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

OMB No 1545-0052

2013

▶ 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.

Open to Public Inspection

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

Name of foundation Dr Scholl Foundation		A Employer identification number 36-6068724
Number and street (or P O box number if mail is not delivered to street address) 1033 Skokie Blvd.	Room/suite 230	B Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal code Northbrook, IL 60062		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
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, col (c), line 16) ▶ \$ 171,534,300.00 J Accounting method. ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	100	100		
	4 Dividends and interest from securities	1,400,463	2,012,443		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,432,345			
	b Gross sales price for all assets on line 6a 29,460,432				
	7 Capital gain net income (from Part IV, line 2)		6,212,576.00		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	0.00			
	11 Other income (attach schedule)		(20,164)		
	12 Total. Add lines 1 through 11	6,832,908.00	8,204,955.00	0.00	
	13 Compensation of officers, directors, trustees, etc	1,103,000	375,100		734,900
	14 Other employee salaries and wages	231,750	11,588		220,163
	15 Pension plans, employee benefits	468,726	140,618		275,942
	16a Legal fees (attach schedule)	2,654	796		1,858
	b Accounting fees (attach schedule)	35,400	33,630		1,770
	c Other professional fees (attach schedule)	442,705	439,702		2,488
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	486,620			
	19 Depreciation (attach schedule) and depletion	11,138	3,341		
	20 Occupancy	228,114	68,434		170,608
	21 Travel, conferences, and meetings	74,665	37,879		36,786
	22 Printing and publications				
	23 Other expenses (attach schedule)	81,840	568,153		57,184
	24 Total operating and administrative expenses. Add lines 13 through 23	3,166,612.00	1,679,241.00	0.00	1,501,699.00
	25 Contributions, gifts, grants paid	6,568,200			5,778,200
	26 Total expenses and disbursements. Add lines 24 and 25	9,734,812.00	1,679,241.00	0.00	7,279,899.00
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	(2,901,904.00)			
	b Net investment income (if negative, enter -0-)		6,525,714.00		
	c Adjusted net income (if negative, enter -0-)			0.00	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

SCANNED NOV 10 2014

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing	200	200	200		
	2 Savings and temporary cash investments	376,867	1,054,120	1,054,120		
	3 Accounts receivable ▶ Dividends					
	Less: allowance for doubtful accounts ▶	2,826	12,718	12,718		
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶ Due from Ptshp					
	Less: allowance for doubtful accounts ▶	6,684,068	1,000,000	1,000,000		
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges	84,927	97,438	97,438		
	10a Investments—U.S. and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)	71,913,092	85,549,702	85,549,702		
	c Investments—corporate bonds (attach schedule)	24,581,274	27,416,474	27,416,474		
	11 Investments—land, buildings, and equipment: basis ▶					
Less: accumulated depreciation (attach schedule) ▶						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)	50,556,511	56,363,998	56,363,998			
14 Land, buildings, and equipment: basis ▶ 406,094						
Less: accumulated depreciation (attach schedule) ▶ (374,742)	42,490	31,352	31,352			
15 Other assets (describe ▶ Deposit)	8,298	8,298	8,298			
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	154,250,553.00	171,534,300.00	171,534,300.00			
Liabilities	17 Accounts payable and accrued expenses	380,270	407,857			
	18 Grants payable	0	790,000			
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶ Excise tax liability)	409,000	800,620			
	23 Total liabilities (add lines 17 through 22)	789,270.00	1,998,477.00			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐					
	24 Unrestricted	153,461,283	169,535,823			
	25 Temporarily restricted					
	26 Permanently restricted	0				
	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)	153,461,283.00	169,535,823.00				
31 Total liabilities and net assets/fund balances (see instructions)	154,250,553.00	171,534,300.00				

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	153,461,283.00
2 Enter amount from Part I, line 27a	2	(2,901,904.00)
3 Other increases not included in line 2 (itemize) ▶ Unrealized Gains on Investments	3	18,976,444
4 Add lines 1, 2, and 3	4	169,535,823.00
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	169,535,823.00

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 PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b PARTNERSHIPS (SEE ATTACHED)		P	VARIOUS	VARIOUS
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 25,144,595		21,236,964	3,907,631.00
b 4,315,837		2,010,892	2,304,945.00
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
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	6,212,576
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	

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	8,356,430	151,539,143	0.0551
2011	7,938,997	154,740,255	0.0513
2010	7,743,307	148,318,103	0.0522
2009	7,525,111	132,698,865	0.0567
2008	8,205,817	163,721,290	0.0501

2 Total of line 1, column (d)	2	0.2654
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	0.05308
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	161,294,329
5 Multiply line 4 by line 3	5	8,561,502.98
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	65,257
7 Add lines 5 and 6	7	8,626,759.98
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	7,279,839

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	130,514
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	130,514.00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	130,514.00
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	84,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	30,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	114,000.00
8	Enter any penalty for underpayment of estimated tax Check here ☒ 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	16,514.00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.00
11	Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11	0.00

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		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? <i>If "Yes," attach a detailed description of the activities.</i>		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>		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?	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>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► ILLINOIS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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 ▶ <u>www.drschollfoundation.com</u>				
14	The books are in care of ▶ <u>John Nitschke</u>	Telephone no. ▶	<u>847-559-7430</u>	
	Located at ▶ <u>1033 Skokie Blvd, Suite 230, Northbrook, IL</u>	ZIP+4 ▶	<u>60062-4109</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		
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)?	1b	X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	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 ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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

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)? **5b** ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ 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? **7b** ☐ 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
See Attached Schedule				

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
Janice Sobelman	Exec. Asst			
1033 Skokie Blvd, Suite 230, Northbrook, IL	35 hours	97,725	51,149	
Donna Dowdle	IT Mgr			
1033 Skokie Blvd, Suite 230, Northbrook, IL	28 hours	68,325	54,242	
Marla Fields	Grant Admin			
1033 Skokie Blvd, Suite 230, Northbrook, IL	35 hours	65,700	42,904	

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

0

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
Ellwood Associates 33 West Monroe, Suite 1850, Chicago, IL	Investment Consulting	129,829

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 NONE	
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 ▶	0.00

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	163,268,664
b	Average of monthly cash balances	1b	451,924
c	Fair market value of all other assets (see instructions)	1c	30,000
d	Total (add lines 1a, b, and c)	1d	163,750,588.00
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	163,750,588.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,456,259
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	161,294,329.00
6	Minimum investment return. Enter 5% of line 5	6	8,064,716.45

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	8,064,716
2a	Tax on investment income for 2013 from Part VI, line 5	2a	130,514
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	130,514.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,934,202.00
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,934,202.00
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	7,934,202.00

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	7,279,899
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	7,279,899.00
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	7,279,899.00

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				7,934,202.00
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
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	1,466,355			
d From 2011	263,612			
e From 2012	918,713			
f Total of lines 3a through e	2,648,680.00			
4 Qualifying distributions for 2013 from Part XII, line 4. $\blacktriangleright$ \$ 7,279,899				
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				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	654,303			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,994,377.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0.00	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				7,934,202.00
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)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,994,377.00			
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010	812,052			
c Excess from 2011	263,612			
d Excess from 2012	918,713			
e Excess from 2013				

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0.00
b 85% of line 2a	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed				0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities				0.00
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.00	0.00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0.00
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0.00
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0.00
(3) Largest amount of support from an exempt organization				0.00
(4) Gross investment income				0.00

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

SEE ATTACHED

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

SEE ATTACHED

- c** Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

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

Recipient	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
Name and address (home or business)				
a Paid during the year SEE ATTACHED				5,778,200
Total			3a	5,778,200.00
b Approved for future payment American Committee for Weizmann Institute New York, New York, 10017 Community Foundation serving Boulder County Boulder, Colorado, 80302		PC PC	Basic scientific research Flood disaster relief	400,000 390,000
Total			3b	790,000.00

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	100	
4	Dividends and interest from securities			14	1,400,463	
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	5,432,345	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0.00		6,832,908.00	0.00
13	Total. Add line 12, columns (b), (d), and (e)				13 6,832,908.00	

(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

- | | | | |
|---|--|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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</p> | | Yes | No |
| | | | |
| 1a(1) | | | |
| 1a(2) | | | |
| | | | |
| 1b(1) | | | |
| 1b(2) | | | |
| 1b(3) | | | |
| 1b(4) | | | |
| 1b(5) | | | |
| 1b(6) | | | |
| 1c | | | |

[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

**Sign
Here**

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

Phil Ditschne
Signature of officer or trustee

10/22/2014
Date

Treasurer
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

Wayne Harder

Preparer's signature

James Hard

Date

10/21/14

Check ☐ if self-employed

PTIN

P00294296

Firm's name ► McGladrey LLP

Firm's EIN ► 42-0714325

Firm's address ▶ One S. Wacker Drive, #800, Chicago, IL 60606

Phone no 312-634-3400

DR. SCHOLL FOUNDATION - 36-6068724

FORM 990PF - YEAR ENDED DECEMBER 31, 2013

Page 1, Lines 4, 7, 11, 23 Col (b)/Page 3, Part IV, Line 2 - Net Investment Income/Capital Gain.

Column (b) includes dividends and interest and capital gains (Pg. 3, Part IV) as reported on K-1 Forms of LLC partnerships in which the taxpayer has an ownership interest as well as other investment expenses.

		<u>LLC Investments</u>		
		<u>Per Book</u>	<u>Book/Tax Difference</u>	<u>Amounts per Form 990-PF</u>
Interest and dividends	line 4	258,669	611,980	870,649
Capital gains (losses)	line 7	1,184,741	780,231	1,964,972
Other Income				-
Vontobel		0	(3,305)	(3,305)
Adams Street Partners 2004 LLCs		0	8,628	8,628
Adams Street Partners 2006 LLCs		0	13,262	13,262
Adams Street Partners 2008 LLCs			17,572	17,572
Adams Street Partners 2011 LLCs		0	877	877
Coller Intl Partners VI		0	10,994	10,994
Mondrian Emerg. Mkts Equity Fd			6,469	6,469
SSGA ACWI		0	18,198	18,198
Wellington Inflation Hedge			(92,859)	(92,859)
	line 11		(20,164)	(20,164)
Other Expenses	line 23	-	543,600	543,600

LLC Difference

DR. SCHOLL FOUNDATION - 36-6068724
PART 1, FORM 990-PF - YEAR ENDED DECEMBER 31, 2013

		Columns		
		(a)	(b)	(d)
<u>Part I, Line 11, Other Income</u>				
Partnership gains		-	(20,164)	
<u>Part I, Line 16, Professional fees</u>				
16 a Legal fees		2,654	796	1,858
16 b Annual audit		35,400	33,630	1,770
16 c Other professional fees.				
Investment advisory fees		234,551	234,551	-
Securities custodian fees		23,640	23,640	-
Investment consulting fees		129,829	129,829	-
Other accounting and tax		10,305	9,790	515
Benefit plans administration fees and other		2,819	846	1,973
		401,144	398,656	2,488
<u>Part I, Line 18, Taxes.</u>				
Federal excise taxes.				
Current provision		107,620		
Deferred provision		379,000		
		486,620		
<u>Part I, Line 19, Depreciation:</u>				
Description	Date	Cost	Prior	Depr
	Acquired		Depr	This Yr.
Office Equip.	2001	126,534	126,534	SL
	2002	115,813	115,813	SL
"	2004	1,585	1,427	SL
"	2008	4,351	2,175	SL
Total Off. Eq		248,283		
L-hold Improv	2001	150,266	111,864	SL
	2002	7,545	5,790	SL
Total L-hold Imp		157,811		
Total		406,094	363,604	
<u>Part I, Line 23, Other expenses:</u>				
Dues and subscriptions		5,938	1,781	4,157
Office supplies and expenses		19,548	5,864	13,580
Information technology		4,311	1,293	3,018
Insurance		36,790	11,037	25,753
Telephone		11,644	3,493	8,151
Other partnership deductions		-	543,600	
Postage		3,609	1,083	2,526
Total		81,840	568,153	57,184
<u>Part II, Line 14, Equipment</u>				
Office equipment		248,283		
Leasehold improvements		157,811		
Accumulated depreciation and amortization		(374,742)		
Book value		31,352		

DR SCHOLL FOUNDATION -366068724
FORM 990 PF -PART IV
LINE 1b
2013
CAPITAL GAINS AND LOSSES

DATE	DESCRIPTION	QUANTITY	PROCEEDS	COST	GAIN/LOSS
	PARTNERSHIPS AND OTHER				-
3/31/2013	DONNELLEY SETTLEMENT		3,123	-	3,123
4/30/2013	VERITAS SETTLEMENT		135	-	135
4/30/2013	MICRON SETTLEMENT		2,596		2,596
4/30/2013	CENDANT SETTLEMENT		837		837
6/30/2013	VOYAGER LEARNING SETTLEMENT		4,579	-	4,579
7/31/2013	MELLON SETTLEMENT		1,908	-	1,908
10/31/2013	MARSH MCLENNAN SETTLEMENT		227	-	227
11/30/2013	MCKESSON SETTLEMENT		1,224		1,224
11/30/2013	TYCO SETTLEMENT		521		521
VARIOUS	COLLER CAPITAL V		524,688	517,402	7,286
VARIOUS	LEXINGTON CAPITAL		811,025	904,421	(93,396)
7/31/2013	COMMON SENSE LONG SHORT FD		1	2	(1)
12/31/2013	SILVER POINT PARTNERS		1,000,000	589,067	410,933
	ADAMS STREET 2004 US		264,658	-	264,658
	ADAMS STREET 2004 NONUS		80,727		80,727
	ADAMS STREET 2006 US		199,473	-	199,473
	ADAMS STREET 2006 NON US		86,474		86,474
	ADAMS STREET 2006 DIRECT		10,048	-	10,048
	ADAMS STREET 2008 US		191,454	-	191,454
	ADAMS STREET 2008 NON US		49,873		49,873
	ADAMS STREET 2008 DIRECT		25,557	-	25,557
	ADAMS STREET 2011 US		32,169		32,169
	ADAMS STREET 2011 NON US DEV		9,157		9,157
	ADAMS STREET 2011 EMERGING		77	-	77
	FLAG ENERGY III		-		-
	COLLER INTERNATIONAL PTNRS VI		56,144		56,144
	FRONTIER CAPITAL SMALL CAP		184,984		184,984
	MONDRIAN EMERGING MARKETS		(681)	-	(681)
	VONTOBEL INTERNATIONAL		40,467		40,467
	WELLINGTON DIVERSIFIED HEDG		(36,040)	-	(36,040)
	SSGA GLOBAL ACWI MSCI FUNDS		737,528	-	737,528
	SSGA GLOBAL EMERGING FUNDS		32,904		32,904
					-
	Total		4,315,837	2,010,892	2,304,945

Dr Scholl Foundation
2013
Form 990PF, Part II line 10

Fed. # 36-6068724			
<u>Asset</u>	<u>Units</u>	<u>Price</u>	<u>Market Value</u>
10b-Investments - Corporate Stock			
ABBOTT LABORATORIES	6,028.00	38.33	231,053
ADOBE SYSTEMS INC	3,054.00	59.88	182,870
ALEXION	2,344.00	132.88	311,480
ALLERGAN INC/UNITED STATES	2,981.00	111.08	331,129
AMAZON COM INC	1,720.00	398.79	685,919
AMERICAN TOWER CORP	2,263.00	79.82	180,633
APPLE INC	1,510.00	561.02	847,140
ARM HOLDINGS PLC ADR	3,152.00	54.73	172,512
WM BLAIR INTERNATIONAL SM CAP FUND	230,878.79	16.23	3,747,163
BIOGEN IDEC	1,545.00	279.57	431,939
BOEING CO/THE	2,613.00	136.49	356,648
BRISTOL-MYERS SQUIBB CO	7,024.00	53.15	373,326
CELGENE CORP	1,083.00	168.97	182,992
CHIPOTLE MEXICAN GRILL INC	349.00	532.78	185,940
CANADIAN PACIFIC RAILWAY LTD	1,420.00	151.32	214,874
CONCHO RESOURCES INC	2,043.00	108.00	220,644
COSTCO WHOLESALE CORP	2,901.00	119.02	345,277
DIAGEO PLC	1,345.00	132.42	178,105
WALT DISNEY CO/THE	4,156.00	76.40	317,518
DODGE & COX STOCK FUND	108,400.20	168.87	18,305,541
DISCOVERY COMMUNICATIONS INC	2,920.00	90.42	264,026
DUNKIN' BRANDS GROUP INC	4,376.00	48.20	210,923
EOG RESOURCES	1,277.00	167.84	214,332
EBAY INC	2,910.00	54.87	159,657
EXPRESS SCRIPTS INC	3,483.00	70.24	244,646
FMC TECHNOLOGIES	1,732.00	52.21	90,428
FACEBOOK INC A	6,632.00	54.65	362,432
FIREEYE INC	919.00	43.61	40,078
FRONTIER CAPITAL SMALL CAP FUND			5,487,293
GILEAD SCIENCES	4,296.00	75.10	322,630
GOLDMAN SACHS GROUP INC/THE	1,830.00	177.26	324,386
GOOGLE INC	694.00	1,120.71	777,773
INIDITEX	11,469.00	33.02	378,706
KANSAS CITY SOUTHERN	753.00	123.83	93,244
ESTEE LAUDER COS INC/THE	3,626.00	75.32	273,110
LINKEDIN CORP	1,478.00	216.83	320,475
MICHAEL KORS	2,182.00	81.19	177,157

Dr. Scholl Foundation
2013
Form 990PF, Part II line 10

Fed. # 36-6068724			Market
<u>Asset</u>	<u>Units</u>	<u>Price</u>	<u>Value</u>
MASTERCARD INC	915.00	835.46	764,446
MERCK	2,189.00	50.05	109,559
MOMDELEZ INTERNATIONAL	8,230.00	35.30	290,519
MONSANTO CO	3,697.00	116.55	430,885
MORGAN STANLEY	7,535.00	31.36	236,298
NETFLIX	570.00	368.17	209,857
NIKE INC	4,782.00	78.64	376,056
NOVO NORDISK A/S ADR	1,637.00	184.76	302,452
PERRIGO CO	1,280.00	153.46	196,429
PRECISION CASTPARTS CORP	1,403.00	269.30	377,828
PRICELINE.COM INC	425.00	1,162.40	494,020
ROLLS ROYCE HOLDINGS PLC	1,023.00	106.03	108,469
RALPH LAUREN CORP	978.00	176.57	172,685
RED HAT INC	4,431.00	56.04	248,313
SALESFORCE.COM INC	5,579.00	55.19	307,905
SCHLUMBERGER LTD	2,838.00	90.11	255,732
SPLUNK INC	2,847.00	68.67	195,503
SPROUTS	1,079.00	38.43	41,466
STARBUCKS CORP	2,626.00	78.39	205,852
SWATCH GROUP	5,633.00	33.20	187,016
TEMPLETON FOREIGN EQ SERIES FUND	233,523.81	22.72	5,305,661
TJX COMPANIES	6,664.00	63.73	424,697
TABLEAU SOFTWARE	553.00	68.93	38,118
TESLA MOTORS	977.00	150.43	146,969
TRIPADVISOR	1,092.00	82.83	90,450
TWENTY FIRST CENTURY FOX	3,165.00	35.17	111,313
TWITTER INC	1,741.00	63.65	110,815
UNDER ARMOUR	1,917.00	87.30	167,354
UNION PACIFIC CORP	1,330.00	168.00	223,440
UNITED TECHNOLOGIES CORP	2,416.00	113.80	274,941
VERTEX PHARMACEUTICALS INC	3,668.00	74.30	272,532
VISA INC	2,015.00	222.68	448,700
VMWARE INC	2,615.00	89.71	234,592
WHOLE FOODS MARKET INC	4,643.00	57.83	268,505
WORKDAY INC	1,904.00	83.16	158,337
ADR YOUKU INC	672.00	30.30	20,362
UNSETTLED TRADES			(7,534)
VONTOBEL INTERNATIONAL GROWTH FUND			4,719,704
WELLINGTON INFLATION HEDGE FUND			5,313,630
WELLS FARGO ADVANTAGE SMALL MED FD	304,965.60	17.19	5,242,359
STATE STREET GLOBAL ACWI INDEX FUND			15,965,378
MONDRIAN EMERGING MARKETS EQUITY FUNDS			2,964,089
			85,549,702

Dr. Scholl Foundation

2013

Form 990PF, Part II line 10

10 C - Investments - Bonds		Fed. # 36-6068724	
DFA ONE-YEAR FIXED INCOME FUND	140,724.86	10.31	1,450,873
METROPOLITAN WEST LOW DUR FUND	1,001,613.29	8.79	8,804,181
PIMCO TOTAL RETURN FUND	1,596,804.25	10.69	17,069,838
FIRST AMERICAN TREAS. OBLIG FUND	91,581.52	1.00	91,582
Total Investments - Bonds			27,416,474
13 - Investments - Other			
ADAMS STREET PARTNERSHIPS 2004 US			2,373,249
ADAMS STREET PARTNERSHIPS 2004 NON US			832,506
ADAMS STREET PARTNERSHIPS 2006 US			2,265,860
ADAMS STREET PARTNERSHIPS 2006 NON US			1,222,466
ADAMS STREET PARTNERSHIPS 2006 DIRECT			422,097
ADAMS STREET PARTNERSHIPS 2008 US			2,066,994
ADAMS STREET PARTNERSHIPS 2008 NON US			879,527
ADAMS STREET PARTNERSHIPS 2008 DIRECT			558,668
ADAMS STREET PARTNERSHIPS 2011 US			709,211
ADAMS STREET PARTNERSHIPS 2011 NON US			202,755
ADAMS STREET PARTNERSHIPS 2011 EMERGING			91,951
ALLBLUE LIMITED			3,045,440
LEXINGTON CAPITAL PARTNERS VI			3,175,000
COLLER INTERNATIONAL PARTNERS V-B, LP			1,036,081
COLLER INTERNATIONAL PARTNERS VI, LP			1,441,554
MW EUREKA FUND			4,742,215
HBK MULTI-STRATEGY OFFSHORE FUND LTD			5,861,484
MARATHON EUROP. CREDIT OPP. FUND SPC			1,928,625
SILVER POINT CAPITAL OFFSHORE FUND LTD			6,237,625
OZ OVERSEAS FUND II LTD			6,549,495
SEG PARTNERS OFFSHORE LTD			3,972,255
ALYSHEBA FUND LTD			3,476,905
M. KINGDON OFFSHORE LTD			3,231,143
FLAG ENERGY & RESOURCES PART. III LP			40,892
Total Investments - Other			56,363,998
			169,330,174

DR. SCHOLL FOUNDATION - 36-6068724				
FORM 990-PF - PART VIII, ITEM 1, OFFICERS, DIRECTORS, TRUSTEES				
AND THEIR COMPENSATION, IF ANY				
YEAR ENDED DECEMBER 31, 2013				
			(d)	(e)
	Title and		Employee	Expense acct.
	time devoted	(c)	benefit plans	other
<u>Name and address*</u>	<u>to position</u>	<u>Compensation</u>	<u>deferred comp.</u>	<u>allowances</u>
Mary Ann Hynes	Director - 6 hrs/week	37,000	0	0
Stephen Meer	Director - 6 hrs/week	34,000	0	0
Anne Moseley	Director/Vice President -35hrs/week	133,000	52,254	-
John A. Nitschke	Treasurer - 35hrs/week	293,000	82,148	0
Richard B. Patterson	Director - 6hrs/week	30,000	0	0
Daniel Scholl	Director - 6 hrs/week	31,000	0	0
Pamela Scholl	Board Chairman/Pres. - 35hrs/week	455,000	123,545	5,511
Jeanne M. Scholl	Director/Secretary - 8 hrs/week	66,000	0	0
Susan Scholl	Director -6 hrs/week	31,000	0	0
		1,110,000	257,947	5,511
*All of the above can be reached at 1033 Skokie Blvd., Suite 230 Northbrook, IL 60062				

DR. SCHOLL FOUNDATION - 36-6068724

FORM 990PF - YEAR ENDED DECEMBER 31, 2013

Part XV - Supplementary Information - Line 2a

1 Grants

- (a) Pamela Scholl, President
Dr Scholl Foundation
1033 Skokie Blvd., Suite 230
Northbrook, IL 60062
Tel. 847-559-7430
- (b) Grant application letter of interest is accessible via the website
at drschollfoundation.com. A copy of the pdf version
used is attached.
- (c) Before March 1, of each calendar year
- (d) Restricted to exempt organizations under Internal Revenue
Code section 501 (c) (3)

Founded by William M. Scholl, MD, in 1947

APPLICATIONS MUST BE RECEIVED NO LATER THAN 4 P.M. MARCH 1, 2014

Summarize your project request using this space only
Type or print legibly using black pen (Important, all directors review this summary)

Do Not Alter Form

Objectives of organization (mission statement or activities actually pursued – no attachments):

Organization's Financial Data:
(most recent fiscal year)

Total revenue: \$ _____
Total program expenses: \$ _____
Total administrative expenses: \$ _____
Total fund raising expenses: \$ _____
Total invested/endowed funds: \$ _____

Requested 2014 Project Budget:

Project expenses: \$ _____
Requested amount
for project: \$ _____

Donor Information:

Top five donors – names and amounts for the last fiscal year including foundation, government, corporate and individuals (anonymous unacceptable) – all information kept confidential

1.	_____	\$ _____
2.	_____	\$ _____
3.	_____	\$ _____
4.	_____	\$ _____
5.	_____	\$ _____

CERTIFICATION

The undersigned hereby certifies that; (A) the information set forth in this application and supporting documents is correct to the best of his or her information and belief, (B) the Internal Revenue Service determination letter submitted in support of this application has not been revoked, cancelled or modified, and (C) no funds received pursuant to this application will be used for prohibited transactions.

Applicant organization: _____

CEO or CFO signature only: _____

Print name and title of officer above: _____

Date signed: _____

Foundation Use Only

Do Not Alter Form

Dr. Scholl Foundation
2013 Paid Grants

Donee and Address	Purpose	DollarsPaid	Charity Type
Abraham Lincoln Presidential Library Foundation Springfield, IL 62701	Discretionary Grant	10,000 00	PC
Accelerate Institute Chicago, IL 60661	Funding to help support Inner-City Teaching Corps	10,000.00	PC
Adaptive Adventures Wilmette, IL 60091	Funding to support ASK Program	5,000 00	PC
Adler Planetarium & Astronomy Museum Chicago, IL 60605	Funding to support new theater show	20,000.00	PC
Advocate Charitable Foundation Downers Grove, IL 60515	Funding to support Childhood Trauma Treatment Program	15,000 00	PC
After School Matters-Gallery 37 Center for the Arts Chicago, IL 60601	Funding to support out-of-school time programming	20,000 00	PC
Alice Lloyd College Pippa Passes, KY 41844	Funding for tuition assistance program	15,000 00	PC
Alliance for the Great Lakes Chicago, IL 60601	Funding to support Adopt-a-Beach program	10,000 00	PC
Alliance Francaise de Chicago Chicago, IL 60610	Funding to help support Educational Outreach Program	5,000 00	PC
Alzheimer's Disease and Related Disorder Association, Inc Chicago, IL 60601	Funding to support Physician Outreach program	10,000 00	PC
Amate House Chicago, IL 60609	Funding to support Volunteer Retreat program	5,000.00	PC
America Abroad Media Washington, DC 20036	Funding to support Journalism Fellowship Program	20,000 00	PC
America Scores Chicago Chicago, IL 60616	Funding to support youth development programming	5,000 00	PC
American Foreign Policy Council Washington, DC 20002	Partial funding for research on Islam and Iran	10,000 00	PC
American Friends of the Israel Sports Center for the Disabled Deerfield, IL 60015	Partial funding to purchase wheelchairs	5,000 00	PC
American Red Cross-Chicago Chicago, IL 60612	Funding to support Kid Safety Program	25 000 00	PC
American Society for Yad Vashem New York NY 10110-1699	Funding to support Videotaping Testimonies of Holocaust Survivors	10,000 00	PC
Angelic Organics Learning Center Caledonia, IL 61011	Funding to help support On-Farm Initiative	10,000 00	PC

Dr Scholl Foundation
2013 Paid Grants

Ann & Robert H Lurie Children's Hospital of Chicago Fndn Chicago, IL 60611-2605	Funding to support Pediatric Cardiology Fellowship Program	50,000 00	PC
Archdiocese of Chicago Chicago, IL 60611	Funding to help support M Ed In Instructional Leadership Catholic Educator Cohort	50,000.00	PC
Archdiocese of Chicago-Immigrant Edu Affairs Chicago, IL 60653-1402	Funding to support Pastoral Migratoria	5,000 00	PC
Arise Chicago Chicago, IL 60607	Funding to support Work Center	5,000 00	PC
Arizona Nursery Association Foundation Tempe, AZ 85282-1127	Funding to support education and scholarship program	7,500 00	PC
Art Institute of Chicago Chicago, IL 60603	Funding to support educational programming	10,000 00	PC
Audubon Colorado - National Audubon Society Pagosa Springs, CO 81147	Funding to support FMREE program	5,000 00	PC
B U I L D , Inc Chicago, IL 60644	Funding to support Austin Community Cluster program	70,000 00	PC
B U I L D , Inc Chicago, IL 60644	Discretionary Grant	5,000.00	PC
Back To School Clothing Drive Phoenix, AZ 85034	Partial funding for 2014 New Clothes, New Beginnings Annual Clothing Distribution	10,000 00	PC
Barrel of Monkeys Productions Chicago, IL 60640	Funding to help support arts education programs	5,000.00	PC
Barrington Area Council on Aging, Inc (BACOA) Barrington, IL 60010	Funding to support Total Memory Workout Program	5,000 00	PC
Be The Match Foundation Minneapolis, MN 55413-1753	Discretionary Grant	2,000 00	PC
Be The Match Foundation Minneapolis, MN 55413-1753	Funding to support Transplant Grants for Kids program	10,000 00	PC
Benewah County Humane Society, Inc St Maries, ID 83861	Funding to support Urgent/Emergency Veterinary Care program	2,500 00	PC
Bernard P Floriani Foundation Lake Forest, IL 60045	Funding to support book distribution program	5,000 00	PC
Big Brothers Big Sisters of Green County, Inc Monroe, WI 53566	Funding to support Lunch Buddies program	5,000 00	PC
Big City Mountaineers Golden, CO 80401	Funding to help support wilderness mentoring expeditions	2,000 00	PC

Dr Scholl Foundation
2013 Paid Grants

Big Shoulders Fund Chicago, IL 60607	Funding to support Patrons Program and Scholars Program - \$50,00 of grant for Hales Franciscan High School	300,000 00	PC
Bishop Sheen Ecumenical Housing Foundation Rochester, NY 14607	Funding to support Emergency Home Repair Program	5,000 00	PC
Boundless Readers Chicago, IL 60640	Funding to support Rochelle Lee Teacher Award Program	5,000 00	PC
Boys & Girls Clubs of Greater Milwaukee Milwaukee, WI 53212	Funding to support Sista Pride program	3,000 00	PC
Boys & Girls Clubs of Metropolitan Phoenix Phoenix, AZ 85008-1824	Funding to support Dental Clinic	25,000 00	PC
BraveHearts Therapeutic Riding & Educational Center Harvard, IL 60033	Funding to support endowment	25,000 00	PC
Cabrini Connections, Tutor-Mentor Connection Chicago, IL 60642	Funding to support general operation of program	10,000 00	PC
Camp Extreme - Project Extreme Lawrence, NY 11559	Funding to help support scholarship programs	15,000 00	PC
Canine Companions for Independence Delaware, OH 43015	Funding to support "Canine Good Health" program	10,000 00	PC
CASA of Cook County Chicago, IL 60607	Funding to help Child Advocacy Program	10,000.00	PC
Catalyst Schools Chicago, IL 60629	Partial funding for textbooks, learning materials and classroom equipment	10,000 00	PC
Cathedral Counseling Center Chicago, IL 60602	Funding to support core counseling program	5,000 00	PC
Catholic Charities of the Archdiocese of Chicago Chicago, IL 60654-3503	Funding to support Veterans Initiatives	30,000 00	PC
Catholic Church Extension Society Chicago, IL 60606	Partial funding for staff salaries	45,000 00	PC
Catholic Theological Union Chicago, IL 60615-5698	Funding to provide full-tuition scholarships to 2 students	10,000 00	PC
Center for Rural Leadership - Project Centrl Casa Grande, AZ 85122	Funding to help support leadership development program	20,000 00	PC
Center for Strategic & International Studies Washington, DC 20036	Funding to help support new building costs & Scholl Chair in International Business	280,000 00	PC
Center for the Study of the Presidency and Congress Washington, DC 20036	Discretionary Grant for general operations	10,000 00	PC

Dr Scholl Foundation
2013 Paid Grants

Center for the Study of the Presidency and Congress Washington, DC 20036	Funding to support Vision 2020, Presidential Fellows Program and Policy Roundtables programs	200,000 00	PC
Center of Concern Park Ridge, IL 60068	Funding to support Senior Support and Geriatric Counseling Program	20,000 00	PC
Charis Ministries Chicago, IL 60660	Funding to support Military Initiative	5,000 00	PC
Chicago Architecture Foundation Chicago, IL 60604-2500	Funding to support Youth Initiatives	10,000.00	PC
Chicago Chamber Musicians Chicago, IL 60601-6821	Funding to support Neighborhood Tour Program	5,000 00	PC
Chicago Council on Global Affairs Chicago, IL 60604-4434	Funding to support Fellowship	50,000 00	PC
Chicago Council on Global Affairs Chicago, IL 60604-4434	Discretionary Grant general operations	10,000 00	PC
Chicago Council on Global Affairs Chicago, IL 60604-4434	Funding to help support Visiting Fellow on U S -China Relations	95,000 00	PC
Chicago Foundation for Education Chicago, IL 60602	Partial funding to award Fellowships	10,000 00	PC
Chicago Fund on Aging and Disability Chicago, IL 60657	Funding to support Holiday Meals Program	5,000.00	PC
Chicago Gateway Green Chicago, IL 60611	Funding to support Expressway Partnership Program	10,000 00	PC
Chicago High School for the Arts Chicago, IL 60616	Funding to support the Arts Program	20,000 00	PC
Chicago Horticultural Society-Chicago Botanic Garden Glencoe, IL 60022-0400	Funding to support horticulture internship program	15,000 00	PC
Chicago Jesuit Academy Chicago, IL 60644	Funding to support a Comprehensive Scholarship	10,000 00	PC
Chicago Lighthouse For People Who Are Blind or Visually Impaired Chicago, IL 60608	Funding to support Senior Program	10,000 00	PC
Chicago Public Library Foundation Chicago, IL 60602	Funding to support summer learning program	50,000 00	PC
Chicago Public Media - WBEZ Chicago, IL 60611	Funding to help support Community News Bureaus	35,000 00	PC
Chicago Shakespeare Theater Chicago, IL 60611	Funding to support Team Shakespeare program	5.000 00	PC
Chicago Symphony Orchestra Chicago, IL 60604-2559	Funding to support Civic Orchestra of Chicago	5,000 00	PC

Dr. Scholl Foundation
2013 Paid Grants

Chicago Theatre Group/Goodman Theatre Chicago, IL 60601-3205	Funding to support Cindy Bandle Young Critics program	5,000 00	PC
Chicago Zoological Society/Brookfield Zoo Brookfield, IL 60513	Funding to support science and nature education programs	5,000 00	PC
ChildServ Chicago, IL 60631-4101	Funding to support HIPPY program	5,000 00	PC
Chinese American Service League Chicago, IL 60616	Funding to support Adult Day Services program	5,000 00	PC
Christ The King Jesuit College Preparatory High School Chicago, IL 60644	Funding to help support Campus Ministry Program	10,000 00	PC
Christian Appalachian Project Lexington, KY 40509	Funding to help support Family Life Counseling program	5,000 00	PC
Circa Isle of Man Douglas, Isle Of Man 1M1 2PG	Funding to help support salary costs	30,000 00	PC
Cistercians of Strict Observance-MA Wrentham, MA 02093	Funding to help support salary for nurse to assist in care for older sisters	15,000 00	PC
City Year Chicago Chicago, IL 60603	Funding to help support Whole School Whole Child	5,000 00	PC
Clean the World Foundation, Inc Orlando, FL 33801	Partial funding for 3 new machines	5,000.00	PC
Colorado Horse Rescue Longmont, CO 80503	Funding to support food, shelter, medicine and adoption services for horses	10,000 00	PC
Colorado Mountain Club Golden, CO 80401	Funding to support Youth Education Program	5,000 00	PC
Colorado State University Foundation Fort Collins, CO 80522-1870	Funding to help develop Parks as Portals to Learning program	15,000 00	PC
Colorado Therapeutic Riding Center Longmont, CO 80501	Funding to support Retired Horse Sanctuary Program	15,000 00	PC
Communities In Schools of Chicago (CISC) Chicago, IL 60607	Funding to support programs and services for students in the Chicago Public School System	5,000 00	PC
Community Foundation Serving Boulder County Boulder, CO 80302	Funding to support flood and disaster relief	110,000 00	PC
CommunityHealth Chicago, IL 60622	Funding to support EXCELS program	10,000 00	PC
Concern Universal Hereford, HR4 9BX	Funding to support programs challenging poverty and inequality	20,000 00	PC
Cook County Justice for Children Chicago, IL 60604	Funding to support Secure Detention and Data and Reporting Strategy Teams	20,000 00	PC

Dr. Scholl Foundation
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CORE Foundation Chicago, IL 60612	Partial funding to hire Project Associate	10,000 00	SOI
Corporation for Jefferson's Poplar Forest Forest, VA 24551-0419	Funding to support Summer Field School in Historical Archaeology	5,000 00	PC
Cotting School, Inc Lexington, MA 02421	Funding to support Adaptive Physical Education program	5,000 00	PC
Council for Jewish Elderly Chicago, IL 60645	Funding to support housing for the elderly	1,000 00	PC
Court Theatre Fund Chicago, IL 60637	Funding to support Student Education Program	10,000.00	PC
Craig Hospital Foundation Englewood, CO 80113	Partial funding to purchase therapeutic equipment	10,000 00	SOI
Cristo Rey Jesuit High School Chicago, IL 60608	Funding to support science program	10,000.00	SO III FI
Cristo Rey Network Chicago, IL 60604	Funding to support Teach-Learn-Lead program	25,000 00	SO III FI
Cristo Rey St. Martin College Prep Waukegan, IL 60085	Funding to help support Corporate Work Study Scholars Program	10,000 00	SO III FI
Dental Lifeline Network Northbrook, IL 60065	Funding to support Donated Dental Services program	5,000.00	PC
Dominican University River Forest, IL 60305	Funding to support Center for Global Commerce through Peace	15,000 00	PC
Donka, Inc Wheaton, IL 60187	Funding to help support Assistive Technology Training Program for Persons with Disabilities	5,000.00	PC
Dreams With Wings Louisville, KY 40205	Partial funding for refurbishing and property improvements	15,000 00	PC
Duke University Medical Center Durham, NC 27701	Funding to help support nursing student scholarships	20,000.00	PC
Easter Seals Joliet Region, Inc Joliet, IL 60435-5202	Funding to support salary, scholarships and purchase of updated educational materials	40,000 00	PC
Edison & Ford Winter Estates Fort Myers, FL 33902	Partial funding for Hands On Learning Carts	10,000 00	PC
Elawa Farm Lake Forest, IL 60045	Funding to support farm operations	3,000 00	PC
Environmental Law and Policy Center of the Midwest Chicago, IL 60601-2208	Funding to help support the 20th Anniversary Campaign	30,000.00	PC
Environmental Learning for Kids, E L K Denver, CO 80239	Funding to support Denver Youth Naturally and School Based Programs	5,000 00	PC
Erika's Lighthouse Winnetka, IL 60093	Funding to support updating and reprinting of "Parent Handbook on Childhood and Adolescent Depression"	5,000 00	PC

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Esperanza Health Centers Chicago, IL 60608-2405	Funding to help support Healthy Smiles initiative	5,000 00	PC
Fidelco Guide Dog Foundation Bloomfield, CT 06002	Funding to support costs of operating van fleet	10,000 00	PC
Fight Crime Invest in Kids Chicago, IL 60601	Funding to help expand public and policymaker education efforts	10,000 00	PC
Foothills Caring Corps, Inc Carefree, AZ 85377-8592	Funding to help support Volunteer Enhancement project	10,000 00	PC
Foothills Food Bank Carefree, AZ 85377	Funding to help implement Snack Pack program	15,000 00	PC
Franciscan Outreach Association Chicago, IL 60622	Funding to help support case manager salaries	5,000 00	PC
Frequent Flyers Productions Boulder, CO 80301	Funding to help support Kids Who Fly program	4,000 00	PC
Friends of the Chicago River Chicago, IL 60604-2272	Funding to support CRSN program	5,000.00	PC
Friends of the Parks-Chicago Chicago, IL 60602-2174	Funding to support Environmental Education Program and Nature Along the Lake program	5,000 00	PC
Garfield Park Conservatory Alliance Chicago, IL 60624	Funding to support development of outdoor garden	10,000 00	PC
Georgetown University Medical Center Washington, DC 20057	Funding to support Palliative Care Program	25,000 00	PC
Gilda's Club Chicago Chicago, IL 60610	Partial funding to provide free support community for people affected by cancer	5,000.00	PC
Girl Scouts of Greater Chicago and Northwest Indiana Chicago, IL 60603-1800	Funding to support Healthy Living Initiative	5,000 00	PC
Girls In The Game Chicago, IL 60607	Funding to help support After School Program	5,000 00	PC
Glens Falls Area Youth Center, Inc Glens Falls, NY 12801	Partial funding to purchase aerobic machines	5,000 00	PC
Global Explorers Fort Collins, CO 80521	Funding to support No Barriers Youth Summits	10,000 00	PC
God's Pantry Food Bank, Inc Lexington, KY 40511-1084	Funding to support Kids Café Project	5,000 00	PC
Goodwill Industries of Metropolitan Chicago, Inc Chicago, IL 60607	Funding to support Workforce Connection Centers	10,000 00	PC
Grand Canyon Association Grand Canyon, AZ 86023	Funding to help support "Kids at the Canyon" program	15,000 00	PC

Dr Scholl Foundation
2013 Paid Grants

Grant Park Music Festival Chicago, IL 60601	Funding to help support Caminos del Inka program	5,000 00	PC
Greater Chicago Food Depository Chicago, IL 60632-4416	Funding to support food distribution programs	10,000 00	PC
Green County Family YMCA, Inc Monroe, WI 53566-1169	Partial funding to replace pool's grate system	5,000 00	PC
Greenwood Wildlife Rehabilitation Sanctuary Boulder, CO 80308	Funding to help purchase infant formulas	10,000 00	PC
Hales Franciscan High School Chicago, IL 60617	Discretionary Grant	10,000.00	PC
Harlem Children's Zone New York, NY 10035	Funding to help support College Prep Program	15,000 00	PC
Harris Theater for Music and Dance Chicago, IL 60601	Funding to support Theater's Partnership Initiative	5,000 00	PC
Have Dreams Park Ridge, IL 60068	Funding to help support need-based scholarships to Social, Communication and Independent Living Skills program	5,000 00	PC
HawkQuest Parker, CO 80134	Funding to support "Birds of Prey Lectures"	5,000 00	PC
Heard Museum Phoenix, AZ 85004-1480	Funding to help support Latino Folk Tales. Cuentos Populares exhibition	5,000 00	PC
High Jump Chicago, IL 60610-1492	Partial funding for general operating support	5,000 00	PC
Holy Family Ministries Northfield, IL 60093	Funding to support programs at Holy Family School	5,000 00	PC
Honor Flight, Inc Springfield, OH 45505	Funding to support flights	3,000 00	PC
Howard Area Community Center Chicago, IL 60626	Funding to support Dental Clinic	15,000 00	PC
Humane Society of Boulder Valley Boulder, CO 80301	Funding to help support Behavior Modification program	10,000 00	PC
Humanitarian Service Project Carol Stream, IL 60188	Funding to support Senior Citizen Project	3,200 00	PC
I Have a Dream of Boulder County Boulder, CO 80301	Funding to help support Positive Futures	10,000 00	PC
Illinois Foot Health Education Foundation Burr Ridge, IL 60527	Funding to help support Keep Your Feet Moving program	5,000 00	SOI
Illinois Holocaust Museum & Education Center Skokie, IL 60077	Funding to support Education Center	10,000 00	PC
Illinois Institute of Technology Chicago, IL 60616	Funding to help support Academic Resource Center	10,000 00	PC

Dr. Scholl Foundation
2013 Paid Grants

Indiana Dunes Environmental Learning Center Chesterton, IN 46304	Funding to support Mighty Acorns Nature Camp	5,000 00	PC
Infant Welfare Society of Chicago Chicago, IL 60647	Funding to support Family Services	10,000 00	PC
Infant Welfare Society of Evanston, Inc Evanston, IL 60202	Funding to support The Sooner, The Better project	5,000 00	PC
Injured Marine Semper Fi Fund Oceanside, CA 92057	Discretionary Grant general operations	5,000 00	PC
Injured Marine Semper Fi Fund Oceanside, CA 92057	Funding to support Education and Career Transition assistance program	20,000 00	PC
Inspiration Corporation Chicago, IL 60640	Funding to help support Supportive Services program	10,000 00	PC
Instituto Cervantes of Chicago, Inc. Chicago, IL 60654	Funding to support Chicago Flamenco Festival	5,000.00	PC
International Center for Religion & Diplomacy Washington, DC 20001	Funding to help support Columbian religious and women's groups	15,000.00	PC
International Children's Media Center Northbrook, IL 60062	Funding to help support My First Media program	5,000 00	PC
International Hearing Dog, Inc. Henderson, CO 80640	Funding to support training and placement of hearing dog	7,000 00	PC
ITEST St. Louis, MO 63119	Funding to help support educational workshops	5,000.00	PC
Jane Addams Resource Corporation Chicago, IL 60640	Funding to support Careers In Manufacturing Programs	5,000.00	PC
Joffrey Ballet Chicago Chicago, IL 60601	Funding to help support Masters of Dance project	15,000 00	PC
John G. Shedd Aquarium Chicago, IL 60605	Funding to support Partnership for Marine Conservation	20,000 00	PC
John Marshall Law School Chicago, IL 60604	Funding to help support U S -China Intellectual Property Exchange Program	100,000 00	PC
Johns Hopkins University-Nursing Baltimore, MD 21205	Partial funding to create PhD Fellowships	25,000 00	PC
Junior Achievement of Chicago Chicago, IL 60661-2123	Funding to help support Archdiocese elementary school programs	5,000 00	PC
Juvenile Protective Association (JPA) Chicago, IL 60614	Funding to support HVMHP program	10,000 00	PC
Kidworks Touring Theatre Co Chicago, IL 60660-3420	Funding to support production costs	5,000 00	PC
Kindness Connection Wilmette, IL 60091	Funding to support Schools Program	3,000 00	PC

Dr Scholl Foundation
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La Lumiere School La Porte, IN 46352-5005	Funding to support scholarships, symposia support and professional development	10,000 00	PC
La Rabida Children's Hospital & Research Center Chicago, IL 60649	Funding to support serial casting program	7,000 00	PC
Lakeview Pantry Chicago, IL 60613	Funding to help support Home Delivery program	10,000.00	PC
Lawrence Hall Youth Services Chicago, IL 60625-3640	Funding to support Child and Family Treatment Center	20,000 00	PC
Lee University Cleveland, TN 37311	Funding to support scholarship program	5,000 00	PC
Leelanau Outdoor Center Maple City, MI 49664	Funding to support "Get Kids Outside" program	5,000 00	PC
Leukemia & Lymphoma Society Chicago, IL 60661	Funding to support SCOR Program	5,000 00	PC
Life Matters Media Chicago, IL 60642	Funding to support project expansion	15,000 00	PC
Lincoln Memorial University Harrogate, TN 37752-1901	Funding for tuition support for two nursing students	5,000 00	PC
Lincoln Park Conservancy Chicago, IL 60614	Funding to help support Lincoln Park Docent Program	5,000 00	PC
Lincoln Park Zoological Society Chicago, IL 60614	Funding to support Research Interns Program	20,000 00	PC
Local Initiatives Support Corporation Chicago, IL 60603	Funding to support community health program	5,000 00	PC
Lookingglass Theatre Company-Chicago Chicago, IL 60611	Funding to support Education and Community Programs	5,000 00	PC
Loras College Dubuque, IA 52001	Funding to help support Internship Away Scholarships	20,000 00	PC
Loyola Academy Wilmette, IL 60091-1089	Funding for partial support of new fine arts wing	20,000 00	PC
Lumen Christi Institute Chicago, IL 60637	Funding to help support University Program in Catholic Thought	5,000 00	PC
Lyric Opera of Chicago Chicago, IL 60606	Funding to support Family Performance and Student Matinees programs	100,000 00	PC
Madonna Foundation Homewood, IL 60430	Funding to support scholarship program	10,000 00	PC
Madonna Mission Chicago IL 60626	Discretionary Grant	1,000 00	PC

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Manx Cancer Help Isle of Man, IM4 4QH	Partial funding for support services for cancer patients	40,000.00	PC
Manx Wildlife Trust Peel, Isle of Man IM5 1AB	Funding to support Marine Officer's post	5,000 00	PC
Marianjoy Foundation, Inc Wheaton, IL 60187	Funding to support Advancing Assistive Communication Therapy	5,000 00	PC
Marquette Catholic High School Michigan City, IN 46360	Funding to support JumpStart Summer Program	10,000 00	PC
Maryville Academy Des Plaines, IL 60016	Funding to support Jen School	5,000 00	PC
Mayo Clinic Rochester, MN 55905	Funding to support SURF scholars and medical research project	40,000.00	PC
Meals at Home Evanston, IL 60201	Funding to help support programs for home meal delivery to seniors and disabled adults	10,000 00	PC
Meharry Medical College Nashville, TN 37208-3599	Funding to help support scholarship program	10,000.00	PC
Menninger Clinic Houston, TX 77035	Funding to support Psychiatry Resident Training Program	10,000 00	PC
Mercy Home for Boys & Girls Chicago, IL 60607	Funding to support AfterCare education program	20,000 00	PC
Meridian International Center Washington, DC 20009	Funding to support leadership training program for college and graduate students	10,000 00	PC
Metropolis Strategies Chicago, IL 60603	Funding to support criminal justice policy/advocacy work programs	25,000 00	PC
Metropolitan Planning Council Chicago, IL 60603	Funding to help support Bus Rapid Transit initiative	5,000 00	PC
Midtown Educational Foundation Chicago, IL 60607	Funding to support One-on-One Program	5,000.00	PC
Midwest Palliative & Hospice Care Center Glenview, IL 60025	Funding to help support Children's programs	30,000 00	PC
Midwest Palliative & Hospice Care Center Glenview, IL 60025	Funding to help support palliative care	1,000 00	PC
Midwest Young Artists Highwood, IL 60040	Funding to support Scholarship Fund	5,000 00	PC
Millennium Park, Inc Chicago, IL 60601-6530	Funding to support Founders Subscription program	20,000 00	PC
Misericordia Home/Heart of Mercy Center Chicago, IL 60660-1099	Funding to help support therapy programs	5,000 00	PC
Mobile C A R E Foundation Chicago, IL 60607	Funding to support CAMP Program	20,000 00	PC

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Mount Vernon Ladies' Association of the Union Mt Vernon, VA 22121	Funding to support special exhibition	100,000 00	PC
Museum of Science and Industry Chicago, IL 60637-2093	Funding to support Center for the Advancement of Science Education	50,000 00	PC
Musical Offering Evanston, IL 60202-2267	Funding to support Scholarship Fund	5,000 00	PC
Namaste Charter School Chicago, IL 60609	Funding to support College 101 Program	10,000 00	PC
National Able Network Chicago, IL 60661-1405	Funding to support "Veterans Forward" programming	10,000 00	PC
National Association for Urban Debate Leagues Chicago, IL 60604	Partial funding for operating costs	5,000 00	PC
National Captioning Institute Chantilly, VA 20151	Funding to help support closed-captioning services	5,000 00	PC
National Center for Missing & Exploited Children Alexandria, VA 22314	Funding to support NetSmartz program	10,000.00	PC
National Disaster Search Dog Foundation Ojai, CA 93023	Funding to support recruitment and training of teams	5,000 00	PC
National Society for Prevention of Cruelty to Children (NSPCC) London, EC2A 3NH	Funding to support ChildLine Schools Service	20,000 00	PC
National Strategy Forum Chicago, IL 60604-3503	Funding to help support National Strategy Forum Review	15,000 00	PC
Native Seeds Tucson, AZ 85718	Funding to help support Seed the Difference project	5,000 00	PC
Nature Conservancy-Chicago Chicago, IL 60603-9619	Funding to support freshwater conservation program	15,000 00	PC
Neopolitan Lighthouse Chicago, IL 60651	Funding to support Women and Children's Shelter Program	5,000 00	PC
New Glarus Public Library New Glarus, WI 53574-0035	Funding to help support Children's Collection Area	5,000 00	PC
New Moms, Inc. Chicago, IL 60651	Funding to support Academy of Professional Development	5,000 00	PC
New Trier Township High School Educational Found Northfield, IL 60093	Funding to support student and faculty programs	5,000 00	PC
Newberry Library Chicago, IL 60610	Funding for additional endowment support	30,000 00	PC

Dr Scholl Foundation
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Noah's Arc Foundation Bethesda, MD 20814	Discretionary Grant	5,000 00	PC
North Central College Naperville, IL 60540	Funding to help support Make a Difference Scholarship program	15,000.00	PC
North Lawndale Employment Network Chicago, IL 60624	Funding to support Sweet Beginnings Program	5,000 00	PC
Northbrook Symphony Orchestra Northbrook, IL 60062	Funding to support costs of producing special concert	5,000 00	PC
Northern Illinois Food Bank Geneva, IL 60134	Funding to support Child Nutrition Program	10,000 00	PC
NorthShore University Health System Foundation Evanston, IL 60201	Funding to support Underserved Women's Health Initiative	15,000 00	PC
Northwestern University Evanston, IL 60208-1112	Funding to support medical research project	15,000 00	PC
Old Town School of Folk Music Chicago, IL 60625	Funding to support Artist-in-Residence program	5,000 00	PC
One-to-One Learning Center Northfield, IL 60093	Funding to help support ACT Preparation Program	5,000 00	PC
Open Books Chicago, IL 60610	Funding to support Open Books Buddies program	5,000 00	PC
Openlands Project Chicago, IL 60602-1708	Funding to help support GardenKeepers program	5,000 00	PC
Operation Homefront-Illinois Chicago, IL 60625	Funding to help support Emergency Financial Assistance Program	10,000 00	PC
Orchard Village Skokie, IL 60077	Funding to help purchase technology devices for students with disabilities	5,000 00	PC
Ounce of Prevention Fund Chicago, IL 60603	Funding to help support Educare program	10,000 00	PC
Our Journey, Inc Rockaway Park, NY 11694-0846	Funding to support gift cards for shoes program	2,000 00	PC
Our Lady of Tepeyac High School Chicago, IL 60623	Funding to support College Readiness Program	5 000 00	PC
Parent Heart Watch Glencoe, IL 60022	Funding to support Preparation Guide for schools	5,000 00	PC
Partners in Christ International Tempe, AZ 85280-0237	Funding to support medical clinic project	25,000 00	PC
Pathways Center Glenview, IL 60026	Discretionary Grant	5,000 00	PC
PAWS Chicago Chicago, IL 60614	Funding to support Community Outreach Program	15,000 00	PC

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PCC Community Wellness Center Oak Park, IL 60302	Funding to support Oral Health Program	10,000 00	PC
PEER Services, Inc Evanston, IL 60201	Funding to support Substance Abuse & Mental Health disorder programs	5,000 00	PC
Peterson Garden Project Chicago, IL 60625-3723	Funding to help support food-growing classes and publication distribution	5,000 00	PC
PLAY Boulder Foundation Boulder, CO 80308	Funding to help support the EXPAND programs	10,000 00	PC
Posse Foundation, Inc Chicago, IL 60604	Funding to support college access and youth leadership program	5,000 00	PC
Prairie Primates Eldred, IL 62027	Funding to help purchase a used transport van	5,000 00	PC
Project HOPE-People to People Health Foundation, Inc Millwood, VA 22646	Funding to support "Health Works" program	10,000 00	PC
Providence St Mel School Chicago, IL 60624-2998	Funding to support scholarship program	40,000 00	PC
Queen of Angels School Chicago, IL 60025	Funding to support Learning Resource Program	10,000 00	PC
Rainbow Hospice, Inc. Mt. Prospect, IL 60056	Funding to support CCAD program	5,000 00	PC
Rainbow Hospice, Inc Mt Prospect, IL 60056	Discretionary Grant	1,000 00	PC
Rainbow House Chicago, IL 60623	Funding to support Off-Site Counseling program	5,000 00	PC
Rainbows Evanston, IL 60143	Partial funding to provide Program Materials	5,000 00	PC
Ravinia Festival Association Highland Park, IL 60035	Funding to support Steans Music Institute	20,000 00	PC
Rebuilding Together-North Suburban Chicago Glenview, IL 60025-0626	Partial funding to restore and repair homes	5 000 00	PC
Red Cloud Indian School, Inc Pine Ridge, SD 57770	Funding to support arts education program	20 000 00	PC
Refugees International Washington, DC 20009	Funding to support follow-up mission to Sahel region of West Africa	15,000 00	PC
Regis University Denver, CO 80221-1099	Funding to support scholarship program	10,000 00	PC
Rehabilitation Institute of Chicago Chicago, IL 60611-4496	Funding to support Resident Research Training Program and LIFE Center	15,000 00	PC

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Revelation Golf Elk Grove, IL 60009	Funding to help provide golf clinics to adults & children with physical disabilities	5,000 00	PC
Riding for the Disabled Association IOM Group Kirk Andreas, Isle of Man IM7 3EG	Funding to support riding session for disabled riders	20,000 00	PC
Rivers School Conservatory Weston, MA 02493	Funding to help Composer-in-Residency and New Work Commission	10,000 00	PC
Robert Morris University, Illinois Chicago, IL 60605	Funding to support scholars program	10,000 00	PC
Rocky Mountain Wildlife Conservation Center Keenesburg, CO 80643	Partial funding to purchase portable x-ray machine	10,000 00	PC
Rosalind Franklin University North Chicago, IL 60064-3095	Funding for student scholarships and partial support of Feet First programs	150,000.00	PC
Rush University Medical Center Chicago, IL 60612-3244	Funding to support scholarship program	35,000 00	PC
Sacred Heart Schools Chicago, IL 60660	Funding to support Financial Aid Program	5,000 00	PC
Safer Foundation Chicago, IL 60661-5701	Funding to support Youth Empowerment Program	5,000 00	PC
San Miguel Febres Cordero School, Inc Chicago, IL 60609	Funding to support Scholarship Program and Counseling Services Program	25,000.00	PC
Save-A-Pet Adoption Center Grays Lake, IL 60030	Funding to support Rescue Medical Program	5,000.00	PC
Second Sense Chicago, IL 60601	Funding to support Counseling Program	5,000 00	PC
Snow City Arts Foundation Chicago, IL 60612	Partial funding to support two teaching artists	5,000.00	PC
Sojourner Center Phoenix, AZ 85036	Partial funding for emergency shelter with support services for women and children	10,000 00	PC
Southern Center for Human Rights Atlanta, GA 30303	Funding to help support School to Prison Pipeline	10,000 00	PC
Southwest Michigan Symphony Orchestra St Joseph, MI 49085	Funding to support Summer 2014 Music Series	5,000 00	PC
Spay-Neuter Assistance Program (SNAP) Houston, TX 77270	Funding to support Houston Mobile Clinic Project	2,500 00	PC
Special Dreams Farm St Clair Twp, MI 48079	Funding to help support the Program Director's salary	10,000 00	PC
Special Olympics Illinois Lombard, IL 60148	Funding to support Healthy Athletes Initiatives	5,000 00	PC
St James School Highwood, IL 60040	Funding to support tuition assistance program	10,000 00	PC

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St. Joseph Catholic School-Libertyville Libertyville, IL 60048	Funding to help purchase instructional and technological materials	10,000.00	PC
St. Marcus School Milwaukee, WI 53212	Funding to help purchase new technological tools for students	5,000.00	PC
St. Thomas More Catholic Church Glendale, AZ 85308	Funding to support Pastoral Care Ministry	10,000.00	PC
St. Vincent de Paul Center Chicago, IL 60614	Funding to support Child Development Program	5,000.00	PC
St. Vincent's Services - HeartShare Brooklyn, NY 11201	Funding to support American Dream Program	10,000.00	PC
St. Xavier University Chicago, IL 60655	Funding to support School of Nursing scholarships	10,000.00	PC
Steppenwolf Theatre Company Chicago, IL 60614	Funding to support Young Adult program	10,000.00	PC
Sue Duncan Children's Center Chicago, IL 60653-3065	Funding to support New Communities Project	15,000.00	PC
Taylor County Arts Council Grafton, WV 26354	Partial funding for renovation project	10,000.00	PC
Taylor County Humane Society Grafton, WV 26354	Funding to replace existing roof	10,000.00	PC
Teach For America - Chicago Chicago, IL 60606	Funding to support ECE initiative	20,000.00	PC
The American Civil War Center Richmond, VA 23219	Funding to help support education programs	5,000.00	PC
The CARA Program Chicago, IL 60661	Funding to support Traditional Job Training, Placement, and Retention Program	15,000.00	PC
The Center for Courageous Kids - Project C A M P Scottsville, KY 42164	Funding to support Physical Disabilities Summer Camp Session	10,000.00	PC
The Children's Centre Douglas, Isle of Man IM2 3AS	Funding to support development of Community Farm	5,000.00	PC
The Churchill Centre - Churchill War Rooms Downers Grove, IL 60515-0945	Funding to support "On the Case" program	10,000.00	PC
The Cradle Foundation Evanston, IL 60201-2794	Funding to support Nursery care program	5,000.00	SOI
The Hadley School for the Blind Winnetka, IL 60093-0299	Funding to support Blinded Veterans Initiative	10,000.00	PC
The Night Ministry Chicago IL 60640	Funding to support Outreach and Health Ministry	10,000.00	PC

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The Philanthropy Roundtable Washington, D C 20036	Funding to help support Alliance for Charitable Reform	5,000 00	PC
Tourniquet, Inc Whitestone, NY 11357	Funding to support Never Kill Animal Shelter	5,000 00	PC
Trinity High School-River Forest River Forest, IL 60305	Funding to support financial assistance program	10,000.00	PC
Trust for Public Land Chicago, IL 60603	Funding to help support The Bloomingdale Trail project	125,000 00	PC
Trust for the National Mall Washington, DC 20004	Funding to support 21st Century Learning Initiative - \$250,000 to go to National Geographic for documentary - America's Front Yard	500,000 00	PC
Trustees of Columbia University New York, NY 10032	Funding to support nursing scholarship program	15,000.00	PC
UNICEF-United States Fund Chicago, IL 60611	Funding to support The Eliminate Project	35,000.00	PC
United Cerebral Palsy Association-Chicago Chicago, IL 60661	Funding to support Ramp Up program	10,000 00	PC
United Service Organizations of Illinois Chicago, IL 60604	Funding to help support Great Lakes Center	15,000 00	PC
University of Chicago Chicago, IL 60615	Funding to support scholarship program	10,000.00	PC
University of the Cumberlands Williamsburg, KY 40769-1372	Funding for housing project	10,000 00	PC
Univ. of Texas M D Anderson Cancer Ctr Houston, Texas 77030	Funding for cancer research	5,000 00	PC
Village Treasure House Northbrook, IL 60062	Funding to support Bright Futures Scholarship Fund	5,000 00	SO III FI
Viridis Graduate Institute Ojai, CA 93023	Funding to help contract qualified teachers for master's program	5,000 00	PC
Visitation Catholic School - Chicago Chicago, IL 60609	Discretionary Grant for summer transportation and travel expenses	1,500 00	PC
Volunteers of America Colorado Branch, Inc Denver, CO 80205	Funding to support Safety of Seniors Handyman Program	5,000 00	PC
Washington Hospital Center Foundation Washington, DC 20007	Discretionary Grant	2,000 00	SOI
Washington Jesuit Academy Washington DC 20017	Funding to support student scholarship program	10,000 00	PC
Washington National Cathedral Washington, DC 20016	Funding to support programs on faith and public life and interfaith understanding	25,000 00	PC
Waste Not Inc Scottsdale, AZ 85257	Funding to support Food Rescue and Delivery Program	6,000 00	PC

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Watershed School Boulder, CO 80304	Funding to support travel scholarships	10,000 00	PC
Wetlands Initiative Chicago, IL 60604	Partial funding to restore rare wet meadow and associated habitats	5,000 00	PC
Whitman-Walker Clinic Washington, DC 20009	Funding to support mental health services	10,000 00	PC
Whizz-Kidz (Movement for Non-Mobile Children) London, SW1E 5BH	Partial funding for mobility equipment	30,000 00	PC
Window to the World Communications, Inc. Chicago, IL 60625	Funding to support programs and services for children	20,000 00	PC
Wings of Wonder Empire, MI 49630	Funding to support food expenses	13,000 00	PC
Women In Film Foundation Los Angeles, CA 90048	Funding to help support LEGACY SERIES	50,000 00	PC
World Relief Corporation Baltimore, MD 21202-1602	Funding to support Bringing Food Security to DR Congo program	20,000 00	PC
Writers' Theatre Glencoe, IL 60022	Funding to help support the MLK Project	15,000 00	PC
YMCA of Greater Providence - Bayside Barrington, RI 02806	Funding to support renovation project	20,000 00	PC
YMCA of Metropolitan Chicago Chicago, IL 60610-3316	Funding to help support Community Schools Initiative	10,000.00	PC
Youth Job Center of Evanston, Inc. Evanston, IL 60201	Funding to help support Core Job Readiness program	5,000 00	PC
YWCA Evanston/North Shore Evanston, IL 60201	Funding to support Domestic Violence Services and Prevention Program	10,000.00	PC
YWCA of Metropolitan Chicago Chicago IL 60602	Funding to support Violence Prevention Education program	10 000 00	PC
	Total Grants Paid	<u>5,778,200 00</u>	