 30 West Monroe Street, Suite 1300 Chicago IL 60603	PC	Project Support	None	62,500 00
Metropolitan Mayors Caucus 233 South Wacker Drive, Suite 800 Chicago IL 60606	PC	Project Support	None	60,000 00
Natural Areas Association 286 Stoneylonesome Road Stahlstown PA 15687	PC	General Operating	None	3,000 00

GRAND VICTORIA FOUNDATION
FY 2013 ENDING DECEMBER 31, 2013
GRANTS PAID

Attachment 18A

The Nature Conservancy in Illinois 8 S Michigan, Suite 900 Chicago IL 60603	PC	General Operating	None	5,000 00
NHS of the Fox Valley 163 East Chicago Street Elgin IL 60120	PC	General Operating	None	380 00
Open Door Clinic 164 Division Street, Suite 607 Elgin IL 60120	PC	General Operating	None	25,000 00
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	PC	Project Support	None	479,183 00
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	PC	Project Support	None	253,870 00
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	PC	General Operating	None	5,000 00
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	PC	Project Support	None	4,695 00
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	PC	General Operating	None	2,500 00
Ounce of Prevention Fund 33 West Monroe, Suite 2400 Chicago IL 60603	PC	General Operating	None	200,000 00
Ounce of Prevention Fund, fiscal agent for the Illinois Early Learning Council 33 West Monroe, Suite 2400 Chicago IL 60603	PC	Project Support	None	90,200 00
Pan-African Association 6163 N Broadway Chicago IL 60660	PC	Employee Matching Gift	None	200 00
Pheasants Forever 1504 Vinifera Drive Petersburg IL 62675	PC	General Operating	None	5,000 00

GRAND VICTORIA FOUNDATION
FY 2013 ENDING DECEMBER 31, 2013
GRANTS PAID

Attachment 18A

Prairie Rivers Network 1902 Fox Drive, Suite G Champaign IL 61820-6215	PC	General Operating	None	5,000 00
Prairie Rivers Network 1902 Fox Drive, Suite G Champaign IL 61820-6215	PC	General Operating	None	65,000 00
Prairie Valley Family YMCA 50 North McLean Elgin, IL 60123	PC	General Operating	None	25,000 00
Rainbow Hospice & Palliative Care 1550 Bishop Court Mount Prospect IL 60056	PC	Employee Matching Gift	None	400 00
The Renaissance Society at University of Chicago 5811 South Ellis Chicago IL 60637	PC	Employee Matching Gift	None	1,000 00
The Resurrection Project 1818 South Paulina Chicago IL 60608	PC	General Operating	None	350 00
Rotary Club of Arlington Heights Charitable Foundation P O Box 402 Arlington Heights IL 60006	PC	Employee Matching Gift	None	70 00
Sargent Shriver National Center on Poverty Law 50 East Washington, Suite 500 Chicago IL 60602	PC	Project Support	None	2,500 00
Sargent Shriver National Center on Poverty Law 50 East Washington, Suite 500 Chicago IL 60602	PC	General Operating	None	150,000 00
Shawnee Resource Conservation and Development, 1002 South Briarwood Drive Carbondale IL 62901	PC	General Operating	None	5,000 00
Sherman Hospital Auxiliary 1425 N. Randall Road Elgin IL 60123	PC	General Operating	None	5,000 00
The Sierra Club Foundation fiscal agent for Sierra Club- Illinois Chapter 85 2nd Street, Suite 750 San Francisco, CA 94105	PC	General Operating	None	5,000 00

GRAND VICTORIA FOUNDATION
FY 2013 ENDING DECEMBER 31, 2013
GRANTS PAID

Attachment 18A

The Sierra Club Foundation fiscal agent for Sierra Club- Illinois Chapter 85 2nd Street, Suite 750 San Francisco, CA 94105	PC	Project Support	None	42,500 00
Summit, Inc 333 River Road Drive Elgin IL 60123	PC	General Operating	None	25,000 00
United Way of Elgin 1797 N La Fox St South Elgin, IL 60177	PC	Project Support	None	2,500 00
University of Illinois 1816 S Oak Street Champaign IL 61820	NC	Project Support	None	(24 68)
VNA Health Care 400 N Highland Avenue Aurora IL 60506	PC	General Operating	None	20,000 00
The Wetlands Initiative 53 W Jackson Boulevard, Suite 1015 Chicago IL 60604	PC	Project Support	None	80,000 00
Women Employed 65 E Wacker, Suite 1500 Chicago IL 60601	PC	Project Support	None	100,000 00
Women Employed 65 E Wacker, Suite 1500 Chicago IL 60601	PC	Project Support	None	100,000 00
Woodstock Institute 29 East Madison, Suite 1710 Chicago IL 60602	PC	General Operating	None	85,000 00
YWCA of Elgin 220 E. Chicago Street Elgin IL 60120	PC	General Operating	None	1,250 00
YWCA of Elgin 220 E Chicago Street Elgin IL 60120	PC	General Operating	None	340 00
YWCA of Elgin 220 E Chicago Street Elgin IL 60120	PC	General Operating	None	2,000 00
Total Grants Paid				6,334,763.32

GRAND VICTORIA FOUNDATION
FY 2013 ENDING DECEMBER 31, 2013
GRANTS PAYABLE

Attachment 18B

Name	Recipient Status	Purpose of Grant	Recipient Relationship	Amount
The Conservation Foundation 10S404 Knoch Knolls Road Naperville IL 60565	PC	Project Support	None	40,000 00
Ecker Center for Mental Health 1845 Grandstand Place Elgin IL 60123	PC	General Operating	None	40,000 00
Elgin Choral Union 1700 Spartan Drive Elgin IL 60123	PC	General Operating	None	40,000 00
Elgin Youth Symphony Orchestra PO Box 6508 Elgin IL 60121	PC	General Operating	None	25,000 00
Envimomental Law & Policy Center 35 East Wacker Drive, Suite 1600 Chicago IL 60601	PC	General Operating	None	100,000 00
Evanston Community Foundation, fiscal agent for Illinois Early Learning Fellowship 1007 Church Street, Suite 108 Evanston IL 60201	PC	Project Support	None	200,000 00
Frends of the Chicago River 411 South Wells Street, Suite 800 Chicago IL 60604	PC	General Operating	None	50,000 00
Girl Scouts of Northern Illinois 12N124 Coombs Road Elgin IL 60124	PC	General Operating	None	50,000.00
Illinois Action for Children 4753 N Broadway, Suite 1200 Chicago IL 60640	PC	Project Support	None	275,000 00
Metropolitan Planning Council 140 S Dearborn, Suite 1400 Chicago IL 60603	PC	Project Support	None	100,000 00
Open Door Clinic 164 Division Street, Suite 607 Elgin IL 60120	PC	General Operating	None	50,000 00
Openlands 25 East Washington, Suite 1650 Chicago IL 60602	PC	Project Support	None	898,300 00
Prairie Rivers Network 1902 Fox Drive, Suite G Champaign IL 61820-6215	PC	General Operating	None	65,000 00
The Sierra Club Foundation, fiscal sponsor for Sierra Club- Illinois Chapter 85 2nd Street, Suite 750 San Francisco, CA 94105	PC	Project Support	None	42,500 00

GRAND VICTORIA FOUNDATION
FY 2013 ENDING DECEMBER 31, 2013
GRANTS PAYABLE

Attachment 18B

<u>Name</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
Summit, Inc 333 River Road Drive Elgin IL 60123	PC	General Operating	None	25,000 00
The Wetlands Initiative 53 W Jackson Boulevard, Suite 1015 Chicago IL 60604	PC	Project Support	None	80,000 00
Women Employed 65 E Wacker, Suite 1500 Chicago IL 60601	PC	Project Support	None	100,000 00
				<u>2,180,800 00</u>

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

**Type or
print**

File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

GRAND VICTORIA FOUNDATION

30-4107162

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

Social security number (SSN)

230 WEST MONROE STREET

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

CHICAGO, IL 60606

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

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

- The books are in the care of ► MARY KAY FRANCEL

Telephone No ► 312 609-0200

FAX No ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 13 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	53,057.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	65,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions

Form **8868** (Rev. 1-2014)

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

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

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

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions

GRAND VICTORIA FOUNDATION

Employer identification number (EIN) or

36-4107162

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

230 WEST MONROE STREET

Social security number (SSN)

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

CHICAGO, IL 60606

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

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

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

• The books are in the care of MARY KAY FRANCEL

Telephone No 312 609-0200

Fax No

• If the organization does not have an office or place of business in the United States, check this box. ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/17, 20 14

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

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension THE TAX PAYER HAS NOT YET RECEIVED THIRD PARTY INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	53,057.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	65,000.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0

Signature and Verification must be completed for Part II only.

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

Signature

Title

Date

Form 8868 (Rev 1-2014)