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

2013

Department of the Treasury
Internal Revenue Service

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning

, 2013, and ending

MCKEE FAMILY FOUNDATION
53 W JACKSON BLVD. #1218
CHICAGO, IL 60604-3606

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **► \$ 7,050,236.** J Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis.)

A	Employer identification number 36-4329457
B	Telephone number (see the instructions) (312) 346-4100
C	If exemption application is pending, check here ► <input type="checkbox"/>
D	1 Foreign organizations, check here ► <input type="checkbox"/>
	2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
--	------------------------------------	---------------------------	-------------------------	---

R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch)			
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments	14,736.	14,736.	14,736.
	4 Dividends and interest from securities	227,450.	227,450.	227,450.
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain/(loss) from sale of assets not on line 10	-18,179.		
	b Gross sales price for all assets on line 6a	87,081.		
	7 Capital gain net income (from Part IV, line 2)		0.	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
	b Less Cost of goods sold			
	c Gross profit/(loss) (att sch)			
	11 Other income (attach schedule)			
	12 Total. Add lines 1 through 11	224,007.	242,186.	242,186.
A D M I N I S T R A T U R E O P E R A T I V E A N D E X P E N S E S S E N C E	13 Compensation of officers, directors, trustees, etc	0.		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule) See St 1	2,370.	1,185.	1,185.
	b Accounting fees (attach sch) See St 2	2,370.	1,185.	1,185.
	c Other prof fees (attach sch)			
	17 Interest RECEIVED See Stm 3	8,176.	8,176.	
	18 Taxes (attach schedule)(see instrs) See Stm 3			
	19 Depreciation (attach sch) and depletion 3 2014			
	20 Occupancy			
	21 Travel, conferences and meetings	13,339.		13,339.
	22 Printing and publications			
	23 Other expenses (attach schedule) See Statement 4	14,002.	5,000.	5,000.
	24 Total operating and administrative expenses. Add lines 13 through 23	40,257.	15,546.	20,709.
	25 Contributions, gifts, grants paid Part XV	287,000.		287,000.
	26 Total expenses and disbursements. Add lines 24 and 25	327,257.	15,546.	0. 307,709.
	27 Subtract line 26 from line 12:			
	a Excess of revenue over expenses and disbursements	-103,250.		
	b Net investment income (if negative, enter -0-)		226,640.	
	c Adjusted net income (if negative, enter -0-)			242,186.

6/4/14

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	1	209,793.	213,983.	213,972.	
	2	2				
	3	3				
	Less: allowance for doubtful accounts	4				
	4	5				
	Less allowance for doubtful accounts	6				
	5	7				
	6	8				
	7	9				
	8	10a				
	9	b Investments – corporate stock (attach schedule)	Statement 5	3,467,561.	3,360,121.	6,836,264.
	10a	c Investments – corporate bonds (attach schedule)				
	11	11 Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)	12				
	12	13				
	13	14				
14	Less: accumulated depreciation (attach schedule)					
15	15 Other assets (describe ▶)					
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		3,677,354.	3,574,104.	7,050,236.	
LIABILITIES	17					
	18					
	19					
	20					
	21					
	22					
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24					
	25					
	26					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		X			
	27					
	28					
	29					
	30					
	31	Total net assets or fund balances (see instructions)		3,677,354.	3,574,104.	
	(see instructions)		3,677,354.	3,574,104.		
			3,677,354.	3,574,104.		

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	3,677,354.
2	Enter amount from Part I, line 27a	2	-103,250.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,574,104.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,574,104.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a 3,000 SHARES WINDSTREAM CORP			P	12/12/08	7/09/13
b 2,900 SHARES WINDSTREAM CORP			P	12/12/08	7/09/13
c 5,000 SHARES WINDSTREAM CORP			P	1/21/10	7/09/13
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 23,250.		25,937.	-2,687.		
b 23,432.		25,073.	-1,641.		
c 40,399.		54,250.	-13,851.		
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a			-2,687.		
b			-1,641.		
c			-13,851.		
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	-18,179.	
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 (column (b) divided by column (c))
2012	290,099.	6,331,593.	0.045818
2011	242,298.	5,872,373.	0.041261
2010	233,954.	4,922,464.	0.047528
2009	327,945.	4,705,782.	0.069690
2008	424,339.	6,791,959.	0.062477

2 Total of line 1, column (d)

2 0.266774

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 0.053355

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 6,839,862.

5 Multiply line 4 by line 3

5 364,941.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,266.

7 Add lines 5 and 6

7 367,207.

8 Enter qualifying distributions from Part XII, line 4

8 307,709.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	
Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	1 4,533.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 0.
3 Add lines 1 and 2	3 4,533.
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 4,533.
6 Credits/Payments.	
a 2013 estimated tax pmnts and 2012 overpayment credited to 2013	6 a 6,000.
b Exempt foreign organizations – tax withheld at source	6 b
c Tax paid with application for extension of time to file (Form 8868)	6 c
d Backup withholding erroneously withheld	6 d
7 Total credits and payments. Add lines 6a through 6d	7 6,000.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 1,467.
11 Enter the amount of line 10 to be. Credited to 2014 estimated tax ► 1,467. Refunded ► 11 0.	

Part VI A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b	X
<i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
c Did the foundation file Form 1120-POL for this year?	1 c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.	0.	
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>	2	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? <i>If 'Yes,' attach a conformed copy of the changes</i>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 a	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>	4 b	N/A
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?	5	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	6	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► II b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If 'No,' attach explanation	7	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)? <i>If 'Yes,' complete Part XIV</i>	8 b	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	9	X
	10	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? Website address	13	X	
14	The books are in care of ► <u>JEAN M. BARRY</u> Telephone no. ► Located at ► <u>53 WEST JACKSON BLVD SUITE 1218 CHICAGO IL ZIP + 4</u> ► <u>60604</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	□ N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►	16	Yes	No X

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

	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.	Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1 b	N/A
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?	1 c	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? If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 __ , 20 __ , 20 __ , 20 __ .		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

5 a During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		5 b	N/A	
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
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?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)				
6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6 b	X	
If 'Yes' to 6b, file Form 8870				
7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7 b		

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 6		0.	0.	0.

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

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

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

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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
None		
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	CENTRAL COLLEGE - EDUCATIONAL 812 UNIVERSITY AVENUE PELLA, IA 50219	
2	BARRINGTON HIGH SCHOOL 616 WEST MAIN STREET BARRINGTON, IL 60010	
3	GOLDEN HIGH SCHOOL ALUMNI FOUNDATION P O BOX 472 GOLDEN CO 80402	
4	LINCOLN PARK ZOO P.O. BOX 14903 CHICAGO, ILLINOIS 60614	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
3		
All other program-related investments. See instructions.		
Total. Add lines 1 through 3		0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1 a	6,615,737.
b Average of monthly cash balances	1 b	328,285.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	6,944,022.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	6,944,022.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	104,160.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,839,862.
6 Minimum investment return. Enter 5% of line 5	6	341,993.

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	341,993.
2a Tax on investment income for 2013 from Part VI, line 5	2 a	4,533.
b Income tax for 2013. (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	4,533.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	337,460.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	337,460.
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	337,460.

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	1 a	307,709.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	307,709.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	307,709.

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				337,460.
2 Undistributed income, if any, as of the end of 2013:			286,448.	
a Enter amount for 2012 only		0.		
b Total for prior years: 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 307,709.			286,448.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				21,261.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				316,199.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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Form 990-PF (2013)

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling				►
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Statement 7				
Total				► 3a 287,000.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
N/A	

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

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
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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
N/A		

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**

correct, and complete Declaration of prep


Signature of officer or trustee

15-7-2014

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President

May the IRS discuss
this return with the
preparer shown below
(see instructions)?

Signature of officer or trustee		Date	Title	<input checked="" type="checkbox"/> Yes	No
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	PTIN
	James P. Meade		<i>James P. Meade</i>	<i>5-2-14</i>	<input type="checkbox"/> if self-employed P01464768
	Firm's name	► James P. Meade & Associates			Firm's EIN ► 61-1672377
	Firm's address	► 135 S LaSalle Street, Ste 3900 Chicago, IL 60603			Phone no (312) 346-4100

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Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 2,370.	\$ 1,185.	\$ 0.	\$ 1,185.
	<u>\$ 2,370.</u>	<u>\$ 1,185.</u>	<u>\$ 0.</u>	<u>\$ 1,185.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 2,370.	\$ 1,185.	\$ 0.	\$ 1,185.
	<u>\$ 2,370.</u>	<u>\$ 1,185.</u>	<u>\$ 0.</u>	<u>\$ 1,185.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 8,176.	\$ 8,176.	\$ 0.	\$ 0.
	<u>\$ 8,176.</u>	<u>\$ 8,176.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	\$ 255.			
Bookkeeping Fees	\$ 10,000.	\$ 5,000.		\$ 5,000.
Computer Expense	21.			
FILING FEES	25.			
Internet Expense	82.			
Office Expense	29.			
Postage	94.			
Rent	3,250.			
Telephone	246.			
Total	<u>\$ 14,002.</u>	<u>\$ 5,000.</u>	<u>\$ 0.</u>	<u>\$ 5,000.</u>

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Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Stock	Cost	\$ 3,360,121.	\$ 6,836,264.
	Total	\$ 3,360,121.	\$ 6,836,264.

Statement 6
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
LAEL H. STANZCAK 18 JALAN NOVENA SINGAPORE, SINGAPORE 308976 Singapore	Director 1.00	\$ 0.	\$ 0.	\$ 0.
JEAN M. BARRY 2729 NORTH DAYTON CHICAGO, IL 60614	President 1.00	0.	0.	0.
JOHN BARRY 2729 NORTH DAYTON CHICAGO, IL 60614	Secretary 1.00	0.	0.	0.
JEAN M. BARRY 2729 NORTH DAYTON CHICAGO, IL 60614	Director 1.00	0.	0.	0.
WILLIAM A. MCKEE 2411 FOSSIL TRACE DRIVE GOLDEN, CO 80401-6148	Director 1.00	0.	0.	0.
JANET M. GRIESINGER 13423 HOWARD ROAD MILLFIELD, OH 45761	Director 1.00	0.	0.	0.
JESSICA D. HEYDT 389 LELA LANE BARTLETT, IL 60103	Director 1.00	0.	0.	0.
BARBARA M. BAYS 11601 PACEFERRY DRIVE RALEIGH, NC 27614	Director 1.00	0.	0.	0.
GREGORY A. MCKEE 520 W. HURON #120 CHICAGO, IL 60654	Treasurer 1.00	0.	0.	0.

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Statement 6 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contri-bution to EBP & DC	Expense Account/Other
TIMOTHY BARRY 2729 NORTH DAYTON CHICAGO, IL 60614	Director 1.00	\$ 0.	\$ 0.	\$ 0.
GREGORY A. MCKEE 520 W. HURON #120 CHICAGO, IL 60654	Director 1.00	0.	0.	0.
JOHN BARRY 2729 NORTH DAYTON CHICAGO, IL 60614	Director 1.00	0.	0.	0.
MEREDITH B. MCKEE 2411 FOSSIL TRACE DRIVE GOLDEN, CO 80401-6148	Director 1.00	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

Statement 7
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
COLBY COLLEGE 4325 MAYFLOWER DRIVE WATERVILLE, ME 04901	NONE	501 (C)	CHARITABLE CONTRIBUTION	\$ 4,800.
THE LATIN SCHOOL OF CHICAGO 59 WEST NORTH AVE. CHICAGO, IL 60610	NONE	501 (C)	CHARITABLE CONTRIBUTION	3,750.
CENTRAL COLLEGE 812 UNIVERSITY AVENUE PELLA, IA 50219	NONE	501 (C)	CHARITABLE CONTRIBUTION	75,000.
UNIVERSITY OF DENVER 2190 S. HIGH STREET DENVER, CO 80208	NONE	501 (C)	CHARITABLE CONTRIBUTION	2,000.
LINCOLN PARK ZOO 2001 NORTH CLARK STREET CHICAGO, IL 60614	NONE	501 (C)	CHARITABLE CONTRIBUTION	26,000.
INNER VOICE 1621 WEST WALNUT STREET CHICAGO, IL 60612	NONE	501 (C)	CHARITABLE CONTRIBUTION	700.

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Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
WEST CENTRAL VALLEY DOLLARS FOR SCHOLARS 303 N. DIVISION STREET, P.O. BOX 69 STUART, IA 50250	NONE	501 (C)	CHARITABLE CONTRIBUTION	\$ 5,000.
BARRINGTON HIGH SCHOOL 616 WEST MAIN STREET BARRINGTON, IL 60010	NONE	501 (C)	CHARITABLE CONTRIBUTION	15,000.
UNITED CAMPUS MINISTRY 18 NORTH COLLEGE ATHENS, OH 45701	NONE	501 (C)	CHARITABLE CONTRIBUTION	10,000.
NAT'L PARKS CONSERVATION ASSOC 1300 19TH ST NW WASHINGTON, DC 20036	NONE	501 (C)	CHARITABLE CONTRIBUTION	750.
ACCESS LIVING 115 WEST CHICAGO AVE. CHICAGO, IL 60610	NONE	501 (C)	CHARITABLE CONTRIBUTION	7,500.
ILLINOIS POLICY INSTITUTE 190 SOUTH LASALLE CHICAGO, IL 60603	NONE	501 (C)	CHARITABLE CONTRIBUTION	5,000.
LITTLETON HOSPITAL FOUNDATION 7995 E PRENTICE AVE #204 GREENWOOD VILLAGE, CO 80111	NONE	501 (C)	CHARITABLE CONTRIBUTION	1,000.
UNIVERSITY OF OREGON FOUNDATION 1720 EAST 13TH AVE., SUITE 410 EUGENE, OR 97403	NONE	501 (C)	CHARITABLE CONTRIBUTION	10,000.
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002	NONE	501 (C)	CHARITABLE CONTRIBUTION	2,600.
FEDERAL HOCKING HIGH SCHOOL 8461 STATE ROUTE 144 STEWART, OH 45778	NONE	501 (C)	CHARITABLE CONTRIBUTION	10,000.
THE FIELD MUSEUM 1400 LAKE SHORE DRIVE CHICAGO, IL 60606	NONE	501 (C)	CHARITABLE CONTRIBUTION	3,000.

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Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
WAKE TECH FOUNDATION 9101 FAYETTEVILLE STREET RALEIGH, NC 27603	NONE	501 (C)	CHARITABLE CONTRIBUTION	\$ 10,000.
GOLDEN HIGH SCHOOL 701 24TH STREET GOLDEN, CO 80401	NONE	501 (C)	CHARITABLE CONTRIBUTION	16,000.
FOOD BANK OF THE ROCKIES 10700 EAST 45TH AVENUE DENVER, CO 80239	NONE	501 (C)	CHARITABLE CONTRIBUTION	4,000.
PAWS 1110 WEST 35TH STREET CHICAGO, IL 60609	NONE	501 (C)	CHARITABLE CONTRIBUTION	2,150.
LAKEVIEW PANTRY 3831 NORTH BROADWAY CHICAGO, IL 60613	NONE	501 (C)	CHARITABLE CONTRIBUTION	3,600.
ASPEN COMMUNITY FOUNDATION 110 EAST HAMILTON STREET, SUITE 126 ASPEN, CO 81611	NONE	501 (C)	CHARITABLE CONTRIBUTION	1,000.
SPCA WAKE COUNTY 200 PETFINDER WAY RALEIGH, NC 27603	NONE	501 (C)	CHARITABLE CONTRIBUTION	2,500.
UNIVERSITY OF COLORADO UCB 419 BOULDER, CO 80309	NONE	501 (C)	CHARITABLE CONTRIBUTION	3,000.
ACCESS FUND P.O. BOX 17010 BOULDER, CO 80308	NONE	501 (C)	CHARITABLE CONTRIBUTION	750.
TENNYSON CENTER FOR CHILDREN 2950 TENNYSON STREET DENVER, CO 80212	NONE	501 (C)	CHARITABLE CONTRIBUTION	6,000.
JEFFERSON FOUNDATION 809 QUAIL STREET LAKEWOOD, CA 80215	NONE	501 (C)	CHARITABLE CONTRIBUTION	6,000.
GOLDEN HISTORY MUSEUM 10463 WEST 54TH PLACE ARVADA, CO 80002	NONE	501 (C)	CHARITABLE CONTRIBUTION	2,000.

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Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
ST. ISADORE 431 WEST ARMY TRAIL ROAD BLOOMINGDALE, IL 60108	NONE	501 (C)	CHARITABLE CONTRIBUTION	\$ 3,000.
ROANOKE COLLEGE 221 COLLEGE LANE SALEM, VA 24153	NONE	501 (C)	CHARITABLE CONTRIBUTION	10,000.
CHRIS KLUG FOUNDATION 182 RIVERDOWN ASPEN, CO 81611	NONE	501 (C)	CHARITABLE CONTRIBUTION	1,000.
HARBOR HUMANE SOCIETY 14345 BAGLEY ROAD WEST OLIVE, MI 49460	NONE	501 (C)	CHARITABLE CONTRIBUTION	2,000.
REFUGEES INTERNATIONAL 2001 SOUTH STREET NW WASHINGTON, DC 20009	NONE	501 (C)	CHARITABLE CONTRIBUTION	1,000.
EVANS SCHOLARS FOUNDATION ONE BRIAR ROAD GOLF, IL 60029	NONE	501 (C)	CHARITABLE CONTRIBUTION	2,000.
VFW P.O. BOX 8911 TOPEKA, KS 66608	NONE	501 (C)	CHARITABLE CONTRIBUTION	250.
SALVATION ARMY 5040 PULASKI CHICAGO, IL 60630	NONE	501 (C)	CHARITABLE CONTRIBUTION	250.
CROHNS & COLITIS FOUNDATION 733 THIRD AVENUE, SUITE NEW YORK, NY 10017	NONE	501 (C)	CHARITABLE CONTRIBUTION	100.
CAL POLY FND-MATTHEW YOUNT MEMORIAL C/O THE LIONS CLUB, P.O. BOX 266 PLEASANTON, CA 94566	NONE	501 (C)	CHARITABLE CONTRIBUTION	500.
WARDOGS MAKING IT HOME 2149 WEST BELMONT CHICAGO, IL 60618	NONE	501 (C)	CHARITABLE CONTRIBUTION	2,500.
ARCHAEOLOGICAL CONSERVANCY 5301 CENTRAL AVE. NE, SUITE 902 ALBUQUERQUE, NM 87108	NONE	501 (C)	CHARITABLE CONTRIBUTION	750.

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Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
HIGHLANDER RESEARCH & EDUCATION CENTER 1959 HIGHLANDER WAY NEW MARKET, TN 37820	NONE	501(C)	CHARITABLE CONTRIBUTION	\$ 5,000.
MOODY COLLEGE OF COMMUNICATION-SCHANTZ 1257 VAILWOOD DR. DANVILLE, CA 94526	NONE	501(C)	CHARITABLE CONTRIBUTION	1,500.
ELGIN HIGH SCHOOL 1200 MAROON DRIVE ELGIN, IL 60620	NONE	501(C)	CHARITABLE CONTRIBUTION	9,000.
PROTECT OUR WINTERS 1157 EMBURY PACIFIC PALISADES, CA 90272	NONE	501(C)	CHARITABLE CONTRIBUTION	1,000.
WILLIAM GUY FORBECK FOUNDATION 23 PENINSULA DRIVE HILTON HEAD, SC 22926	NONE	501(C)	CHARITABLE CONTRIBUTION	500.
NORTHWESTERN MEMORIAL FOUNDATION 251 EAST HURON CHICAGO, IL 60611	NONE	501(C)	CHARITABLE CONTRIBUTION	500.
FRIENDS OF ALCOTT SCHOOL 2625 N. ORCHARD STREET CHICAGO, IL 60614	NONE	501(C)	CHARITABLE CONTRIBUTION	50.
ALPINE INITIATIVES P.O. BOX 4421 ASPEN, CO 81612	NONE	501(C)	CHARITABLE CONTRIBUTION	3,000.
CHICAGO ACADEMY OF MUSIC 1507 EAST 53RD STREET, SUITE 423 CHICAGO, IL 60615	NONE	501(C)	CHARITABLE CONTRIBUTION	1,000.
HOME OF THE SPARROW 5342 WEST ELM MCHENRY, IL 60050	NONE	501(C)	CHARITABLE CONTRIBUTION	500.
COMMUNITY IN SCHOOLS OF WAKE COUNTY 971 HARP STREET RALEIGH, NC 27604	NONE	501(C)	CHARITABLE CONTRIBUTION	2,500.

Total \$ 287,000.