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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY		A Employer identification number 58-1483651	
Number and street (or P O box number if mail is not delivered to street address) 300 N LASALLE ST SUITE 4000		B Telephone number (see instructions) (312) 715-5000	
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60654		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 4,797,453		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
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				
	4 Dividends and interest from securities.	63,014	63,014		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	212,717			
	b Gross sales price for all assets on line 6a 481,437				
	7 Capital gain net income (from Part IV, line 2) . . .		212,717		
	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)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	275,731	275,731		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	11,107	0		11,107
	b Accounting fees (attach schedule)	40,241	30,181		10,060
	c Other professional fees (attach schedule)	59,556	1,760		57,796
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,293	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	152	51		101
	24 Total operating and administrative expenses. Add lines 13 through 23	115,349	31,992		79,064
	25 Contributions, gifts, grants paid	123,445			123,445
	26 Total expenses and disbursements. Add lines 24 and 25	238,794	31,992		202,509
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	36,937			
	b Net investment income (if negative, enter -0-)		243,739		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	328,858	247,955	248,955
	3	Accounts receivable ▶ <u>2,325</u>			
		Less allowance for doubtful accounts ▶ _____		2,325	2,325
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	122,367 	109,899	117,554
	b	Investments—corporate stock (attach schedule)	743,011 	2,385,411	3,863,748
	c	Investments—corporate bonds (attach schedule).	438,723 	520,281	527,371
	11	Investments—land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,633,499 	37,500	37,500
	14	Land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,266,458	3,303,371	4,797,453
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
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	3,266,458	3,303,371	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	3,266,458	3,303,371	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,266,458	3,303,371	

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	3,266,458
2	Enter amount from Part I, line 27a	2	36,937
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	3,303,395
5	Decreases not included in line 2 (itemize) ▶ 	5	24
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,303,371

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	212,717
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 page 18 of 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	178,946	4,175,329	0 042858
2011	237,332	4,214,388	0 056315
2010	174,982	4,036,054	0 043355
2009	198,895	3,699,801	0 053758
2008	229,398	4,303,093	0 053310

2	Total of line 1, column (d).	2	0 249596
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 049919
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	4,423,851
5	Multiply line 4 by line 3.	5	220,834
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,437
7	Add lines 5 and 6.	7	223,271
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	202,509

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	4,875
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			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2.		3	4,875
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	4,875
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,800	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	2,800
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	2,075
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded		11	

Part VII-A Statements Regarding Activities			
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?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
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.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
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			
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?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
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?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶SARAH M LINSLEY Telephone no ▶(312) 715-5000 Located at ▶300 N LASALLE ST SUITE 4000 CHICAGO IL ZIP +4 ▶60654			
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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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		No
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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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

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?

YesNo

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?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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.

0

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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
QUARLES & BRADY LLP 300 N LASALLE ST SUITE 4000 CHICAGO,IL 60654	LEGAL/ACCTG/MANAGEMENT	109,144
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,215,511
b	Average of monthly cash balances.	1b	275,708
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,491,219
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,491,219
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	67,368
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,423,851
6	Minimum investment return. Enter 5% of line 5.	6	221,193

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	221,193
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,875
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,875
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	216,318
4	Recoveries of amounts treated as qualifying distributions.	4	1,000
5	Add lines 3 and 4.	5	217,318
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	217,318

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	202,509
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	202,509
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	202,509
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				217,318
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011. 3,273				
e From 2012.				
f Total of lines 3a through e.	3,273			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 202,509				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				202,509
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).)	3,273			3,273
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				11,536
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. . . .				

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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	
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 organization 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))

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

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

SARAH M LINSLEY
300 N LASALLE ST SUITE 4000
CHICAGO,IL 60654
(312) 715-5000

b

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

SEE GRANT GUIDELINES, WHICH ARE ATTACHED

c

Any submission deadlines

SEE GRANT GUIDELINES, WHICH ARE ATTACHED

d

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

SEE GRANT GUIDELINES, WHICH ARE 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 Additional Data Table				
Total			3a	123,445
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SCHWAB PUBLICLY TRADED SECURITIES			
MORGAN STANLEY PUBLICLY TRADED SECURITIES			
FNMA RETURN OF PRINCIPAL			
LITIGATION SETTLEMENT	P		
VIRXSYS-DEEMED WORTHLESS	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
151,402		146,715	4,687
205,434		63,406	142,028
8,843		8,599	244
255			255
		50,000	-50,000
115,503			115,503

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,687
			142,028
			244
			255
			-50,000
			115,503

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MOLLY M GERBAZ	DIR/CHAIR 0 50	0	0	0
0362 WILLOW LN PO BOX 1325 CARBONDALE,CO 81623				
LESLIE H MORNINGSTAR	DIR/VP 0 50	0	0	0
PO BOX 342 VIRGINIA CITY,MT 59755				
LARRY D GERBAZ	DIR/VP 0 50	0	0	0
0362 WILLOW LN PO BOX 1325 CARBONDALE,CO 81623				
GARY H KLINE	DIRECTOR 0 50	0	0	0
300 N LASALLE ST SUITE 4000 CHICAGO,IL 60654				
THOMAS A POLACHEK	DIRECTOR 0 50	0	0	0
300 N LASALLE ST SUITE 4000 CHICAGO,IL 60654				
TERRY A SKWORCH	DIRECTOR 0 50	0	0	0
305 WYOMA LANE SCHAUMBURG,IL 60193				
KENNETH A ALGOZIN	DIRECTOR 0 50	0	0	0
133 HASTINGS AVE ELK GROVE VILLAGE,IL 60007				
LYDIA T WHITEHEAD	DIRECTOR 0 50	0	0	0
4824 CHEVY CHASE BLVD CHEVY CHASE,MD 20815				
LESLIE ANN GERBAZ-BLUE	DIRECTOR 0 50	0	0	0
298 SILVER KING COURT GLENWOOD SPRINGS,CO 81601				
ANNE K MORNINGSTAR	DIRECTOR 0 50	0	0	0
703 SOUTH THIRD WEST MISSOULA,MT 59801				
SARAH M LINSLEY	DIR/SECRETARY 5 00	0	0	0
300 N LASALLE ST SUITE 4000 CHICAGO,IL 60654				
HEIDI KIMMEL	DIRECTOR 0 50	0	0	0
33 GAMBA DRIVE GLENWOOD SPRINGS,IL 81601				
PATRICK J BITTERMAN	TREASURER 0 50	0	0	0
300 N LASALLE ST SUITE 4000 CHICAGO,IL 60654				

Form 990PF Part XV Line 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				
ABILITY CONSULTANTS 426 S MADISON STREET CORTEZ,CO 81321	NONE	PC	GENERAL	1,000
ABILITY FOUNDATION 5236 S GREENPINE DRIVE SALT LAKE CITY,UT 84123	NONE	PC	GENERAL	2,500
ACCESS LIVING 115 WEST CHICAGO AVENUE CHICAGO,IL 60654	NONE	PC	GENERAL	2,000
ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES,KY 41844	NONE	PC	GENERAL	3,000
AMERICAN INTERCONTINENTAL UNIVERSITY-LEVAR MONROE 1750 E GOLF ROAD SCHAUMBURG,IL 60173	NONE	PC	GENERAL	2,000
ANIXTER CENTER 2001 N CLYBOURNE AVENUE STE 300 CHICAGO,IL 60614	NONE	PC	GENERAL	1,500
ANSONIA MUSIC OUTREACH 330 WADSWORTH AVENUE 2G NEWYORK,NY 10040	NONE	PC	GENERAL	1,500
ASSOCIATION OF HORIZON INC 3712 NORTH BROADWAY 335 CHICAGO,IL 60613	NONE	PC	GENERAL	2,500
AXIS DANCE COMPANY 1428 ALICE STREET OAKLAND,CA 94612	NONE	PC	GENERAL	2,000
BOYS HOPE GIRLS HOPE OF ILLINOIS 1100 N LARAMIE AVENUE WILMETTE,IL 60091	NONE	PC	GENERAL	2,500
BOZEMAN SCHOOLS FOUNDATION PO BOX 1803 BOZEMAN,MT 597711803	NONE	PC	GENERAL	3,000
BUTTE COLLEGE FOUNDATION-GABRIELLE M HATHAWAY 3536 BUTTE CAMPUS DRIVE OROVILLE,CA 95965	NONE	PC	GENERAL	2,000
CAN DO CANINES ASSISTANCE DOGS 9440 SCIENCE CENTER DRIVCE NEWHOPE,MN 55428	NONE	PC	GENERAL	2,000
CATCHING THE DREAM 8200 MOUNTAIN ROAD NE SUITE 203 ALBUQUERQUE,NM 87110	NONE	PC	GENERAL	2,500
CENTER FOR MUSIC FOR PEOPLE WITH DISABILITIES 415 WEST CENTRAL AVENUEW MISSOULA,MT 59801	NONE	PC	GENERAL	2,000
Total  3a				123,445

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CHESAPEAKE POTOMAC SPINA BIFIDA PO BOX 1750 ANNAPOLIS,MD 21404	NONE	PC	GENERAL	1,000
CHESAPEAKE THERAPEUTIC RIDING PO BOX 475 ABINGDON,MD 21009	NONE	PC	GENERAL	2,000
COMMUNITY PREPARATORY SCHOOL 126 SOMERSET STREET PROVIDENCE,RI 02907	NONE	PC	GENERAL	1,000
NORTH CAROLINA UNIVERSITY-JIMALIE WATKINS PO BOX 26170 GREENSBORO,NC 27402	NONE	PC	GENERAL	1,762
CUMBERLAND COLLEGE 6191 COLLEGE STATION DRIVE WILLIAMSBURG,KY 407691372	NONE	PC	GENERAL	3,000
CUYAHOGA COMMUNITY COLLEGE-KEVIN BOERIO 700 CARNEIGIE AVENUE CLEVELAND,OH 44115	NONE	PC	GENERAL	1,000
ELLING HOUSE ARTS & HUMANITIES CENTER 404 EAST IDAHO STREET VIRGINIA CITY,MT 59755	NONE	PC	GENERAL	3,700
EMERGENCY FAMILY ASSISTANCE ASSOCIATION 1575 YARMOUTH AVENUE BOULDER,CO 803040564	NONE	PC	GENERAL	1,500
FRAMINGHAM STATE UNIVERSITY - STEPHANIE WILLIAMS 100 STATE STREET PO BOX 9101 FRAMINGHAM,MA 017019101	NONE	PC	GENERAL	1,500
EQUINE-ASSISTED THERAPIES OF SOUTH FLORIDA INC PO BOX 273542 BOCA RATON,FL 334273542	NONE	PC	GENERAL	1,000
HELPING HANDS FOR MONKEYS 541 CAMBRIDGE STREET BOSTON,MA 02134	NONE	PC	GENERAL	1,500
INSTITUTE FOR SPECIAL EDUCATION FOR SARA SCHENIRER SEMINARY - ROCHEL OZUR 4622 FOURTEENTH AVENUE BROOKLYN,NY 11219	NONE	PC	GENERAL	2,600
INTERNATIONAL CRANE FOUNDATION E-11376 SHADY LANE ROAD BARABOO,WI 53913	NONE	PC	GENERAL	5,000
INTERNATIONAL HEARING DOG INC 5901 EAST 89TH AVENUE HENDERSON,CO 80640	NONE	PC	GENERAL	2,000
KSDS INC 124 W 7TH STREET WASHINGTON,KS 66968	NONE	PC	GENERAL	1,000
Total  3a				123,445

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
LIBERTY UNIVERSITY-ELIZABETH ALBRIGHT PO BOX 10425 LYNCHBURG,VA 24506	NONE	PC	GENERAL	500
LITTLE BIT THERAPEUTIC RIDING CENTER 19802 NE 148TH STREET WOODINVILLE,WA 98077	NONE	PC	GENERAL	1,000
MARTIN METHODIST CHURCH-RACHEL COLLIER 433 WEST MADISON STREET PULASKI,TN 384782799	NONE	PC	GENERAL	2,000
MCDANIEL COLLEGE-KRISTOFER KEEFER 2 COLLEGE HILL WESTMINSTER,MD 211574390	NONE	PC	GENERAL	1,033
MOUNT VERNON NAZARENE UNIVERSITY-CORRINE JORDON 800 MARTINSBURG ROAD MOUNT VERNON,OH 43050	NONE	PC	GENERAL	2,500
NEW ENGLAND YOUTH THEATRE 100 FLAT STREET BRATTLEBORO,VT 05301	NONE	PC	GENERAL	1,000
NEW HORIZONS INDEPENDENT LIVING CENTER-CYNTHIA MORTON 8085 EAST MANLEY DRIVE PRESCOTT VALLEY,AZ 86314	NONE	PC	GENERAL	5,450
OKLAHOMA BAPTIST UNIVERSITY - LAURA DAILY 500 WEST UNIVERSITY SHAWNEE,OK 74804	NONE	PC	GENERAL	3,500
NEIL ARMSTRONG ELEMENTARY SCHOOL-PARENT TEACHER ORGANIZATION 1000 ST ROAD 144 MOORESVILLE,IN 46158	NONE	PC	GENERAL	1,000
PIKES PEAK THERAPEUTIC RIDING CENTER 13620 HALELUIAL TRAIL ELBERT,CO 80106	NONE	PC	GENERAL	2,500
POST POLIO RESOURCE GROUOP OF SOUTHEASTERN WISCONSIN PO BOX 13841 MILWAUKEE,WI 532130814	NONE	PC	GENERAL	3,000
PROVIDENCE ST MED SCHOOL 119 SOUTH CENTRAL PARK BLVD CHICAGO,IL 60624	NONE	PC	GENERAL	2,000
RENAISSANCE SOCIAL SERVICES 333 NORTH OAKLEY BLVD SUITE 205 CHICAGO,IL 60612	NONE	PC	GENERAL	1,500
RMH SERVICES 1104 PITT AVENUE BRENERTON,WA 98310	NONE	PC	GENERAL	1,500
ROSELAND TRAINING CENTER 235 EAST 136TH PLACE CHICAGO,IL 608271816	NONE	PC	GENERAL	2,000
Total  3a				123,445

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SANTA CLARA UNIVERSITY - BRIAN LE 500 EL CAMINO REAL SANTA CLARA,CA 950530609	NONE	PC	GENERAL	3,000
SECOND SENSE 65 E WACKER DRIVE SUITE 1010 CHICAGO,IL 60601	NONE	PC	GENERAL	1,500
SIMPLE CHANGES THERAPEUTIC RIDING CENTER PO BOX 991 LORTON,VA 22199	NONE	PC	GENERAL	3,000
SOUTHERN METHODIST COLLEGE- EDNA ABRAHAM 541 BROUGHTON STREET ORANGEBURG,SC 29115	NONE	PC	GENERAL	1,300
SOUTHERN METHODIST COLLEGE 541 BROUGHTON STREET ORANGEBURG,SC 29115	NONE	PC	GENERAL	1,500
SPIRITHORSE THERAPEUTIC CENTER 960 POST OAK DRIVE CORINTH,TX 76210	NONE	PC	GENERAL	600
STARFISH LEARNING CENTER 1543 W HOWARD STREET CHICAGO,IL 60626	NONE	PC	GENERAL	1,500
STILL POINT THEATRE COLLECTIVE 4300 N HERMITAGE CHICAGO,IL 60614	NONE	PC	GENERAL	2,000
SUMMIT ASSISTANCE DOGS PO BOX 699 ANACORTES,WA 98221	NONE	PC	GENERAL	1,000
TELLIN' TALES THEATER 360 E RANDOLPH STREET 1006 CHICAGO,IL 60601	NONE	PC	GENERAL	1,500
TEXAS HEARING & SERVICE DOGS 4803 RUTHERGLEN AUSTIN,TX 78749	NONE	PC	GENERAL	1,000
THE GEORGE WASHINGTON UNIVERSITY - NOAH YOSIF 2121 I STREET NW WASHINGTON,DC 20052	NONE	PC	GENERAL	3,000
TOTALLY POSITIVE PRODUCTIONS INC 7157 S PRINCETON AVENUE CHICAGO,IL 60621	NONE	PC	GENERAL	1,000
TUESDAY'S CHILD 4028 WIRVING PARK ROAD CHICAGO,IL 60641	NONE	PC	GENERAL	1,500
VERMONT ASSOCIATION FOR THE BLIND AND VISUALLY IMPAIRED 60 KIMBALL AVENUE SOUTH BURLINGTON,VT 05403	NONE	PC	GENERAL	1,000
Total  3a				123,445

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
VIRTUE HUMANITARIAN NUTRITION CENTER PO BOX 3376 MONTGOMERY,AL 36109	NONE	PC	GENERAL	500
WELLSPRING 16742 LAMPHERE DETROIT,MI 48219	NONE	PC	GENERAL	2,000
WHEELS FOR HUMANITY 12750 RAYMER STREET UNIT 4 NORTH HOLLYWOOD,CA 91605	NONE	PC	GENERAL	2,500
YOUTH CROSSROADS INC 6412 WEST 27TH STREET BERWYN,IL 60402	NONE	PC	GENERAL	2,000
Total ▶ 3a				123,445

TY 2013 Accounting Fees Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
QUARLES & BRADY- INVESTMENT ADMINISTRATION & ACCOUNTING	40,241	30,181		10,060

**TY 2013 Investments Corporate
Bonds Schedule****Name:** SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY**EIN:** 58-1483651

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CB-AMPHENOL 4.75%11/15/14	25,498	25,864
CB-ANHEUSER BUSCH 2.875% 2/15/16	25,010	26,134
CB-BUNGE LTD FIN 4.1% 3/15/16	25,612	26,404
CB-CONAGRA FOODS 1.9% 1/25/18	50,463	49,332
CB-ECOLAB 3% 12/8/16	52,727	52,452
CB-GENERAL ELECTRIC 4.65% 10/17/21	51,170	54,668
CB-GLAXOSMITHKLINE 1.5% 5/8/17	25,229	25,054
CB-HEWLETT PACKARD 4.3% 6/1/21	50,708	50,282
CB-INTEL 1.95% 10/1/16	25,694	25,753
CB-MCDONALD 5.8% 10/15/17	55,622	57,629
CB-MOLSON COORS 3.5% 2/1/22	26,078	24,538
CB-PEPSICO 5% 6/1/18	26,630	28,161
CB-SHELL INTL FIN 4.375% 3/25/20	25,794	27,337
CB-STATOILHYDRO ASA 2.9% 10/15/14	25,229	25,501
CB-VERIZON 5.5% 2/15/18	28,817	28,262

TY 2013 Investments Corporate
Stock Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY
EIN: 58-1483651

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	43,103	70,125
ABB LTD	24,556	47,808
ABBOTT LABS	3,050	34,497
ABBVIE INC	13,117	63,372
APACHE	31,742	85,940
APPLE	44,794	280,510
BROADVIEW OPPORT FUND (FMI FOCUS)	486,261	633,063
BP	28,569	84,679
CATERPILLAR	24,520	56,756
CHEVRON	64,833	115,542
CME GROUP	44,779	78,460
COLUMBIA ACORN INTL FD	274,787	509,966
DEERE	32,200	91,330
DUPONT	35,798	74,716
EATON VANCE GREATER INDIA FD	78,753	57,181
FORD MOTOR	8,464	30,860
GOOGLE	51,828	207,331
IBM	27,743	67,525
INTEL	12,162	12,978
JOHNSON & JOHNSON	60,199	91,590
LONGLEAF PARTNERS FD	416,624	522,954
LONGLEAF PARTNERS INTL FD	270,844	242,270
MANAGERS FRONTIER SM CAP FD	32,667	38,487
MANAGERS INST MICRO CAP FD	115,718	111,725
MICROSOFT	26,878	37,410
MONSANTO	37,933	58,275
NOBLE	24,421	37,470
ORACLE	38,361	71,164
PEPSICO	30,707	49,764

TY 2013 Investments Government Obligations Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

US Government Securities - End of

Year Book Value:

109,899

US Government Securities - End of

Year Fair Market Value:

117,554

**State & Local Government
Securities - End of Year Book**

Value:

0

**State & Local Government
Securities - End of Year Fair**

Market Value:

0

TY 2013 Investments - Other Schedule**Name:** SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY**EIN:** 58-1483651

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VIRXSYS	AT COST	0	0
ZOUNDS SERIES B (NEW)	AT COST	37,500	37,500

TY 2013 Legal Fees Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
QUARLES & BRADY-LEGAL AND TAX RETURN PREP	11,107	0		11,107

TY 2013 Other Decreases Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

Description	Amount
ROUNDING	24

TY 2013 Other Expenses Schedule**Name:** SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY**EIN:** 58-1483651

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ILLINOIS CHARITY BUREAU FUND	15	0		15
SECRETARY OF STATE FEE(CT CORP)	86	0		86
MISC FEES	51	51		0

TY 2013 Other Professional Fees Schedule**Name:** SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY**EIN:** 58-1483651

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SEGALL BRYANT FEES	1,760	1,760		0
QUARLES & BRADY-GRANT MAKING & MANAGEMENT	57,796	0		57,796

TY 2013 Taxes Schedule

Name: SPECIAL PEOPLE IN NEED CO SARAH M LINSLEY

EIN: 58-1483651

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAXES	4,293	0		0

SPECIAL PEOPLE IN NEED
SCHOLARSHIP GRANTS TO EDUCATIONAL INSTITUTIONS
FOR THE BENEFIT OF DESIGNATED STUDENTS

GRANTS FOR BENEFIT OF INDIVIDUALS
FOR OTHER THAN SCHOLARSHIP PURPOSES

GUIDELINES AND RULES

INTRODUCTION

Special People In Need ("S.P.I.N."), in addition to making grants to selected qualifying charitable organizations for other than scholarship purposes, will provide support in the form of a limited number of scholarship grants to educational institutions for the benefit of students with disabilities and students who are not disabled but who have had to overcome extremely difficult circumstances. Since S.P.I.N.'s funds are limited, S.P.I.N. cannot respond favorably to all applications with respect to qualified students. At present the number of scholarship grant requests being received by S.P.I.N. far exceeds the number of grants that S.P.I.N. has the financial capacity to make.

Also, a very small number of grants other than scholarship grants will be made for the benefit of individuals with disabilities, with the objective of assisting the particular individual to help himself or herself to engage in productive activity that would otherwise not be possible.

The following are the procedures of S.P.I.N. in the awarding of scholarship grants to educational institutions for the benefit of designated qualifying students, and with respect to grants for the benefit of individuals for other than scholarship purposes.

SCHOLARSHIP GRANTS
GENERAL

Scholarship grants will in general be made by S.P.I.N. only to educational institutions on behalf of disabled individuals. However, notwithstanding the foregoing, a small number of scholarship grants may be made each year to educational institutions for the benefit of students who are not disabled but who have had to overcome extremely difficult circumstances. With respect to the latter type of scholarship grant, there must be a clear showing that the particular individual has had to overcome very adverse circumstances and there must be at least two letters of reference confirming the nature of the adverse circumstances.

REQUIREMENT THAT SCHOLARSHIP GRANT BE MADE TO
SPONSORING EDUCATIONAL INSTITUTION WHICH ASSUMES
STATUS AS APPLICANT/GRANTEE

The particular educational institution must be willing not only to serve as the sponsor of the particular student but to adopt the student's grant application as its own and also to agree in writing to all of the following if the grant is approved:

1. to not only sponsor the designated student but in effect to be the grantee of the grant.
2. to receive and to administer the grant funds for the purpose of the grant and in this connection to disburse such funds to the student or for the student's benefit for the purpose of the grant.
3. to monitor the academic progress of the student and to make a good faith judgment as to whether the student is worthy of continued financial assistance; and if the educational institution at any time determines that the student is not so worthy, to communicate immediately such determination to S.P.I.N.
4. to provide S.P.I.N. periodically (and no less than once a year), with the approval of the particular student, if necessary, with transcripts of grades (or other relevant information) showing the academic performance of the student.
5. to return (or cause to be returned) any portion of the grant funds that are not needed for the purpose of the grant.

Scholarship grants will be treated for all legal purposes as having been made to the particular educational institution (rather than to the student). Scholarship grants will only be made to tax-exempt educational organizations which qualify under Section 501(c)(3) of the Internal Revenue Code.

SCHOLARSHIP APPLICATION REQUIREMENTS

No prescribed printed form of application for scholarship grants is required. However, applications must be submitted by the preceding June 15 in order to be considered for the particular academic year beginning in August or September, and each application must include the following:

- (i) transcripts of relevant scholastic records;
- (ii) a letter from the particular educational institution stating that the student has been or will be admitted to the educational institution and that the educational institution will not only sponsor the student but in effect be the grantee and administer the grant and otherwise agree to the conditions set forth above;
- (iii) at least two letters of recommendation from educators who are familiar with the qualifications of the student;
- (iv) if the student is disabled, a letter from the student or the educational institution describing the nature of the disability and a letter from the student's physician (or another person who knows the student well) confirming the nature of the disability;

(v) if the student is not disabled, a letter from the student or the educational institution describing the nature of the adverse circumstances affecting the particular student and at least two letters from other individuals confirming the nature of the adverse circumstances;

(vi) a letter from the particular student or the educational institution providing biographical information about such student; and

(vii) tax returns for the most recently completed calendar year of the student and his or her parents or other information demonstrating the financial need of the student. Also, a statement as to the particular family's net worth may be required. (If such a requirement is imposed and if the family's total net worth is less than \$200,000, a statement indicating that the family's net worth does not exceed a specified amount will be sufficient.)

Please note that, if appropriate, the same letter may be used to meet more than one of the requirements set forth above.

As noted above, scholarship grants will be treated by S.P.I.N. as being made to the particular educational institutions rather than to the particular student.

RENEWALS OF SCHOLARSHIPS

A scholarship grant may be renewed for a successive year without a subsequent formal application provided that S.P.I.N. receives evidence of satisfactory performance and provided also that S.P.I.N. has no information that the original grant is being used for any purpose other than that for which it was made. The decision to make a renewal of a grant shall be made on an objective and nondiscriminatory basis. A renewal with respect to a scholarship grant may be in a lesser amount than the original grant.

GRANTS TO INDIVIDUALS FOR OTHER THAN FOR SCHOLARSHIP PURPOSES

GENERAL

Only a very small number of "non-scholarship" grants for the benefit of specific individuals, if any, will be made each year. Such grants will be given only to disabled individuals who have a strong economic need and only if the grant would assist the disabled individual to help himself or herself to engage in productive activity in which he or she otherwise could not engage.

APPLICATION REQUIREMENTS

With respect to a non-scholarship grant, the individual must have a sponsoring "fiscal agent," satisfactory to S.P.I.N., and such fiscal agent must agree, as a condition to having the grant request considered, to do both of the following as the individual's sponsor:

- a. verify the accuracy of all of the facts set forth in the individual's request for funds; and
- b. provide a written rationale as to the needs underlying the requested grant to the individual.

In addition, the fiscal agent with respect to a non-scholarship grant must be willing to agree in writing to all of the following conditions if the grant is approved:

- a. to not only be the fiscal agent but in effect to be the sponsor with respect to the grant;
- b. to receive and to administer the grant funds for the purpose of the grant and in this connection to disburse such funds for the benefit of the individual for the purpose of the grant;
- c. to monitor the use of the grant funds to ensure that such funds are being expended exclusively for the purpose of the grant; and
- d. to return (or to cause to be returned) to S.P.I.N. any portion of the grant funds not needed for the purpose of the grant.

The fiscal agent, which in most cases would be a recognized religious organization, an educational organization, a qualified charitable/health provider or a social welfare organization, should be very familiar with the facts relating to the grant application. In unusual circumstances where there is no available "sponsoring" organization to serve as fiscal agent, a clergyman, social worker, or other appropriate individual, satisfactory to S.P.I.N., may be accepted as fiscal agent provided that such individual agrees to all of the applicable conditions as set forth herein.

Applications by individuals for non-scholarship grants must include the following information:

- a. A letter from the individual describing the particular need.
- b. Specific financial information as to the intended use of the grant funds requested.
- c. A letter from the fiscal agent confirming the nature of the need and confirming the correctness of the facts set forth in the individual's letter and meeting the other requirements set forth above.
- d. Any biographical data or other information or materials or information deemed relevant.
- e. A tax return for the most recent year and a statement setting forth information relating to the net worth of the individual.

Following an initial review of the application, S.P.I.N. may request additional materials and information.

**POLICIES APPLICABLE TO BOTH SCHOLARSHIP GRANTS
FOR BENEFIT OF DESIGNATED STUDENTS
AND FISCAL AGENT GRANTS FOR BENEFIT OF INDIVIDUALS FOR
NON-SCHOLARSHIP PURPOSES**

SELECTION PROCEDURES.

The selection procedures with respect to scholarship grants for the benefit of designated students and grants for the benefit of individuals for non-scholarship purposes are described below.

Approval. No scholarship grant or grant for the benefit of an individual for a non-scholarship purpose will be made unless such grant is approved by the Board of Directors or by a committee of the

Board of Directors and final decisions relating to all grants will be made by the Board of Directors or such committee.

Criteria. Criteria to be used in selecting grant recipients shall be appropriately related to the purpose of the grant. All grants will be made on an objective and nondiscriminatory basis. With respect to both types of grants described above, great emphasis will be placed on the attitude of the individual with respect to achieving and performing to the full extent of his or her potential and the likelihood that the grant will enable the individual to engage in meaningful or beneficial activity that might not otherwise be possible. As noted above, scholarship grants for the benefit of designated students will only be made for the benefit of students with disabilities or students who are not disabled but who have had to overcome extremely difficult circumstances.

In no event will a grant of either type be made for the benefit of a particular individual if any director or officer of S.P.I.N. or contributor of S.P.I.N. or any person related to any of the foregoing shall be in a position to derive a private benefit directly or indirectly from such grant or because a certain potential grant beneficiary is selected over others.

Scholarship grants to educational institutions for qualified students will be made on the basis of appropriate criteria, including (without limitation) prior academic performance, recommendations from educators, the nature of the disability or the unusual circumstances with respect to the particular student and financial need.

With respect to grants for the benefit of individuals for other than scholarship purposes, an individual will in general be selected without reference to a group of candidates on the basis of such individual being exceptionally qualified or it being otherwise evident that the selection of such individual is particularly calculated to effectuate the purposes of the grant.

Review of Applications. The Secretary of S.P.I.N. (or his/her designee) will initially review each grant application submitted. Because the number of grant applications substantially exceeds the number of grants that S.P.I.N. is able to make each year, it is recognized that special procedures must be implemented to deal with the heavy volume of grant requests. In this connection, the Secretary (or his/her designee) is authorized to take any one of the following administrative actions:

1. to reject the application.
2. to ask for additional information to the extent that all required information has not at such time been submitted.
3. to recommend to the Board of Directors that the application be approved.

Rejection by Administrative Action. Because of the substantial volume of grants being received relative to S.P.I.N.'s grant-making capability, it is recognized that the "screening" of grants must be expedited and in this connection grant applications may be rejected administratively as set forth above for any of the following reasons:

1. because the grant is outside these guidelines.
2. with respect to an application for a non-scholarship grant, because there is no fiscal agent or the proposed fiscal agent is deemed to be inadequate.

3. with respect to a scholarship grant, because the student is a foreign student, even if she/he otherwise meets the requirements set forth herein.

4. with respect to a scholarship grant, because the individual is a graduate student, even if she/he otherwise meets the requirements set forth herein.

5. because other grant applications are deemed to be more worthy.

6. because other qualified grant beneficiaries have attributes which cause their grant applications to have a higher priority from S.P.I.N.'s standpoint.

AMOUNT OF GRANT; DEADLINE FOR SUBMITTING SCHOLARSHIP GRANT APPLICATIONS

If a decision by the Board of Directors is made to make a grant, a determination of the amount of the grant will be made based on the amount requested, the amount determined to be needed and the grant's priority in relation to other demands on S.P.I.N.'s limited funds. Most grants will not exceed \$2,000 to \$3,000 per year. Applications for scholarship grants should be submitted prior to May 1 with respect to an academic year beginning in August or September.

GRANT AWARDS

The terms and conditions of each grant will be contained in a letter sent to the grantee educational institution or the sponsoring fiscal agent. Written acceptance of such terms and conditions will generally be required with respect to all grants for the benefit of designated individuals by the grantee educational institution with respect to a scholarship grant or the sponsoring fiscal agent with respect to a non-scholarship grant. The terms and conditions of each grant as set forth in the grant letter will include:

1. the purpose of the grant;
2. the duration of the grant,
3. the total amount of the grant;
4. the report requirements, if any; and
5. the fiscal responsibilities of the grantee educational institution or sponsoring as set forth above.

Retention of Records. The Secretary of S.P.I.N. (or his/her designee) will maintain records relating to all grants on behalf of designated individuals, including:

1. information relied upon to evaluate grant applications;
2. identification of grant beneficiaries;
3. amount and purpose of each grant; and
4. follow-up information, including required reports and investigation of jeopardizing grants.

REPORTS.

In general, grants for the benefit of designated individuals will be conditioned on the grantee educational institution or sponsoring fiscal agent or the particular individual making reports to S.P.I.N. as required by the grant letter.

With respect to a grant to support a student's attendance at an educational institution, the educational institution will be required to report to S.P.I.N. at least once a year with respect to all courses taken and all grades received. If the student did not take courses, the required report must describe the program undertaken and the progress in meeting the purpose of the grant and be approved by the appropriate faculty member or university official.

With respect to grants for non-scholarship purposes, upon completion of the undertaking for which the grant was made, such report must describe the use of the grant funds and the individual's progress and accomplishments with respect to the purpose of the grant, and accounting for the funds received under such grant. In some cases, one or more annual reports and a final report may be required.

REVIEW PROCEDURES

Reports. An officer of S.P.I.N. (or his/her designee) will review the reports described above in order to determine whether the grant purposes are being or have been fulfilled and to look into any questions requiring further scrutiny or investigation.

Investigations. If reports to S.P.I.N. or other information (including failure to submit reports after a reasonable time has elapsed from the report due date) indicates that all or any part of the grant funds are not being used for the purposes of such grant, S.P.I.N. will initiate an investigation. While conducting the investigation, S.P.I.N. will withhold further payments (if any) until it has been determined that no part of the grant has been used for improper purposes and until any delinquent reports have been submitted.

If S.P.I.N. determines that any part of a grant has been used for improper purposes, S.P.I.N. will take all reasonable and appropriate steps to recover diverted grant funds or to insure the restoration of diverted funds and the dedication of any other funds held by or for the benefit of the individual to the purpose being financed by the grant. These steps will include legal action unless such action would in all probability not result in the satisfaction of execution of a judgment.

If S.P.I.N. determines that any part of the grant has been used for improper purposes and the grantee has not previously diverted grant funds to any use not in furtherance of a purpose specified in the grant, S.P.I.N., in addition to the steps described above, will withhold further payments on the particular grant until (1) it has received appropriate assurances that further diversions will not occur, (2) any delinquent reports have been submitted and (3) S.P.I.N. is satisfied that extraordinary precautions have been taken to prevent future diversions from occurring. If S.P.I.N. determines that any part of the grant has been again used for improper purposes and the educational institution or fiscal agent or the particular individual has previously diverted S.P.I.N. grant funds, S.P.I.N., in addition to taking the steps described above, will withhold further payment until the three conditions of the preceding sentence are met and the diverted funds are in fact recovered or restored.

INFORMATION RELATING TO WHERE TO SEND APPLICATIONS

Applications for grants should be sent to:

Ms. Sarah Linsley
Secretary
Special People In Need
300 North LaSalle St., Suite 4000
Chicago, Illinois 60654

Revised 5/2013