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Filed to November 15, 2016  
Return of Private Foundation

Form 990-PF

Department of the Treasury  
Internal Revenue Service

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation <b>Community Memorial Foundation</b>		A Employer identification number <b>36-4012380</b>
Number and street (or P O box number if mail is not delivered to street address) <b>15 Spinning Wheel Road</b>		B Telephone number <b>(630) 654-4729</b>
Room/suite <b>326</b>		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code <b>Hinsdale, IL 60521</b>		D 1. Foreign organizations, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 88,635,903.</b> (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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))		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1.	1.		Statement 2
	4 Dividends and interest from securities	1,674,179.	1,681,096.		Statement 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,223,593.			Statement 1
	b Gross sales price for all assets on line 6a	13,348,614.			
	7 Capital gain net income (from Part IV, line 2)		5,236,181.		
	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)				
	11 Other income	69,392.	63,957.		Statement 4
	12 Total. Add lines 1 through 11	6,967,165.	6,981,235.		
	13 Compensation of officers, directors, trustees, etc	232,100.	89,175.		185,680.
	14 Other employee salaries and wages	384,863.	6,000.		376,913.
	15 Pension plans, employee benefits	168,249.	6,144.		134,605.
	16a Legal fees	13,491.	944.		12,547.
	b Accounting fees	72,490.	8,584.		63,906.
	c Other professional fees	500,607.	352,571.		148,036.
	17 Interest	3,000.	3,000.		0.
	18 Taxes	168,379.	39,250.		0.
	19 Depreciation and depletion	10,201.	714.		
	20 Occupancy	56,857.	3,980.		52,877.
	21 Travel, conferences, and meetings	115,757.	906.		114,851.
	22 Printing and publications	13,663.	262.		13,401.
	23 Other expenses	90,913.	13,370.		75,943.
	24 Total operating and administrative expenses Add lines 13 through 23	1,830,570.	524,900.		1,178,759.
	25 Contributions, gifts, grants paid	2,941,910.			3,113,840.
	26 Total expenses and disbursements. Add lines 24 and 25	4,772,480.	524,900.		4,292,599.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,194,685.			
	b Net investment income (if negative, enter -0-)		6,456,335.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1,107,881.	473,000.	473,000.
	2	Savings and temporary cash investments		3,838,671.	3,600,320.	3,600,320.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶		25,000.		
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		29,529.	22,437.	22,437.
	10a	Investments - U.S. and state government obligations Stmt 12		2,232,323.	2,437,171.	2,437,171.
	b	Investments - corporate stock Stmt 13		50,317,314.	44,994,949.	44,994,949.
	c	Investments - corporate bonds Stmt 14		3,744,242.	3,578,087.	3,578,087.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other Stmt 15		31,038,604.	32,635,671.	32,635,671.	
14	Land, buildings, and equipment: basis ▶ 186,524.					
	Less accumulated depreciation Stmt 16 ▶ 151,898.		43,828.	34,626.	34,626.	
15	Other assets (describe ▶ Statement 17)		921,244.	859,642.	859,642.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		93,298,636.	88,635,903.	88,635,903.	
Liabilities	17	Accounts payable and accrued expenses		117,778.	132,885.	
	18	Grants payable		454,559.	282,628.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ Statement 18)		787,880.	719,671.	
	23	Total liabilities (add lines 17 through 22)		1,360,217.	1,135,184.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		91,814,298.	87,383,543.	
	25	Temporarily restricted		124,121.	117,176.	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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		91,938,419.	87,500,719.	
	31	Total liabilities and net assets/fund balances		93,298,636.	88,635,903.	

## 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	91,938,419.
2	Enter amount from Part I, line 27a	2	2,194,685.
3	Other increases not included in line 2 (itemize) ▶ See Statement 10	3	5,452.
4	Add lines 1, 2, and 3	4	94,138,556.
5	Decreases not included in line 2 (itemize) ▶ See Statement 11	5	6,637,837.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	87,500,719.

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 13,348,614.		8,112,433.	5,236,181.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			5,236,181.

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	5,236,181.
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). If (loss), enter -0- in Part I, line 8 }	3	N/A

**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))
2014	3,821,535.	91,325,234.	.041845
2013	4,256,317.	86,675,204.	.049107
2012	4,449,005.	80,458,306.	.055296
2011	4,308,923.	81,836,262.	.052653
2010	4,568,452.	76,628,777.	.059618

2 Total of line 1, column (d)	2	.258519
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	.051704
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	90,973,504.
5 Multiply line 4 by line 3	5	4,703,694.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	64,563.
7 Add lines 5 and 6	7	4,768,257.
8 Enter qualifying distributions from Part XII, line 4	8	4,292,599.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	129,127.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	129,127.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	129,127.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	125,705.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	35,295.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	161,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	31,873.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax	11	0.	

**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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2015)

**Part VII-A Statements Regarding Activities** (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.cmfdn.org</u>	X	
14 The books are in care of ► <u>Community Memorial Foundation</u> Telephone no. ► <u>(630) 654-4729</u> Located at ► <u>15 Spinning Wheel Rd, Ste. 326, Hinsdale, IL</u> ZIP+4 ► <u>60521</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		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions to the reporting requirements of FinCEN Form 114. 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 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 2015.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		X

Form 990-PF (2015)

**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 4945(d)(4)(A)? (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)?

N/A

5b

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?

N/A

☐ 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

X

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?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 20		274,855.	25,888.	10,000.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
Nanette M. Silva	Senior Program Officer			
7550 N. Maplewood, Chicago, IL 60645	40.00	121,559.	34,144.	0.
Thomas L. Fuechtmann	Program Officer			
105 Lincoln Ave., Riverside, IL 60546	40.00	93,706.	29,673.	0.
Deborah A. Kustra	Grants Manager			
236 W. Nebraska, Frankfort, IL 60423	40.00	82,222.	18,425.	0.
Gale A. Christoff - 403 N. Spring Ave., La Grange Park, IL 60526	Office Manager			
	40.00	62,974.	13,373.	0.

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

0

Form 990-PF (2015)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Marquette Associates - 180 N. LaSalle Street, Suite 3500, Chicago, IL 60601	Investment Manager	104,000.
Varey & Vaccariello CPAs PC 2205 Point Blvd. Ste 210, Elgin, IL 60123	Consulting, Bookkeeping, Tax Pre	52,990.
The London Company - 1800 Bayberry Court, Ste 301, Richmond, VA 23226	Investment Manager	50,756.
Geneva Capital Management LTD - 100 E. Wisconsin Ave, Ste 2550, Milwaukee, WI 53202	Investment Manager	50,682.
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 See Statement 21	373,878.
2 Building Organizational Effectiveness (BOE) Provides local non-profit organizations with continuous learning and improvement opportunities	250,057.
3 Healthcare Access Program (HCA) Addressing healthcare access issues and raising public awareness within the communities it serves	186,793.
4	

**Part IX-B** Summary of Program-Related Investments

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

Form 990-PF (2015)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	87,634,935.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	4,723,952.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	92,358,887.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	92,358,887.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,385,383.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	90,973,504.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	4,548,675.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	4,548,675.
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	129,127.
<b>b</b>	Income tax for 2015. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	129,127.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	4,419,548.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	5,452.
<b>5</b>	Add lines 3 and 4	<b>5</b>	4,425,000.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	4,425,000.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	4,292,599.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	4,292,599.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	4,292,599.

**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 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7				4,425,000.
<b>2</b> Undistributed income, if any, as of the end of 2015				
<b>a</b> Enter amount for 2014 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2015:				
<b>a</b> From 2010	723,352.			
<b>b</b> From 2011				
<b>c</b> From 2012	436,708.			
<b>d</b> From 2013	97,855.			
<b>e</b> From 2014				
<b>f</b> Total of lines 3a through e	1,257,915.			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4: ► \$	4,292,599.			
<b>a</b> Applied to 2014, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2015 distributable amount				4,292,599.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	132,401.			132,401.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,125,514.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7	590,951.			
<b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	534,563.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2011				
<b>b</b> Excess from 2012	436,708.			
<b>c</b> Excess from 2013	97,855.			
<b>d</b> Excess from 2014				
<b>e</b> Excess from 2015				



**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				
AgeOptions 1048 W. Lake St, Ste 300 Oak Park, IL 60301	None	PC	Take Charge of Your Health	50,000.
Aging Care Connections 111 West Harris Avenue La Grange, IL 60125	None	PC	Management Association of Illinois Membership - 4th year	250.
Aging Care Connections 111 West Harris Avenue La Grange, IL 60525	None	PC	Celebrating Seniors Week	2,500.
Aging Care Connections 111 West Harris Avenue La Grange, IL 60525	None	PC	TA - Communications	4,000.
Aging Care Connections 111 West Harris Avenue La Grange, IL 60525	None	PC	Aging Well Neighborhood Program	125,631.
Total			See continuation sheet(s) ▶ 3a	3,113,840.
b Approved for future payment				
Community Nurse Health Association 23 Calendar Avenue La Grange, IL 60525	None	PC	Community Healthcare Network of the Western Suburbs (Network)	87,886.
Pillars Community Services 333 N LaGrange Rd, Suite One La Grange Park, IL 60526	None	PC	Pillars Community Healthcare Network of the Western Suburbs	59,650.
UCP Sequin Services 3100 S Central Ave Cicero, IL 60804	None	PC	Eyes to Toes Project: Promoting Health for People with Developmental Disabilities	10,000.
Total			See continuation sheet(s) ▶ 3b	170,036.



## Part XVII

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |  |                     |
|--|---------------------|
| <p><b>1</b> 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><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</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><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> 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> | <p><b>Yes</b></p>   |
|  | <p><b>1a(1)</b></p> |
|  | <p><b>1a(2)</b></p> |
|  | <p><b>1b(1)</b></p> |
|  | <p><b>1b(2)</b></p> |
|  | <p><b>1b(3)</b></p> |
|  | <p><b>1b(4)</b></p> |
|  | <p><b>1b(5)</b></p> |
|  | <p><b>1b(6)</b></p> |
|  | <p><b>1c</b></p>    |


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

[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
N/A		

**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.

 11/15/16 President

Signature of officer or trustee Date Title

☒ Yes ☐ No May the IRS discuss this return with the preparer shown below (see instr. 9)?

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>Elizabeth A. Vaccariello</b>	Preparer's signature 	Date <b>1/13/10</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00357347</b>
	Firm's name ▶ <b>Varey &amp; Vaccariello CPAs PC</b>				Firm's EIN ▶ <b>36-3994838</b>
	Firm's address ▶ <b>2205 Point Boulevard, Suite 210 Elgin, IL 60123</b>				Phone no. <b>847-228-6977</b>

**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	Geneva Capital Management - Short Term Gains and			
b	Geneva Capital Management - Long Term Gains and L			
c	BMO Custody - Long Term Gains and Losses			
d	Fiduciary Manangement - Short Term Gains and Loss			
e	Fiduciary Manangement - Long Term Gains and Losse			
f	Mesirow - Short Term Gains and Losses			
g	Mesirow - Long Term Gains and Losses			
h	London Company Manangement - Short Term Gains and			
i	London Company Manangement - Long Term Gains and			
j	Meridian Diversified Fund - Long Term Gains and L			
k	Trust Under the Retirement Plans - Short Term Gai			
l	Trust Under the Retirement Plans - Long Term Gain			
m	Capital Gains Dividends			
n				
o				

(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	153,350.	158,604.	<5,254.>
b	1,344,446.	1,001,763.	342,683.
c	6,460,000.	3,419,914.	3,040,086.
d	95,193.	74,366.	20,827.
e	637,855.	299,908.	337,947.
f	673,341.	680,818.	<7,477.>
g	1,396,928.	1,373,357.	23,571.
h	422,759.	322,589.	100,170.
i	1,483,609.	768,012.	715,597.
j	42,088.	25,690.	16,398.
k		<249.>	249.
l		<12,339.>	12,339.
m	639,045.		639,045.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<5,254.>
b			342,683.
c			3,040,086.
d			20,827.
e			337,947.
f			<7,477.>
g			23,571.
h			100,170.
i			715,597.
j			16,398.
k			249.
l			12,339.
m			639,045.
n			
o			

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	5,236,181.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Alivio Medical Center 966 West 21st Chicago, IL 60608	None	PC	Management Association of Illinois Membership	750.
Alivio Medical Center 966 West 21st Chicago, IL 60608	None	PC	Alivio's Maternal & Child Health Program	87,500.
All Our Childrens Advocacy Center 4053 Wolf Road Western Springs, IL 60558	None	PC	All Our Children's Advocacy Center	5,000.
All Our Childrens Advocacy Center 4053 Wolf Road Western Springs, IL 60558	None	PC	All Our Children's Advocacy Center	20,000.
All Our Childrens Advocacy Center 4053 Wolf Road Western Springs, IL 60558	None	PC	Management Association of Illinois Membership - 4th year	250.
Alliance to End Homelessness 4415 Harrison Street, Ste 228 Hinsdale, IL 60162	None	PC	Management Association of Illinois membership - 2nd year	750.
Alliance to End Homelessness 4415 Harrison Street, Ste 228 Hinsdale, IL 60162	None	PC	Zero: 2016	17,000.
Arab American Family Services 9044 S Octavia Avenue Bridgeview, IL 60455	None	PC	Expanding and Enhancing the Case Management Department	35,000.
Arab American Family Services 9044 S Octavia Avenue Bridgeview, IL 60455	None	PC	Management Association of Illinois Membership - 4th year	250.
Beds, Inc. PO Box 2035 La Grange, IL 60525	None	PC	Executive Coaching 2014-2015	1,650.
<b>Total from continuation sheets</b>				<b>2,931,459.</b>



**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Beds, Inc. PO Box 2035 La Grange, IL 60525	None	PC	Homelessness Prevention - Access and Support	39,000.
Bridge Communities, Inc. 505 Crescent Blvd Glen Ellyn, IL 60137	None	PC	Management Association of Illinois membership - 4th year	250.
Bridge Communities, Inc. 505 Crescent Blvd Glen Ellyn, IL 60137	None	PC	Bridge Communities' Children's Program	50,000.
Catholic Charities of the Archdiocese of Chicago 721 North LaSalle St Chicago, IL 60654	None	PC	St. Blase Service Center	35,000.
Catholic Charities, Diocese of Joliet 203 N Ottawa Street Joliet, IL 60432	None	PC	Improving the Lives of Very Low-Income DuPage County Residents through the Provision of Health-Related	20,000.
Catholic Charities, Diocese of Joliet 203 N Ottawa Street Joliet, IL 60432	None	PC	Membership in The Management Association of Illinois	1,000.
Center for Creative Leadership PO Box 26300-One Leadership Place Greensboro, NC 27438	None	PC	Leadership Development	54,347.
Center for Creative Leadership PO Box 26300-One Leadership Place Greensboro, NC 27438	None	PC	Ladder to Leadership Program	203,434.
Center for Creative Leadership PO Box 26300-One Leadership Place Greensboro, NC 27438	None	PC	Evaluation for Ladder to Leadership Program	32,700.
Center for Creative Leadership PO Box 26300-One Leadership Place Greensboro, NC 27438	None	PC	Operation Expenses Associated with Ladder to Leadership Program for 2015	13,359.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Chicago Community Foundation 225 N Michigan Avenue Chicago, IL 60601	None	PC	Nonprofit Impact Awareness Fund	20,000.
Chicago Dental Society Foundation 401 N Michigan Ave, Ste 200 Chicago, IL 60611	None	PC	Chicago Dental Society Foundation Clinic	24,500.
Community House 415 West 8th Street Hinsdale, IL 60521	None	PC	Intensive Outpatient Psychotherapy Program	15,000.
Community House 415 West 8th Street Hinsdale, IL 60521	None	PC	Intensive Outpatient Psychotherapy Program and NEW Partners Program	86,000.
Community House 415 West 8th Street Hinsdale, IL 60521	None	PC	Management Association of Illinois Membership - 4th year	250.
Community House 415 West 8th Street Hinsdale, IL 60521	None	PC	Willowbrook Corner Coalition: Leadership Development to Strengthen Community	5,000.
Community Media Workshop 800 S. Michigan Ave Chicago, IL 60605	None	PC	Board Development Training	7,000.
Community Nurse Health Association 23 Calendar Avenue La Grange, IL 60525	None	PC	Community Healthcare Network of the Western Suburbs	60,300.
Community Nurse Health Association 23 Calendar Avenue La Grange, IL 60525	None	PC	Community Healthcare Network of the Western Suburbs	58,325.
Community Nurse Health Association 23 Calendar Avenue La Grange, IL 60525	None	PC	CNHC Primary Care Home	40,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Community Nurse Health Association 23 Calendar Avenue La Grange, IL 60525	None	PC	CNHC Primary Care Home	80,000.
Community Nurse Health Association 23 Calendar Avenue La Grange, IL 60525	None	PC	Deep Dive Communications - Video	4,000.
Community Nurse Health Association 23 Calendar Avenue La Grange, IL 60525	None	PC	Feasibility Study for Village Hall for Health	11,700.
Community Nurse Health Association 23 Calendar Avenue La Grange, IL 60525	None	PC	Membership to The Management Association of Illinois	1,000.
Community Nurse Health Association 23 Calendar Avenue La Grange, IL 60525	None	PC	Community Healthcare Network of the Western Suburbs (Network)	87,887.
Community Support Services, Inc. 9021 Ogden Avenue Brookfield, IL 60513	None	PC	Nursing Services	35,000.
CompassPoint 500 12th Street, Ste 320 Oakland, CA 94607	None	PC	Facilitate 2 Half-day Workshops on Succession Planning & Sustainability	10,000.
CURE Network 2434 Wolf Rd Westchester, IL 60154	None	PC	2nd Year Renewal for Executive Coaching 2015-2016	2,950.
CURE Network 2434 Wolf Road Westchester, IL 60154	None	PC	General Operating Support	25,000.
Delta Dental of Illinois Foundation 111 Shuman Blvd Naperville, IL 60563	None	PC	Land of Smiles Program	4,500.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Delta Dental of Illinois Foundation 111 Shuman Blvd Naperville, IL 60563	None	PC	Executive Coaching 2015-2016	5,800.
Delta Dental of Illinois Foundation 111 Shuman Blvd Naperville, IL 60563	None	PC	Land of Smiles	7,530.
DuPage Federation of Human Services Reform 146 W Roosevelt Road Villa Park, IL 60181	None	PC	General Operating Support	30,000.
DuPage Federation of Human Services Reform 146 W Roosevelt Road Villa Park, IL 60181	None	PC	1 in 4: Bringing Mental Illness Out of the Shadows	50,000.
DuPage Federation of Human Services Reform 146 W Roosevelt Road Villa Park, IL 60181	None	PC	Executive Coaching 2014-2015	1,650.
DuPage Health Coalition (Access DuPage) 511 Thornhill Drive Carol Stream, IL 60188	None	PC	Access DuPage Program	35,000.
DuPage Health Coalition (Access DuPage) 511 Thornhill Drive Carol Stream, IL 60188	None	PC	Management Association of Illinois Membership - 4th year	250.
DuPage Health Coalition (Access DuPage) 511 Thornhill Drive Carol Stream, IL 60188	None	PC	Silver Access	5,000.
DuPage Health Coalition (Access DuPage) 511 Thornhill Drive Carol Stream, IL 60188	None	PC	Southeast DuPage Health Access Project	37,500.
DuPage PADS Inc 705 W Liberty Drive Wheaton, IL 60187	None	PC	Management Association of Illinois Membership - 4th year	250.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DuPage PADS Inc 705 W Liberty Drive Wheaton, IL 60187	None	PC	General Operating Support	25,000.
DuPage PADS Inc 705 W Liberty Drive Wheaton, IL 60187	None	PC	Leadership Skills Training for DuPage PADS Staff	5,000.
DuPage Senior Citizens Council 1990 Springer Dr Lombard, IL 60148	None	PC	General Operating Support	25,000.
Easter Seals DuPage and the Fox Valley Region 830 S Addison Ave Villa Park, IL 60181	None	PC	Access to Care: Therapy Subsidies for Low-Income Children and Families	5,000.
Easter Seals DuPage and the Fox Valley Region 830 S Addison Ave Villa Park, IL 60181	None	PC	Family Services: Helping Children with Developmental Disabilities and Their Parents Thrive	27,381.
Easter Seals DuPage and the Fox Valley Region 830 S Addison Ave Villa Park, IL 60181	None	PC	TA - Communications	4,000.
Easter Seals DuPage and the Fox Valley Region 830 S Addison Ave Villa Park, IL 60181	None	PC	Management Association of Illinois Membership - 2nd year	750.
EverThrive Illinois 1256 W. Chicago Avenue Chicago, IL 60642	None	PC	2nd Year Renewal for Executive Coaching 2015-2016	2,950.
EverThrive Illinois 1256 W. Chicago Avenue Chicago, IL 60642	None	PC	Executive Coaching 2014-2015	1,275.
Family Focus Inc 310 South Peoria, Ste 301 Chicago, IL 60607	None	PC	Executive Coaching 2014-2015	1,650.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Family Focus Inc 310 South Peoria, Ste 301 Chicago, IL 60607	None	PC	Healthy Families DuPage	25,000.
Family Shelter Service Inc 605 E Roosevelt Road Wheaton, IL 60187	None	PC	TA - Communications	4,000.
Family Shelter Service Inc 605 E Roosevelt Road Wheaton, IL 60187	None	PC	Management Association of Illinois Membership - 4th year	250.
Family Shelter Service Inc 605 E Roosevelt Road Wheaton, IL 60187	None	PC	Shelter and Community Counseling Program for Victims of Domestic Violence	50,000.
Forefront fka Donors Forum of Chicago 208 S LaSalle, Suite 1540 Chicago, IL 60604	None	PC	2015 Leadership Fund	6,816.
Giant Steps Illinois, Inc. 2500 Cabot Drive Lisle, IL 60532	None	PC	Executive Coaching 2015-2016	5,800.
Giant Steps Illinois, Inc. 2500 Cabot Drive Lisle, IL 60532	None	PC	Membership in The Management Association of Illinois	1,000.
Giant Steps Illinois, Inc. 2500 Cabot Drive Lisle, IL 60532	None	PC	General Operating Support	25,000.
Greater Chicago Food Depository 4100 Ann Lurie Pl Chicago, IL 60632	None	PC	Mobile Pantry Distributions in the Township of Lyons	20,000.
Greater Chicago Food Depository 4100 Ann Lurie Pl Chicago, IL 60632	None	PC	Mobile Produce Pantry in La Grange	2,500.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Hamdard Center for Health and Human Services NFP 228 E Lake Street Addison, IL 60101	None	PC	Integrated Primary Care	25,000.
HCS Family Services 19 E Chicago Ave, 2nd Floor Hinsdale, IL 60521	None	PC	General Operating Support	25,000.
HCS Family Services 19 E Chicago Ave, 2nd Floor Hinsdale, IL 60521	None	PC	TA - Communications	4,000.
HCS Family Services 19 E Chicago Ave, 2nd Floor Hinsdale, IL 60521	None	PC	Executive Coaching 2015-2016	5,800.
HCS Family Services 19 E Chicago Ave, 2nd Floor Hinsdale, IL 60521	None	PC	Membership in The Management Association of Illinois	1,000.
Healthcare Alternative Systems Inc 2755 W Armitage Ave Chicago, IL 60647	None	PC	Executive Coaching 2014-2015	1,650.
Healthcare Alternative Systems Inc 2755 W Armitage Ave Chicago, IL 60647	None	PC	Postpartum Depression Program - Westchester	20,000.
Healthcare Alternative Systems Inc 2755 W Armitage Ave Chicago, IL 60647	None	PC	TA - Communications	4,000.
Healthcare Alternative Systems Inc 2755 W Armitage Ave Chicago, IL 60647	None	PC	Membership in The Management Association of Illinois	1,000.
Healthcare Alternative Systems Inc 2755 W Armitage Ave Chicago, IL 60647	None	PC	2nd Year Renewal for Executive Coaching 2015-2016	2,950.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Healthcare Alternative Systems Inc 2755 W Armitage Ave Chicago, IL 60647	None	PC	Broadview/West Cook County Communities Outreach Initiative	40,000.
Helping Hand Center 9649 W 55th Street Countryside, IL 60525	None	PC	TA - Communications	4,000.
Helping Hand Center 9649 W 55th Street Countryside, IL 60525	None	PC	Management Association of Illinois Membership - 4th year	250.
Hope's Front Door 1047 Curtiss St, Ste 610 Downers Grove, IL 60515	None	PC	General Operating Support	5,000.
Hope's Front Door 1047 Curtiss St, Ste 610 Downers Grove, IL 60515	None	PC	Special Assistance - Health & Wellness	25,000.
Hope's Front Door 1047 Curtiss St, Ste 610 Downers Grove, IL 60515	None	PC	TA - Communications	4,000.
Illinois Coalition for Immigrant and Refugee Rights 55 E Jackson Blvd, Ste 2075 Chicago, IL 60604	None	PC	Management Association of Illinois Membership - 4th year	250.
Interfaith Community Partners 1515 W Ogden Ave, Ste 536 La Grange Park, IL 60526	None	PC	Active Aging Grant: Stay Mentally & Physically Active	9,666.
Life Matters Media 517 N Racine Ave Chicago, IL 60642	None	PC	Life Matters Media Expansion into the Western Suburbs	15,000.
Life Span 70 E Lake St, Ste 700 Chicago, IL 60601	None	PC	Direct Services for Victims of Domestic Violence	25,000.
Total from continuation sheets				



**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Literacy Volunteers of America - DuPage 24W500 Maple Ave, Ste 217 Naperville, IL 60540	None	PC	Executive Coaching 2014-2015	1,650.
Literacy Volunteers of America - DuPage 24W500 Maple Ave, Ste 217 Naperville, IL 60540	None	PC	General Operating Support	15,000.
Literacy Volunteers of America - DuPage 24W500 Maple Ave, Ste 217 Naperville, IL 60540	None	PC	TA - Communications	4,000.
Literacy Volunteers of America - DuPage 24W500 Maple Ave, Ste 217 Naperville, IL 60540	None	PC	2nd Year Renewal for Executive Coaching	2,950.
Literacy Volunteers of America - DuPage 24W500 Maple Ave, Ste 217 Naperville, IL 60540	None	PC	Management Association of Illinois Membership - 2nd year	750.
Love Inc of Western Suburbs Chicago PO Box 50 Clarendon Hills, IL 60514	None	PC	LOVE Help Program	13,050.
Lyons Township High School #204 100 S Brainard Ave La Grange, IL 60525	None	GOV	Young Hearts for Life	1,500.
Mayslake Village, Franciscan Tertiary Province of Sacred Heart Affiliate 1801 35th Street Oak Brook, IL 60523	None	PC	Spread the Health-Resident Dental Fund	5,000.
Mayslake Village, Franciscan Tertiary Province of Sacred Heart Affiliate 1801 35th Street Oak Brook, IL 60523	None	PC	Executive Coaching 2015-2016	5,800.
Mercy Housing Lakefront 120 S Lasalle St, Ste 1850 Chicago, IL 60603	None	PC	MHL Countryside Apartments Health and Wellness Program	40,000.
<b>Total from continuation sheets</b>				

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Metropolitan Family Services DuPage 222 East Willow Ave Wheaton, IL 60187	None	PC	Health & Nutrition Services through Head Start	6,000.
Metropolitan Family Services DuPage 222 East Willow Ave Wheaton, IL 60187	None	PC	Integrating Mental Health and Basis Need Services in Southeast DuPage County	25,000.
Mujeres Latinas En Accion Inc 2124 West 21st Place Chicago, IL 60608	None	PC	Domestic Violence and Sexual Assault Programs - North Riverside	40,000.
NAMI Metro Suburban Inc 816 Harrison Street Oak Park, IL 60304	None	PC	Strategic Planning	5,000.
NAMI Metro Suburban Inc 816 Harrison Street Oak Park, IL 60304	None	PC	Mental Health First Aid Management	55,000.
NAMI Metro Suburban Inc 816 Harrison Street Oak Park, IL 60304	None	PC	Management Association of Illinois Membership - 4th year	250.
NAMI Metro Suburban Inc 816 Harrison Street Oak Park, IL 60304	None	PC	Community Outreach and School Program	45,000.
NAMI of DuPage County IL 2100 Manchester Rd, #B Ste 925 Wheaton, IL 60187	None	PC	Executive Coaching 2014-2015	1,650.
NAMI of DuPage County IL 2100 Manchester Rd, #B Ste 925 Wheaton, IL 60187	None	PC	Community Connections - Southeast DuPage	18,000.
NAMI of DuPage County IL 2100 Manchester Rd, #B Ste 925 Wheaton, IL 60187	None	PC	Community Connections - Southeast DuPage	40,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NAMI of DuPage County IL 2100 Manchester Rd, #B Ste 925 Wheaton, IL 60187	None	PC	2nd Year Renewal for Executive Coaching 2015-2016	2,950.
NAMI of DuPage County IL 2100 Manchester Rd, #B Ste 925 Wheaton, IL 60187	None	PC	Management Association of Illinois Membership - 4th year	250.
National Foundation of Dentistry for the Handicapped PO Box 211 Northbrook, IL 60065	None	PC	Chicago Donated Dental Services (DDS) Program	12,500.
Nazareth Academy 1209 W Ogden Ave La Grange Park, IL 60526	None	PC	Executive Coaching 2014-2015	1,650.
Nazareth Academy 1209 W Ogden Ave LaGrange Park, IL 60526	None	PC	2nd Year Renewal for Executive Coaching 2015-2016	2,950.
Nazareth Academy 1209 W Ogden Ave LaGrange Park, IL 60526	None	PC	Nazareth Cluster Mental Health and Substance Abuse Intervention Program	71,984.
Northern Illinois Food Bank 273 Dearborn Court Geneva, IL 60134	None	PC	Diabetes Education and Prevention	17,900.
Northern Illinois Food Bank 273 Dearborn Court Geneva, IL 60134	None	PC	Food Assistance in South-eastern DuPage	40,000.
Oak Park and River Forest Infant Welfare Society 320 Lake Street Oak Park, IL 60302	None	PC	Executive Coaching 2014-2015	1,450.
Oak Park and River Forest Infant Welfare Society 320 Lake Street Oak Park, IL 60302	None	PC	Information Technology for EMR Meaningful Use	15,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Oak Park and River Forest Infant Welfare Society 320 Lake Street Oak Park, IL 60302	None	PC	Management Association of Illinois Membership - 4th year	250.
Oak Park and River Forest Infant Welfare Society 320 Lake Street Oak Park, IL 60302	None	PC	General Operating Support	25,000.
PAV YMCA Foundation 2947 Oak Park Ave Berwyn, IL 60402	None	PC	Management Association of Illinois Membership - 4th year	250.
People Care Inc 60 Akenside Rd Riverside, IL 60546	None	PC	Executive Coaching 2015-2016	5,800.
People's Resource Center 201 S Naperville Rd Wheaton, IL 60187	None	PC	People's Resource Center Southeast (PRC-SE) Capital Campaign	50,000.
People's Resource Center 201 S Naperville Rd Wheaton, IL 60187	None	PC	TA - Communications	4,000.
People's Resource Center 201 S Naperville Rd Wheaton, IL 60187	None	PC	People's Resource Center Southeast (PRC-SE)	25,000.
Pillars Community Services 333 N LaGrange Rd, Suite One La Grange Park, IL 60526	None	PC	Community Healthcare Network	20,050.
Pillars Community Services 333 N LaGrange Rd, Suite One La Grange Park, IL 60526	None	PC	Behavioral Services for Community Healthcare Network of the Western Suburbs	16,000.
Pillars Community Services 333 N LaGrange Rd, Suite One La Grange Park, IL 60526	None	PC	Pillars 2.0: Improving Technology, Changing Lives	39,742.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Pillars Community Services 333 N LaGrange Rd, Suite One La Grange Park, IL 60526	None	PC	Pillars Community Healthcare Network of the Western Suburbs	59,650.
Plymouth Place Inc 315 N LaGrange Rd La Grange Park, IL 60526	None	PC	Management Association of Illinois Membership - 4th year	250.
Ray Graham Association for People with Disabilities 901 Warrenville Road, Suite 500 Lisle, IL 60532	None	PC	Management Association of Illinois Membership - 4th year	250.
Robert Crown Center for Health Education 21 Salt Creek Lane Hinsdale, IL 60521	None	PC	TA - Communications	4,000.
Robert Crown Center for Health Education 21 Salt Creek Lane Hinsdale, IL 60521	None	PC	Executive Coaching 2015-2016	5,800.
Robert Crown Center for Health Education 21 Salt Creek Lane Hinsdale, IL 60521	None	PC	General Operating Support	25,000.
Ronald McDonald House Charities of Chicagoland and NW Indiana 1301 W. 22nd St, Ste 905 Oak Brook, IL 60523	None	PC	General Operating Support	25,000.
Samaritan Interfaith Counseling Center Inc 1819 Bay Scott Cr, Ste 109 Naperville, IL 60540	None	PC	Mental Health Access Program	25,000.
Samaritan Interfaith Counseling Center Inc 1819 Bay Scott Cr, Ste 109 Naperville, IL 60540	None	PC	TA - Communications	4,000.
Sargent Shriver National Center on Poverty Law 50 E Washington St, Ste 500 Chicago, IL 60602	None	PC	HelpHub: An Enhanced Technical Assistance and Training Center for Care Coordination and Health Care Access	25,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Sharing Connections Inc 5111 Chase Ave Downers Grove, IL 60515	None	PC	Management Association of Illinois membership - 4th year	250.
Suburban Primary Health Care Council 2225 Enterprise Dr, Ste 2507 Westchester, IL 60154	None	PC	Access to Care	56,330.
TASC Inc. 700 S. Clinton Street Chicago, IL 60607	None	PC	Expanding TASC's Presence in the Western Suburbs	24,333.
Teen Parent Connection Inc 475 Taft Ave Glen Ellyn, IL 60137	None	PC	TA - Communications	4,000.
Teen Parent Connection Inc 475 Taft Ave Glen Ellyn, IL 60137	None	PC	Management Association of Illinois Membership - 4th year	250.
Teen Parent Connection Inc 475 Taft Ave Glen Ellyn, IL 60137	None	PC	Pathways to Prevention	40,000.
The LeaderShop 4903 S Gilbert Avenue La Grange, IL 60525	None	PC	Mentoring Program	25,000.
The LeaderShop 4903 S Gilbert Avenue La Grange, IL 60525	None	PC	TA - Communications	4,000.
The LeaderShop 4903 S Gilbert Avenue La Grange, IL 60525	None	PC	Management Association of Illinois Membership - 4th year	250.
Trinity Volunteer Corps 703 W Monroe St Chicago, IL 60661	None	PC	Second Annual TVC Feed Our Community Day	9,900.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UCP Sequin Services 3100 S Central Ave Cicero, IL 60804	None	PC	Eyes to Toes Project: Promoting Health for People with Developmental Disabilities	15,000.
Way Back Inn Inc 104 Oak Street Maywood, IL 60153	None	PC	Management Association of Illinois Membership - 2nd year	750.
Way Back Inn Inc 104 Oak Street Maywood, IL 60153	None	PC	General Operating Support	25,000.
Wellness House 131 N County Line Rd Hinsdale, IL 60521	None	PC	Cancer Care Collaboration: Wellness Without Walls	10,000.
Wellness House 131 N County Line Rd Hinsdale, IL 60521	None	PC	Management Association of Illinois Membership - 4th year	250.
Wellness House 131 N County Line Rd Hinsdale, IL 60521	None	PC	Cancer Care Collaboration	20,000.
West Suburban Senior Services 439 Bohland Ave Bellwood, IL 60104	None	PC	Executive Coaching 2015-2016	5,800.
Young Invincibles 1411 K Street, 4th Floor Washington, DC 20005	None	PC	Western Suburban Millennial Health Literacy Initiative	12,500.
Total from continuation sheets				

### 3 Grants and Contributions Approved for Future Payment (Continuation)

523635  
04-01-15



**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - Catholic Charities, Diocese of Joliet

Improving the Lives of Very Low-Income DuPage County Residents through  
the Provision of Health-Related Basic Needs

Form 990-PF      Gain or (Loss) from Sale of Assets      Statement 1

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Geneva Capital Management - Short Term Gains and Losses			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
153,350.	158,604.	0.	0.
			<5,254.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Geneva Capital Management - Long Term Gains and Losses			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
1,344,446.	1,001,763.	0.	0.
			342,683.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
BMO Custody - Long Term Gains and Losses			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
6,460,000.	3,419,914.	0.	0.
			3,040,086.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Fiduciary Management - Short Term Gains and Losses					
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
95,193.	74,366.	0.	0.	20,827.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Fiduciary Management - Long Term Gains and Losses					
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
637,855.	299,908.	0.	0.	337,947.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Mesirow - Short Term Gains and Losses					
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
673,341.	680,818.	0.	0.	<7,477.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Mesirow - Long Term Gains and Losses					
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
1,396,928.	1,373,357.	0.	0.	23,571.	

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
London Company Manangement - Short Term Gains and Losses				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
422,759.	322,589.	0.	0.	100,170.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
London Company Manangement - Long Term Gains and Losses				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,483,609.	768,012.	0.	0.	715,597.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
<hr/>					
Meridian Diversified Fund - Long Term Gains and Losses					
<hr/>					
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
<hr/>					
42,088.	25,690.	0.	0.	16,398.	

(a) Description of Property	Manner Acquired			Date Acquired	Date Sold
Trust Under the Retirement Plans - Short Term Gains and Losses					
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	0.	0.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
Trust Under the Retirement Plans - Long Term Gains and Losses				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	0.

Capital Gains Dividends from Part IV	639,045.
Total to Form 990-PF, Part I, line 6a	5,223,593.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
JPMorgan Chase Bank	1.	1.	
Total to Part I, line 3	1.	1.	

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Investment Income	2,313,224.	639,045.	1,674,179.	1,674,179.	
To Part I, line 4	2,313,224.	639,045.	1,674,179.	1,674,179.	

Form 990-PF	Other Income	Statement	4
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Metropolitan RE Partners - From K-1	5,551.	0.	
Metropolitan RE Partners - From K-1	63,493.	63,493.	
Metropolitan RE Partners - Non-Deductible Expense	<35.>	0.	
Class Action Income	27.	27.	
Recapture Services	359.	359.	
NHIT: Core Fixed Income Trust - From K-1	<112.>	<112.>	
Oaktree Mezzanine Fund - From K-1	190.	190.	
Oaktree Mezzanine Fund - Non-Deductible Expense	<81.>	0.	
Total to Form 990-PF, Part I, line 11	69,392.	63,957.	

Form 990-PF	Legal Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees - McGuireWoods LLP	13,491.	944.		12,547.
To Fm 990-PF, Pg 1, ln 16a	13,491.	944.		12,547.

Form 990-PF	Accounting Fees	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees - Varey & Vaccariello CPAs PC	52,990.	3,709.		49,281.
Audit fees - Plante & Moran, PLLC	19,500.	4,875.		14,625.
To Form 990-PF, Pg 1, ln 16b	72,490.	8,584.		63,906.

Form 990-PF Other Professional Fees Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting	124,670.	0.		124,670.
Investment management	337,899.	337,899.		0.
Other	23,133.	572.		22,561.
Investment custodian fees	14,100.	14,100.		0.
Marketing	805.	0.		805.
To Form 990-PF, Pg 1, ln 16c	500,607.	352,571.		148,036.

Form 990-PF Taxes Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Section 4940 excise tax	129,129.	0.		0.
Foreign tax withheld on dividends	39,250.	39,250.		0.
To Form 990-PF, Pg 1, ln 18	168,379.	39,250.		0.

Form 990-PF Other Expenses Statement 9

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank charges	10,143.	10,143.		0.
Dues and subscriptions	12,442.	0.		10,842.
Equipment rental and maintenance	9,681.	678.		9,003.
Insurance - general	4,311.	302.		4,009.
Licenses and fees	1,993.	0.		1,993.
Postage and shipping	2,322.	58.		2,264.
Service contracts	20,945.	1,466.		19,479.
Supplies	15,634.	213.		15,421.
Telephone	7,290.	510.		6,780.
Outside services	6,152.	0.		6,152.
To Form 990-PF, Pg 1, ln 23	90,913.	13,370.		75,943.

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Form 990-PF      Other Increases in Net Assets or Fund Balances      Statement 10

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Description	Amount
Income Modification - Grants Returned	5,452.
Total to Form 990-PF, Part III, line 3	5,452.

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Form 990-PF      Other Decreases in Net Assets or Fund Balances      Statement 11

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Description	Amount
Unrealized loss on investments carried at market value	6,630,892.
Change in value of trust obligations	6,945.
Total to Form 990-PF, Part III, line 5	6,637,837.

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Form 990-PF      U.S. and State/City Government Obligations      Statement 12

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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
See Attachment A	X		2,292,496.	2,292,496.
See Attachment B		X	144,675.	144,675.
Total U.S. Government Obligations			2,292,496.	2,292,496.
Total State and Municipal Government Obligations			144,675.	144,675.
Total to Form 990-PF, Part II, line 10a			2,437,171.	2,437,171.

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Form 990-PF      Corporate Stock      Statement 13

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Description	Book Value	Fair Market Value
See Attachment C	44,994,949.	44,994,949.
Total to Form 990-PF, Part II, line 10b	44,994,949.	44,994,949.

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**INVESTMENTS - US GOVERNMENT OBLIGATIONS**

(Page 2, Part II, Line 10a)

<u>Description</u>	<u>12/31/15 Book Value and Market Value</u>
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G01827 4 500% DTD 05/01/2005 DUE 06/01/2035 IPD14	21,656
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G06361 4 000% DTD 03/01/2011 DUE 03/01/2041 IPD14	61,949
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G13652 4 500% DTD 08/01/2009 DUE 09/01/2024 IPD14	23,690
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G18509 3 500% DTD 04/01/2014 DUE 04/01/2029 IPD14	75,224
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J15482 4 000% DTD 05/01/2011 DUE 05/01/2026 IPD14	13,267
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #V60563 3 000% DTD 05/01/2014 DUE 06/01/2029 IPD14	88,548
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #AH6826 4 000% DTD 03/01/2011 DUE 03/01/2026 IPD24	38,547
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #AJ9731 4 000% DTD 01/01/2012 DUE 01/01/2042 IPD24	80,890
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #AL0147 4.000% DTD 03/01/2011 DUE 04/01/2041 IPD24	63,728
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #AW3625 4.500% DTD 06/01/2014 DUE 06/01/2044 IPD24	78,756
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #AY5509 3.500% DTD 03/01/2015 DUE 03/01/2045 IPD24	97,487
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2611 CL HD 5.00% DTD 05/01/2003 DUE	13,616
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #AA9347 5 000% DTD 08/01/2009 DUE 08/01/2039 IPD24	35,014
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #AB1776 3.500% DTD 10/01/2010 DUE 11/01/2025 IPD24	41,347
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #AB5710 2.500% DTD 06/01/2012 DUE 07/01/2027 IPD24	80,335
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #AE0815 4.000% DTD 01/01/2011 DUE 01/01/2020 IPD24	15,458
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #AE3066 3.500% DTD 09/01/2010 DUE 09/01/2025 IPD24	22,025
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #AE7728 4.500% DTD 11/01/2010 DUE 11/01/2040 IPD24	54,803
SLM STUDENT LN TR SER 2011 2 CL A 1 FLTG RATE DTD 05/26/2011 DUE 11/25/2027	32,269
US TREASURY BOND 3.75% DTD 08/15/2011 DUE 08/15/2041	201,086
US TREASURY BOND 0.625% DTD 02/15/2013 DUE 02/15/2043 TREASURY INFLATION PROTECTION	158,033
US TREASURY BOND 3 00% DTD 11/15/2014 DUE 11/15/2044	9,967
US TREASURY BOND 2.875% DTD 08/15/2015 DUE 08/15/2045	7,772
US TREASURY NOTE ZERO DTD 08/15/2015 DUE 08/15/2025	73,137
US TREASURY NOTE 1.75% DTD 09/30/2015 DUE 09/30/2022	117,634
US TREASURY NOTE 2 25% DTD 11/15/2015 DUE 11/15/2025	79,830
US TREASURY NOTE 0.875% DTD 11/30/2015 DUE 11/30/2017	79,775

**INVESTMENTS - US GOVERNMENT OBLIGATIONS**

(Page 2, Part II, Line 10a)

<u>Description</u>	<u>12/31/15 Book Value and Market Value</u>
US TREASURY NOTE 1.625% DTD 08/15/2012 DUE 08/15/2022	107,166
US TREASURY NOTE 1.00% DTD 05/31/2013 DUE 05/31/2018	119,405
US TREASURY NOTE 1 375% DTD 05/31/2013 DUE 05/31/2020	345,020
US TREASURY NOTE 1.50% DTD 05/31/2014 DUE 05/31/2019	55,062
<b>TOTALS</b>	<b>\$ 2,292,496</b>

**INVESTMENTS - STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS**  
(Page 2, Part II, Line 10a)

<u>Description</u>	<u>12/31/15 Book Value and Market Value</u>
CALIFORNIA ST GO BDS TAXABLE 6 20% DTD 10/15/2009 DUE 10/01/2019 CALLABLE	57,343
METROPOLITAN WTR DIST SOUTH N C WTR REV BDS 2010A TAXABLE 6.947% DTD 12/22/2010 DUE 07/01/2040 CALLABLE	87,332
<b>TOTALS</b>	<b>\$ 144,675</b>

**INVESTMENTS - CORPORATE STOCK**

(Page 2, Part II, Line 10b)

<u>Description</u>	<u>12/31/15 Book Value and Market Value</u>
3M CO COM	90,384
ACCENTURE PLC CLASS A ORDINARY	190,713
ACUITY BRANDS INC COM	87,675
AFFILIATED MANAGERS GROUP INC COM	107,838
ALEXANDER & BALDWIN INC NEW COM	157,589
ALIGN TECHNOLOGY INC COM	125,839
AMERICAN EAGLE OUTFITTERS INC NEW	87,296
AMERICAN EXPRESS CO COM	139,100
AMERISOURCEBERGEN CORP COM	90,746
AMPHENOL CORP CL A	162,592
ANSYS INC COM	133,477
ATWOOD OCEANICS INC COM	76,121
BANK NEW YORK MELLON CORP COM	193,734
BARD C R INC COM	145,490
BEACON ROOFING SUPPLY INC COM	62,841
BERKSHIRE HATHAWAY INC DEL CL B NEW	231,070
BROADRIDGE FINL SOLUTIONS INC COM	69,204
CABELAS INC COM	226,033
CARTER INC COM	138,175
CERNER CORP COM	143,626
CHIPOTLE MEXICAN GRILL INC CL A	97,410
CHURCH & DWIGHT INC COM	161,781
COGNIZANT TECH SOLUTIONS CRP COM	151,731
COMCAST CORP CL A	213,023
COMERICA INC COM	150,588
CONCHO RES INC COM	60,638
COOPER COS INC COM NEW	99,845
COPART INC COM	92,250
CORRECTIONS CORP AMER NEW COM NEW	195,523
COSTAR GROUP INC COM	111,199
DANA HOLDING CORP COM	121,192
DANONE SPONSORED ADR	193,493
DECKERS OUTDOOR CORP	128,431
DEVON ENERGY CORP NEW COM	111,200
DFA EMERGING MARKETS VALUE PORTFOLIO	1,611,653
DOLLAR GEN CORP NEW COM	185,065
DST SYS INC DEL COM	239,754
EAST WEST BANCORP INC COM	149,159
EATON VANCE CORP COM NON VTG	115,581
EBAY INC COM	144,270
ENERGIZER HLDGS INC NEW COM	186,853
EXPEDITORS INTL WASH INC COM	142,065
FASTENAL CO COM	89,641
FIRST INDL RLTY TR INC COM	263,015
FISERV INC COM	209,352
GARTNER INC COM	148,113
GATX CORP COM	172,370

**INVESTMENTS - CORPORATE STOCK**

(Page 2, Part II, Line 10b)

<u>Description</u>	<u>12/31/15 Book Value and Market Value</u>
GENESEE & WYOMING INC CL A	63,945
HAIN CELESTIAL GROUP INC COM	119,676
HONEYWELL INTERNATIONAL INC COM	227,854
HUNT J B TRANS SVCS INC COM	94,854
IDEX CORP COM	117,750
IDEXX LABORATORIES INC COM	79,337
IHS INC COM CL A	83,612
INTERCONTINENTAL EXCHANGE, INC. COM	152,987
INTUIT COM	153,724
J2 GLOBAL INC COM	80,262
KAMAN CORP COM	95,781
LANDSTAR SYS INC COM	173,369
LKQ CORP COM	161,839
MANHATTAN ASSOCS INC COM	169,528
MANNING & NAPIER FUND INC - OVERSEAS	3,243,157
MATSON INC COM	200,233
MAXIMUS INC COM	62,550
MBIA INC COM	90,726
MICROSOFT CORP COM	216,372
MIDDLEBY CORP COM	174,642
MRC GLOBAL INC COM	71,737
NESTLE S A SPONSORED ADR REPSTG REG	158,261
NEWMARKET CORP COM	382,253
O REILLY AUTOMOTIVE INC NEW COM	201,215
OLIN CORP COM PAR \$1	191,413
OMNICOM GROUP INC COM	191,041
ORBITAL ATK INC COM	434,639
PACCAR INC COM	132,720
PANERA BREAD CO CL A	101,480
PAREXEL INTL CORP COM	128,611
PERRIGO CO PLC SHS	128,204
PIMCO COMMODITY REALRETURN STRATEGY	1,575,776
POLARIS INDS INC COM	82,512
POTASH CORP SASK INC COM	142,524
PRICESMART INC COM	242,829
PROGRESSIVE CORP OH COM	208,290
RAYMOND JAMES FINL INC COM	147,012
RED HAT INC COM	160,486
ROCKWELL AUTOMATION INC COM	46,175
ROPER TECHNOLOGIES, INC.	123,743
ROSS STORES INC COM	193,716
SCHLUMBERGER LTD COM	174,375
SERVICE CORP INTL COM	279,455
SIGNATURE BK NEW YORK NY COM	159,505
SIRONA DENTAL SYSTEMS INC COM	146,057
SMUCKER J M CO COM NEW	113,966
STANLEY BLACK & DECKER INC COM	133,413
STERICYCLE INC COM	99,857

**INVESTMENTS - CORPORATE STOCK**

(Page 2, Part II, Line 10b)

<u>Description</u>	<u>12/31/15 Book Value and Market Value</u>
STERIS PLC SHS USD	110,373
STURM RUGER & CO INC COM	174,121
SUPERIOR ENERGY SVCS INC COM	138,606
TE CONNECTIVITY LTD REG SHS	174,447
TEJON RANCH CO COM	61,318
TEJON RANCH CO WT	3
TEMPLETON FOREIGN EQUITY SERIES-	5,724,517
TEMPUR SEALY INTERNATIONAL INC	322,707
TENET HEALTHCARE CORP COM NEW	180,376
TIFFANY & CO NEW COM	87,276
TRACTOR SUPPLY CO COM	199,728
TREDEGAR CORP COM	43,884
TYLER TECHNOLOGIES INC COM	194,715
ULTIMATE SOFTWARE GROUP INC COM	98,928
UNDER ARMOUR INC CL A	183,468
UNILEVER PLC SPONSORED ADR NEW	118,580
UNITEDHEALTH GROUP INC COM	220,575
USG CORP COM NEW	215,525
VANGUARD DIVIDEND GROWTH FUND #57	5,286,299
VANGUARD TOTAL INTERNATIONAL STOCK	5,688,905
VANGUARD TOTAL STOCK MARKET INDEX FD	4,557,849
VARIAN MED SYS INC COM	105,767
VERISK ANALYTICS INC COM	151,069
VISTA OUTDOOR INC COM	237,861
WABTEC CORP COM	108,671
WADDELL & REED FINL INC CL A	156,197
WHITE MOUNTAINS INSURANCE GP	191,151
WILLIAMS SONOMA INC COM	63,258
WORLD FUEL SERVICES CORP COM	80,574
<b>TOTALS</b>	<b>\$ 44,994,949</b>

Form 990-PF	Corporate Bonds	Statement 14
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Description	Book Value	Fair Market Value
See Attachment D	3,578,087.	3,578,087.
Total to Form 990-PF, Part II, line 10c	3,578,087.	3,578,087.

Form 990-PF	Other Investments	Statement 15
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Description	Valuation Method	Book Value	Fair Market Value
See Attachment E	FMV	32,635,671.	32,635,671.
Total to Form 990-PF, Part II, line 13		32,635,671.	32,635,671.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement 16
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Office equipment and furniture	106,515.	86,231.	20,284.
Computers	37,369.	25,576.	11,793.
Software	31,307.	28,758.	2,549.
Leasehold improvements	11,333.	11,333.	0.
Total To Fm 990-PF, Part II, ln 14	186,524.	151,898.	34,626.

Form 990-PF	Other Assets	Statement 17
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Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Accrued Income	22,536.	25,217.	25,217.
Assets Whose Use is Limited	497,610.	451,086.	451,086.
Investments - Non-Qualified Plans	400,098.	382,339.	382,339.
Refundable Unrelated Business Income Tax	1,000.	1,000.	1,000.
To Form 990-PF, Part II, line 15	921,244.	859,642.	859,642.

**INVESTMENTS - CORPORATE BONDS**

(Page 2, Part II, Line 10c)

<b>Description</b>	<b>12/31/15 Book Value and Market Value</b>
AEP TEXAS CTR FDG SER 2012 3 CL A 1 0 88% DTD 03/14/2012 DUE 12/01/2018	23,055
AMERICAN EXPRESS CR ACCOUNT MASTER TR 2014-4 ASSET BACKED CTF CL A 1.43% DTD 11/19/2014 DUE 06/15/2020	99,826
AMERICAN EXPRESS CR CORP MEDIUM TERM NTS TRANCHE # TR 00086 2 25% DTD 08/15/2014 DUE 08/15/2019	50,009
AMERICAN INTL GROUP INC SR NT 2.30% DTD 07/16/2014 DUE 07/16/2019 CALLABLE	59,492
BB&T CORP SR MEDIUM TERM NTS 2.45% DTD 12/08/2014 DUE 01/15/2020 CALLABLE	85,570
BANK AMER CORP FR 4 00% DTD 04/01/2014 DUE 04/01/2024 NON-CALLABLE	86,931
BANK NEW YORK INC MEDIUM TERM SR NTS 1.35% DTD 03/06/2013 DUE 03/06/2018 CALLABLE	74,733
BERKSHIRE HATHAWAY FIN CORP GTD SR NT 5.40% DTD 11/15/2008 DUE 05/15/2018 CALLABLE	54,271
BERKSHIRE HATHAWAY INC DEL SR NT 3.00% DTD 02/11/2013 DUE 02/11/2023 CALLABLE	50,944
BURLINGTON NORTHN SANTA FE CP SR DEB 3.45% DTD 08/22/2011 DUE 09/15/2021 CALLABLE	51,103
COMM MTG TR SER 2013 CCRE8 CL A 1 1.024% DTD 06/01/2013 DUE 06/12/2046 IPD11	48,580
CVS CAREMARK CORPORATION SR NT 2.75% DTD 11/29/2012 DUE 12/01/2022 CALLABLE	53,587
CVS CAREMARK CORP SR NT 2.25% DTD 08/12/2014 DUE 08/12/2019 CALLABLE	19,974
CVS HEALTH CORP SR GLBL NT 5 125% DTD 07/20/2015 DUE 07/20/2045 CALLABLE	63,206
CAPITAL ONE FINL CORP SR NT 4.75% DTD 07/19/2011 DUE 07/15/2021 NON-CALLABLE	54,158
CHARTER COMMUNICATIONS OPER 144A NT 3 579% DTD 07/23/2015 DUE 07/23/2020 CALLABLE	30,814
CITIGROUP INC FR 3 875% DTD 10/25/2013 DUE 10/25/2023 NON-CALLABLE	67,172
CITIGROUP INC NT 3 75% DTD 06/16/2014 DUE 06/16/2024	45,808
COMCAST CORP NEW SR NT 4.40% DTD 05/27/2015 DUE 08/15/2035 CALLABLE	20,119
CONOCOPHILLIPS CO SR NT 3.35% DTD 11/12/2014 DUE 11/15/2024 CALLABLE	27,436
CONTINENTAL AIRLN PT TR SER 2010 1 CL A 4 75% DTD 12/02/2010 DUE 01/12/2021	60,629
DELTA AIRLINES PT SER 2011 1A CL A 5.30% DTD 04/05/2011 DUE 10/15/2020	15,868
DIRECTV HLDGS LLC DIRECTV SR NT 4.45% DTD 03/20/2014 DUE 04/01/2024 CALLABLE	41,084

**FROM 990-PF**  
**Attachment D**



**INVESTMENTS - CORPORATE BONDS**  
**(Page 2, Part II, Line 10c)**

<b>Description</b>	<b>12/31/15 Book Value and Market Value</b>
DOW CHEM CO NT 8 55% DTD 05/13/2009 DUE 05/15/2019 CALLABLE	58,933
DOW CHEM CO NT 4.125% DTD 11/14/2011 DUE 11/15/2021 CALLABLE	26,210
ERP OPER LTD PARTNERSHIP NT 4.625% DTD 12/12/2011 DUE 12/15/2021 CALLABLE	16,279
ERP OPER LTD PARTNERSHIP SR NT 2 375% DTD 06/19/2014 DUE 07/01/2019 CALLABLE	30,079
ENERGY TRANSFER PRTRNS L P SR NT 5 20% DTD 01/17/2012 DUE 02/01/2022 CALLABLE	56,056
ENTERPRISE PRODS OPER LLC SR NT 3.90% DTD 02/12/2014 DUE 02/15/2024 CALLABLE	27,990
FIRSTMERIT CORP SUB NT 4.35% DTD 02/04/2013 DUE 02/04/2023 NON-CALLABLE	60,769
FORD MOTOR CREDIT CO LLC NT 5.75% DTD 02/07/2011 DUE 02/01/2021 NON-CALLABLE	71,811
GAP INC DEL NT 5.95% DTD 04/12/2011 DUE 04/12/2021 CALLABLE	52,895
GENERAL ELEC CAP CORP MEDIUM TERM NTS TRANCHE # TR 00861 2.30% DTD 04/27/2012 DUE 04/27/2017	75,920
GEORGIA PAC CORP SR NT 8.00% DTD 12/11/2003 DUE 01/15/2024 CALLABLE	88,523
GILEAD SCIENCES INC SR NT 2.05% DTD 03/07/2014 DUE 04/01/2019 CALLABLE	40,074
HEINZ H J CO SR 144A NT 2 00% DTD 07/02/2015 DUE 07/02/2018 CALLABLE	22,891
HEWLETT PACKARD CO GLBL NT 4 375% DTD 09/19/2011 DUE 09/15/2021 CALLABLE	49,198
INTERNATIONAL BUSINESS MACHS NT 3 375% DTD 08/01/2013 DUE 08/01/2023 CALLABLE	50,771
JPMORGAN CHASE & CO SR NT 3.20% DTD 01/25/2013 DUE 01/25/2023	79,739
JPMBB COML MTG SECS TR 2013-C17 COML MTG PASSTHRU CTF CL A-1 1.2473% DTD 12/01/2013 DUE 01/15/2047 IPD14	36,708
JP MORGAN CHASE CMBS SER 2013 C16 CL A 1 1 223% DTD 11/01/2013 DUE 12/17/2046 IPD16	43,722
JPMBB COML MTG SECS TR 2014-C19 MTG PASS THRU CTF CL A-1 1 2661% DTD 05/01/2014 DUE 04/15/2047 IPD14	29,603
KE EXPT LEASING 2011 II LLC FLT NT VAR RATE DTD 06/07/2013 DUE 05/19/2024 NON-CALLABLE	67,209
KINDER MORGAN ENERGY PARTNERS L P SR NT 3.95% DTD 03/14/2012 DUE 09/01/2022 CALLABLE	56,584
KROGER CO SR NT 3.40% DTD 04/16/2012 DUE 04/15/2022 CALLABLE	60,785
MSN 41079 & 41084 LTD SECD NT 1.631% DTD 12/21/2012 DUE 12/14/2024	33,343

**INVESTMENTS - CORPORATE BONDS**

(Page 2, Part II, Line 10c)

<b>Description</b>	<b>12/31/15 Book Value and Market Value</b>
MACYS RETAIL HLDGS INC SR NT 4.375% DTD 09/06/2013 DUE 09/01/2023 CALLABLE	59,764
MCKESSON CORP NEW SR NT 2.284% DTD 03/10/2014 DUE 03/15/2019 CALLABLE	54,782
MERCK & CO INC NEW SR NT 2.75% DTD 02/10/2015 DUE 02/10/2025 CALLABLE	7,788
MORGAN STANLEY FR 4.35% DTD 09/08/2014 DUE 09/08/2026 NON-CALLABLE	100,327
MS BOFA ML TRUST SER 2013 C11 CL A 1 1.308% DTD 08/01/2013 DUE 08/17/2046 IPD16	66,682
ROWAN COS INC SR NT 5.85% DTD 01/15/2014 DUE 01/15/2044 CALLABLE	24,138
SEQUOIA MTG TR 2012-2 MTG PASS THRU CTF CL A-2 3.50% DTD 03/01/2012 DUE 04/25/2042 IPD24	11,312
TIME WARNER ENTMT CO DEB 8.375% DTD 09/15/1993 DUE 03/15/2023	30,702
UNILEVER CAP CORP GTD SR NT 2.20% DTD 09/06/2013 DUE 03/06/2019	40,595
UNITED TECHNOLOGIES CORP NT 3.10% DTD 06/01/2012 DUE 06/01/2022 CALLABLE	61,065
VERIZON COMMUNICATIONS INC NT 5.15% DTD 09/18/2013 DUE 09/15/2023	109,933
VERIZON COMMUNICATIONS INC NT 6 40% DTD 09/18/2013 DUE 09/15/2033 CALLABLE	34,178
WFRBS COML MTG TR 2014-C20 MTG PASS THRU CTF CL A-1 1.283% DTD 05/01/2014 DUE 05/15/2047 IPD14	36,125
WALGREEN CO SR NT 3.10% DTD 09/13/2012 DUE 09/15/2022 CALLABLE	48,421
WELLS FARGO & CO NEW SR UNSECD NT 5.625% DTD 12/10/2007 DUE 12/11/2017	55,788
WELLS FARGO & CO NEW MEDIUM TERM SR NTS TRANCHE # SR 00116 4.60% DTD 03/29/2011 DUE 04/01/2021	54,507
WELLS FARGO & CO NEW MEDIUM TERM SR NTS TRANCHE # SR 00127 1 50% DTD 12/26/2012 DUE 01/16/2018	14,936
XTO ENERGY INC 6.50% DTD 08/07/2008 DUE 12/15/2018 CALLABLE	113,354
ACTAVIS FUNDING SCS SR NT 4 75% DTD 03/12/2015 DUE 03/15/2045 CALLABLE	6,825
BP CAP MKTS P L C NT 2 241% DTD 09/26/2013 DUE 09/26/2018	50,152
BANK MONTREAL QUE SR NT 2 375% DTD 09/30/2013 DUE 01/25/2019	70,589
INVESCO FIN PLC SR GLBL NT 4.00% DTD 11/12/2013 DUE 01/30/2024 CALLABLE	103,383
RIO TINTO FIN USA LTD 6.50% DTD 06/27/2008 DUE 07/15/2018 CALLABLE	27,084

**INVESTMENTS - CORPORATE BONDS**

(Page 2, Part II, Line 10c)

<u>Description</u>	<u>12/31/15 Book Value and Market Value</u>
ROYAL BK CDA GLOBAL MEDIUM TERM SR BK NTS 2 15% DTD 03/11/2014 DUE 03/15/2019	75,196
TOTALS	\$ 3,578,087



Form 990-PF	Other Liabilities	Statement 18
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Description	BOY Amount	EOY Amount
Annuity Obligations - Trusts	373,489.	333,910.
Deferred Compensation - Trust	400,098.	382,339.
Section 4940 Excise Tax Payable	14,293.	3,422.
Total to Form 990-PF, Part II, line 22	787,880.	719,671.

Form 990-PF	Name of Foreign Country in Which Organization has Financial Interest	Statement 19
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Name of Country

Cayman Islands  
Ireland  
Canada

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Form 990-PF      Part VIII - List of Officers, Directors      Statement 20  
Trustees and Foundation Managers

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Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Expense Contrib Account
Greg DiDomenico Community Memorial Foundation, 15 Spinning Wheel Road, Ste. 326 Hinsdale, IL 60521	President/CEO 40.00	232,100.	41,143. 10,000.
Greg DiDomenico - Deferred Comp	0.00	<20,800.>	48,300. 0.
James Durkan - Deferred Comp Payout	Former President 0.00	44,919.	<44,919.> 0.
Irene Frye - Deferred Comp Payout	Former Vice President 0.00	18,636.	<18,636.> 0.
Jeffrey Simmons Community Memorial Foundation, 15 Spinning Wheel Road, Ste. 326 Hinsdale, IL 60521	Chair/Director 2.00	0.	0. 0.
Michael Bruni Community Memorial Foundation, 15 Spinning Wheel Road, Ste. 326 Hinsdale, IL 60521	Vice Chair/Dir 2.00	0.	0. 0.
Richard Shanley Community Memorial Foundation, 15 Spinning Wheel Road, Ste. 326 Hinsdale, IL 60521	Treasurer/Director 2.00	0.	0. 0.
Neil James Community Memorial Foundation, 15 Spinning Wheel Road, Ste. 326 Hinsdale, IL 60521	Secretary/Director 2.00	0.	0. 0.
Susan Christoph Community Memorial Foundation, 15 Spinning Wheel Road, Ste. 326 Hinsdale, IL 60521	Director 1.00	0.	0. 0.

Deborah Daro, Ph.D. Community Memorial Foundation, 15 Spinning Wheel Road, Ste. 326 Hinsdale, IL 60521	Director 1.00	0.	0.	0.
Gustavo Espinosa Community Memorial Foundation, 15 Spinning Wheel Road, Ste. 326 Hinsdale, IL 60521	Director 1.00	0.	0.	0.
Grace Hou Community Memorial Foundation, 15 Spinning Wheel Road, Ste. 326 Hinsdale, IL 60521	Director 1.00	0.	0.	0.
Honorable Mark Lopez Community Memorial Foundation, 15 Spinning Wheel Road, Ste. 326 Hinsdale, IL 60521	Director 1.00	0.	0.	0.
Anthony Perry, M.D. Community Memorial Foundation, 15 Spinning Wheel Road, Ste. 326 Hinsdale, IL 60521	Director 1.00	0.	0.	0.
Ruby Roy, M.D. Community Memorial Foundation, 15 Spinning Wheel Road, Ste. 326 Hinsdale, IL 60521	Director 1.00	0.	0.	0.

Totals included on 990-PF, Page 6, Part VIII

274,855.	25,888.	10,000.
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Form 990-PF	Summary of Direct Charitable Activities	Statement	21
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Activity One

## Regional Health and Human Services Agenda (RHA)

The integrated agenda identifies health and human services priorities for the 27 CMF communities and highlights corresponding indicators to track progress over a ten-year time frame

## Expenses

To Form 990-PF, Part IX-A, line 1

373,878.
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Form 990-PF

Grant Application Submission Information  
Part XV, Lines 2a through 2d

Statement 22

Name and Address of Person to Whom Applications Should be Submitted

www.cmfdn.org - All applicants must complete their applications online

Telephone NumberName of Grant Program

(630) 654-4729

Responsive Grants

Email Address

www.cmfdn.org

Form and Content of Applications

Grants awarded through the Responsive Grants Program support and complement CMF's Mission and Vision. Nonprofits will complete and submit their applications and grant reports online. If you are unsure if your grant proposal meets CMF's criteria, please contact Deb Kustra at 630-654-4729 to discuss your proposal before submitting the application.

Any Submission Deadlines

March 31 and September 30

Restrictions and Limitations on Awards

CMF awards grants to 501 (c)(3) nonprofits delivering services within the 27 CMF communities. Responsive grants are allocated for program services as well as for general operating support. Before completing an application, it is important that you review CMF's Policies and Guidelines, Geographic Focus (27 target communities), and Current Priority Areas which can be found on our website.



Name and Address of Person to Whom Applications Should be Submitted

www.cmfdn.org - All applicants must complete their applications online

<u>Telephone Number</u>	<u>Name of Grant Program</u>
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(630) 654-4729	Technical Assistance
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Email Address

www.cmfdn.org

Form and Content of Applications

Organizations interested in receiving Technical Assistance support should first contact Tom Fuechtmann at 630-654-4729 to discuss the process. Organizations must first complete an organizational assessment and then submit a brief application (LOI) that is completed online. If approved, you will be requested to complete a full application.

Any Submission Deadlines

There is no formal deadline to submit an application

Restrictions and Limitations on Awards

CMF awards grants to 501 (c)(3) nonprofits delivering services within the 27 CMF communities. Technical assistance grants generally average from \$1,500 to \$15,000.

**BYLAWS**  
**OF**  
**COMMUNITY MEMORIAL FOUNDATION**

**FIRST AMENDED AND RESTATED**

**Revised**

**Revised**

**Revised**

**Revised**

**Revised**

**Reviewed**

**Revised**

**Revised**

**Revised**

**April 26, 1995**

**January 21, 1999**

**January 12, 2000**

**June 9, 2000**

**June 14, 2005**

**December 9, 2008**

**December 3, 2009**

**February 10, 2012**

**October 22, 2012**

**May 13, 2015**

**FIRST AMENDED AND RESTATED BYLAWS  
OF  
COMMUNITY MEMORIAL FOUNDATION**

**ARTICLE I**

**NAME, PURPOSE, OFFICES, AND REGISTERED AGENT**

**1.1     Name.** The name of the corporation, as incorporated and existing under and by virtue of the Illinois General Not for Profit Corporation Act of 1986, as amended (the "Act"), shall be Community Memorial Foundation (the "Foundation").

**1.2     Purpose.** The Foundation is organized exclusively for charitable, educational, scientific, or literary purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code").

**1.3     Principal Office.** The Foundation shall have and continuously maintain a principal office at such location in the State of Illinois as the Board of Directors shall determine from time to time. The Foundation's principal office is currently located at 15 Spinning Wheel Road, Suite 326, Hinsdale, Illinois 60521.

**1.4     Registered Office and Agent.** The Foundation shall have and continuously maintain a registered office and agent in the State of Illinois in accordance with the requirements of the Act. The registered office may, but need not, be identical with the principal office of the Foundation.

**ARTICLE II**

**MEMBERS**

The Foundation shall have no members of any class or kind. Any provision of the Act requiring notice to, the presence of, or the vote, consent, or other action by members shall be satisfied by notice to, the presence of, or the vote, consent, or other action of the directors of the Foundation.

**ARTICLE III**

**DIRECTORS**

**3.1     General Powers.** Except as otherwise expressly provided by law, the property and affairs of the Foundation shall be managed by or under the direction of its Board of Directors, which shall be the governing body of the Foundation. The Board of Directors may exercise all of the powers, rights, and privileges of the Foundation, whether expressed or implied in the Foundation's Articles of Incorporation, as amended from time to time (the "Articles of Incorporation"), or conferred by the Act or otherwise, and may do all acts and things that may be done by the Foundation. Each director shall be entitled to one full vote on each matter.

**3.2 Number and Qualifications.** The Foundation's Board of Directors shall be composed of no fewer than nine and no more than thirteen directors, as determined from time to time by a duly adopted resolution of the Board of Directors. The number of directors may be decreased (but in no event to less than three) or may be increased to any number, in either case by the affirmative vote of a majority of the directors then in office. No decrease in the number of directors shall have the effect of shortening the term of an incumbent director. In addition to the directors the number of which shall be determined from time to time by a duly adopted resolution of the Board pursuant to the first sentence of this section, the President of the Foundation shall be a member, *ex officio*, with non-voting capacity, of the Board of Directors.

**3.3 Resignation and Removal.** Any director may resign by written notice delivered to the Board of Directors, or to the President or Secretary of the Foundation. A resignation is effective when the notice is delivered, unless the notice specifies a future date. The pending vacancy may be filled pursuant to Section 3.11 of these Bylaws before the effective date of a resignation. Any director may be removed, with or without cause, by the affirmative vote of a majority of the directors then in office. Prior to a removal vote, the director who is the subject of such a vote, shall have the opportunity to address the board and respond accordingly.

**3.4 Classes, Elections, and Terms of Office.** Election of Board members shall occur at each annual meeting of the Board of Directors. Newly elected directors shall hold office for three years, or if later, until his or her successor has been elected and has qualified. No director shall serve more than three consecutive three year terms.

**3.5 Annual Meeting of Directors.** An annual meeting of the Board of Directors shall be held during the last calendar quarter of each year at the time and place, within or outside of the State of Illinois, set forth in a resolution that is duly adopted by the Board of Directors and without notice other than such resolution. Failure to hold an annual meeting at the designated time and place shall not cause a forfeiture or dissolution of the Foundation.

**3.6 Regular and Special Meetings of Directors.** The Board shall hold at least five regular meetings a year, but may meet more frequently if circumstances require. The Board of Directors may provide, by resolution, the time and place, within or outside of the State of Illinois, for the holding of regular meetings. Special meetings of the Board of Directors may be called at any time by or at the request of the Chair, the President or any two directors. Special meetings shall be held at the time and place, within or outside of the State of Illinois, designated by the person or persons calling the meeting.

**3.7 Notice.** Written notice of the time and place any regular or special meeting of the Board of Directors shall be given at least five days previous thereto, by personal delivery, U.S. mail, email, board portal or facsimile, to each director at such address or facsimile number or email address as he or she may have advised the Secretary of the Foundation to use for such purpose, except that no special meeting of the Board of Directors may remove a director unless written notice of the proposed removal is given to all directors at least twenty days prior to such meeting. If delivered, such notice shall be deemed to have been given when delivered. If mailed, such notice shall be deemed to have been given two business days after deposit in the U.S. mail so addressed, with postage thereon prepaid. If given by facsimile or email, such notice shall be deemed to have been given when transmitted. A written waiver of notice that is signed, whether before or after the time stated therein, by a director entitled to such notice shall be deemed to be equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof, unless the person attends the meeting for the express purpose of objecting to the transaction of affairs of the Foundation at the meeting because the meeting is not lawfully called or convened. Neither the affairs to be conducted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the written notice or waiver of notice of such meeting. In the case of a special meeting or when otherwise

required by law or these Bylaws, including in the case of the removal of a director, the purpose of the meeting shall be identified in the written notice or waiver of notice.

**3.8 Quorum.**

***At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting.***

**3.9 Informal Action by Directors.** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be exercised without a meeting if a written consent, setting forth such action is signed by all of the directors entitled to vote with respect to the subject matter thereof. Any such consent may be signed in counterparts with the same force and effect as if all directors had signed the same copy. For purposes of this Article, an electronic signature is sufficient. A signed copy of any such written consent shall be delivered to the Secretary of the Foundation to be filed in the corporate records. The action taken shall be effective when all the directors have signed the consent, unless the consent specifies a different effective date. Any such consent signed by all of the directors shall have the same effect as a unanimous vote.

**3.10 Manner of Acting.** The affirmative votes of a majority of the directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, unless the affirmative vote of a greater number is required by law or these Bylaws. No director may act by proxy on any matter.

**3.11 Vacancies.** A vacancy in the Board of Directors occurring by reason of death, resignation, or removal of a director, or a vacancy occurring because of an increase in the required number of directors, shall be filled by vote of the Board of Directors at any regular or special meeting duly convened, or by action of the remaining directors taken pursuant to Section 108.45 of the Act and Section 3.8 of these Bylaws in lieu of such meeting. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office, or if none, as provided in Section 3.4 of these Bylaws.

**3.12 Reimbursement and Compensation.** The directors shall receive no compensation for their services as directors. Directors shall be entitled to reimbursement for out-of-pocket expenses that are reasonably incurred in the discharge of their duties as directors.

**3.13 Organization.** At meetings of the Board of Directors, the Secretary of the Board, or in the absence of the Secretary, a person appointed by the chair of the meeting, shall act as secretary of the meeting. The chair of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion that is unreasonably cumulative, prolonged, or irrelevant.

**3.14 Presumption of Assent.** A director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed conclusively to have assented to the action taken, unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forwards such dissent by registered or certified mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**3.15 Mode of Meetings.** Unless specifically prohibited by the Articles of Incorporation or these Bylaws, directors and members of any committee designated by the Board of Directors may participate in and act at any meeting thereof through use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes, including fulfilling the requirements of Sections 3.8 and 3.10 of these Bylaws.

## **ARTICLE IV**

### **OFFICERS**

**4.1 Designation and Qualifications.** The officers of the Foundation shall be a Chair, Vice Chair, a President, a Treasurer, a Secretary, and such other officers as may be elected by the Board of Directors. The Board of Directors shall elect such officers to serve until the next annual meeting of the Board of Directors, or if later, until their respective successors have been elected and have qualified. Any two or more offices may be held by the same person. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

**4.2 Term of Office, Resignation, and Removal.** Officers of the Foundation shall serve until their respective successors have been elected and have qualified; provided, however, that the term of any officer may be terminated sooner by death, resignation, or removal. Any officer may be removed by the Board of Directors at any time, with or without cause, by a majority of the directors present at a meeting of the Board of Directors at which a quorum is present. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election to office shall not of itself create any contract rights.

**4.3 Vacancies.** A vacancy in any office, however arising, if filled, shall be filled for the unexpired portion of the term in the same manner as provided for election to the office.

**4.4 Control by Board of Directors.** The powers and duties of the officers of the Foundation as prescribed by this Article and elsewhere in these Bylaws are subject to alteration or suspension from time to time by the Board of Directors, in either general or specific instances or for specific purposes, all as set forth in a resolution of the Board of Directors effecting such alteration or suspension.

**4.5 Chair.** The Chair shall preside at all meetings of the Board of Directors and shall perform such other duties and shall have such other powers as may be assigned by the Board of Directors. In the absence of the Chair at a meeting, the Vice Chair shall preside at that meeting.

**4.6 Vice Chair.** The Vice Chair shall preside at all meetings of the Board of Directors from which the Chair shall be absent and shall perform such other duties and have such other powers as may be assigned by the Board of Directors. In the absence of both the Chair and Vice Chair at a meeting, the Board shall appoint another member of the Board of Directors to preside at that meeting.

**4.7 President.** The President shall be the principal executive officer of the Foundation, and subject to the direction and control of the Board of Directors, shall have general charge of the affairs of the Foundation. In general, the powers and duties of the President shall be those that ordinarily are exercised and performed by the chief executive officer of a for-profit corporation, and such other powers and duties as may be assigned to the President by the Board of Directors. Without limiting the generality of the

foregoing by this specification, the President shall ensure that the resolutions and directions of the Board of Directors are carried into effect. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Foundation, or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, the President may execute for the Foundation such documents as needed for the conduct of the Foundation's affairs in the ordinary course, as well as all contracts, checks, and other documents that the Board of Directors have authorized to be executed, and he or she may accomplish such execution without a seal of the Foundation, either individually or with the Secretary or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the document.

**4.8     Treasurer.** The Treasurer shall be the principal accounting and financial officer of the Foundation, and in general, the powers and duties of the Treasurer shall be those that ordinarily are incidental to the office of treasurer of a for-profit corporation, and such other powers and duties as may be assigned to the Treasurer by the Board of Directors or to the President. Without limiting the generality of the foregoing by this specification, the Treasurer shall (i) be responsible for the collection, receipt, custody, and disbursement of all corporate funds and securities; (ii) deposit all moneys and other valuable effects in the name and to the credit of the Foundation in such banks and other depositories as may be designated by the Board of Directors or by an officer of the Foundation pursuant to delegation of such authority by the Board of Directors; (iii) be responsible for carrying out the policies of the Foundation relating to the approval, grant, or extension of credit by the Foundation, and for the procurement and maintenance of adequate insurance for the Foundation; (iv) have charge of and be responsible for the maintenance of adequate books of account for the Foundation; and (v) render such reports with respect to accounting and financial matters to the President and the Board of Directors at such intervals as they may require.

**4.9     Secretary.** In general, the powers and duties of the Secretary shall be those that ordinarily are incidental to the office of secretary of a for-profit corporation, and such other powers and duties as may be assigned to the Secretary by the Board of Directors or the President. Without limiting the generality of the foregoing by this specification, the Secretary shall (i) attend all meetings of the Board of Directors, record the minutes of those meetings in one or more books provided for that purpose, and include in such books the actions by written consent of the Board of Directors; (ii) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be the custodian of the corporate records and certify the Bylaws, resolutions of the Board of Directors and any committees of the Board of Directors, and other documents of the Foundation as being true and correct copies thereof; (iv) keep a register of the post office address, telephone number, facsimile number and email address, if any, of each director and officer, which information shall be furnished to the Secretary by each director and officer; (v) sign with the President, or any other officer thereunto authorized by the Board of Directors, all contracts and other documents that the Board of Directors have authorized, and he or she may sign with such other officers as aforesaid, without prior authorization of the Board of Directors, such contracts and other documents as the conduct of the Foundation's affairs in its ordinary course requires, in each case according to the requirements of the form of the document, except when a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws; and (vi) keep and file all reports, statements, and other documents required by law, except when that duty is expressly imposed on another officer or agent.

## ARTICLE V

### STANDING AND SPECIAL COMMITTEES

**5.1     Executive Committee.** The Board of Directors hereby reserves the right to create by resolution an Executive Committee of the Board of Directors. The Executive Committee shall be composed of such members as the Board of Directors in its discretion determines. The Executive Committee may be

authorized to act with all the powers of the Foundation in conducting the ordinary affairs of the Foundation, except those powers and acts that are prohibited by Section 108.40(c) of the Act.

**5.2     Formation.** The Board of Directors may create by resolution one or more additional standing or special committees, each of which shall consist of such persons as the Board of Directors designates. Each committee shall have as a member at least one director of the Foundation. The President of the Foundation shall be a member, *ex officio*, with non-voting capacity, of all standing and special committees except for the Audit Committee.

**5.3     Powers.** Each committee created under Section 5.2 of this Article shall have the powers specified in the corporate resolution creating such committee and those not restricted by law.

**5.4     Tenure.** Members of committees appointed pursuant to this Article shall serve for one year and until their respective successors have been appointed, unless prior thereto the committee is dissolved by resolution of the Board of Directors, or a member's service is sooner terminated by resignation, inability or unwillingness to serve, death, or removal by the Board of Directors.

**5.5     Meetings.** The Board of Directors shall elect one member of each committee as its chair. The chair shall preside at meetings of the committee. In the absence of the chair, a majority of the committee members present shall appoint one of their number as temporary chair. Written notice of the time and place of committee meetings shall be given to committee members at least two days in advance of the meeting, but such notice may be waived in writing or by attendance at the meeting.

**5.6     Quorum.** Unless otherwise provided by the Board of Directors, a majority of the committee members appointed shall constitute a quorum. If a quorum is not present at a meeting, a majority of the committee members present may adjourn the meeting from time to time, without further notice.

**5.7     Manner of Acting.** The act of a majority of the committee members present at a meeting at which a quorum exists shall be the act of the committee. Any action which may be taken at a meeting of a committee may be taken without a meeting if a written consent setting forth such action is signed by all of the committee members. Any such consent may be signed in counterparts with the same force and effect as if all committee members had signed the same copy. A signed copy of any such written consent shall be delivered to the Secretary of the Foundation to be filed in the corporate records. The action taken shall be effective when all the members of the committee have signed the consent, unless the consent specifies a different effective date.

**5.8     Vacancies.** A vacancy in the membership of any committee may be filled in the same manner prescribed for the initial appointment of committee members.

## ARTICLE VI

**6.1     Advisory Groups.** There are hereby created Advisory Groups consisting of such individuals as the Board of Directors may from time to time elect, who shall serve for such term or terms as the Board of Directors shall specify and shall carry out such duties as the Board of Directors shall specify.

**6.2     Function.** The Advisory Groups may not act on behalf of the Foundation or bind it to any actions, but may make recommendations to the Board of Directors or to the officers of the Foundation.



**6.3     Chair.** The Board of Directors shall elect one member of the Advisory Groups as its chair. The chair shall preside at meetings of the Council.

**6.4     Vacancies and Removal.** Vacancies in the membership of the Advisory Groups shall be filled by the Board of Directors. The Board of Directors at any time may remove a member of the Advisory Groups with or without cause.

**6.5     Meetings.** The Board of Directors shall specify regular meeting dates for the Advisory Groups.

## **ARTICLE VII**

### **INDEMNIFICATION**

**7.1     Indemnification of Directors and Officers.**

(a) To the maximum extent permitted by the Act or any other applicable law that may be in effect from time to time, the Foundation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Foundation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the Foundation, or who is or was serving at the request of the Foundation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, and upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Foundation, or with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

(b) To the maximum extent permitted by the Act or any other applicable law that may be in effect from time to time, the Foundation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Foundation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(c) To the extent that a director, officer, employee, or agent of the Foundation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in paragraph (a) or (b) of this Section, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(d) Any indemnification under paragraph (a) or (b) of this Section (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said paragraph (a) or (b), as the case may be. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or (ii) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

**7.2 Contract with Foundation.** The provisions of this Article shall be deemed to be a contract between the Foundation and each director or officer who serves in any capacity at any time while this Article is in effect, and any repeal or modification of this Article shall not affect any right or obligation hereunder with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

**7.3 Payment of Expenses in Advance.** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it ultimately is determined that such director, officer, employee, or agent is entitled to be indemnified by the Foundation as authorized by this Article.

**7.4 Other Rights of Indemnification.** The indemnification provided or permitted by this Article (i) shall not be deemed to be exclusive of any other right to which such person seeking indemnification may be entitled under these Bylaws, by an agreement or vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office; (ii) shall continue as to a person who has ceased to be a director, officer, employee, or agent of the Foundation; and (iii) shall inure to the benefit of the heirs, executors, and administrators of such person.

**7.5 Insurance Against Liability.** The Foundation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Foundation, or who is or was serving at the request of the Foundation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Foundation would have the power to indemnify such person against such liability under the provisions of this Article.

**7.6 Definitions.** For purposes of this Article:

(a) References to "the Foundation" shall include, in addition to the Foundation itself, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which corporation, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, and agents, so that any person who was a director, officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation

as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

(b) References to "other enterprises" shall include employee benefit plans.

(c) References to "fines" shall include excise taxes assessed on a person with respect to an employee benefit plan.

(d) References to "serving at the request of the Foundation" shall include any service as a director, officer, employee, or agent of the Foundation that imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, or its participants or beneficiaries.

(e) A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Foundation" as referred to in this Article.

## ARTICLE VIII

### FEDERAL TAX PROVISIONS

**8.1 Private Inurement Prohibited.** The Foundation intends to qualify as an organization described in Section 501(c) (3) of the Code. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, any of its directors or officers, or other private persons, except that the Foundation shall be authorized to make payments and distributions in furtherance of the purposes set forth in the Foundation's Articles of Incorporation and these Bylaws.

**8.2 Legislative and Political Activities Prohibited.** No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**8.3 Prohibited Activities Generally.** Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on any activity that is not permitted to be carried on (i) by a corporation that is described in, and exempt from federal income tax under, Section 501(c) (3) of the Code; or (ii) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code.

**8.4 Private Foundation Prohibited Activities.** Notwithstanding any other provision of these Bylaws, at any time when the Foundation is a private foundation within the meaning of Section 509(a) of the Code, the officers and directors of the Foundation shall not, in the management, investment, and distribution of the Foundation's assets, (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) retain excess business holdings as defined in Section 4943(c) of the Code, (iii) acquire or retain any investment that would subject the Foundation to tax under Section 4944 of the Code, or (iv) make any taxable expenditure as defined in Section 4945(d) of the Code, and to the extent required, the Foundation shall distribute its assets at such time or times and in such manner as not to subject the Foundation to tax under Section 4942 of the Code.

**8.5      Distribution of Assets upon Dissolution.** Upon the dissolution of the Foundation, after paying or making provision for the payment of its liabilities, the Foundation shall distribute its assets exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to the federal government, or a state or local government, for a public purpose. Any such assets that are not so disposed of shall be distributed exclusively for such purposes, or to such one or more organizations that are organized and operated exclusively for such purposes, by a court of competent jurisdiction in the county in which the principal office of the Foundation is located, as such court shall determine.

## **ARTICLE IX**

### **MISCELLANEOUS**

**9.1      Loans.** No loans shall be contracted on behalf of the Foundation, and no evidence of indebtedness shall be issued in its name.

**9.2.      Leases.** The Foundation shall have the power, as either lessor or lessee, to lease equipment needed to conduct the affairs of the Foundation, and to lease land or buildings. Any such lease shall be in writing.

**9.3      Contracts.** The Board of Directors may authorize any one or more officers or agents of the Foundation to enter into any contract, or to execute and deliver any instrument, in the name and on behalf of the Foundation, and such authority may be general or confined to specific instances; provided, however, that this Section shall not limit the powers of office granted under Article IV of these By-Laws.

**9.4      Checks, Drafts, and Orders.** All checks, drafts, and other orders for the payment of money by the Foundation shall be signed by the Treasurer, or such one or more other officers or agents of the Foundation as are designated by the Board of Directors to sign such orders, in such manner as provided from time to time by resolution of the Board of Directors or as determined by such one or more officers of the Foundation as are designated by the Board of Directors to make such determination.

**9.5      Deposits.** All funds of the Foundation that are not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, and other depositories as the Board of Directors or such one or more officers of the Foundation as are designated by the Board of Directors, shall select.

**9.6      Books, Records, and Minutes.** The Foundation shall keep correct and complete books and records of accounts, and minutes of the proceedings of its Board of Directors and all committees having any of the authority of the Board of Directors. All such books, records, and minutes shall be kept at the principal office of the Foundation, and may be inspected by any director entitled to vote, or that director's agent or attorney, for any proper purpose at any reasonable time.

**9.7      Gifts.** The Board of Directors, President, and Treasurer, and any standing or special committee designated by the Board of Directors to have such authority, may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Foundation, pursuant to guidelines established by the Board of Directors.

**9.8      Fiscal Year.** For accounting and related purposes, the fiscal year of the Foundation shall begin on the first day of January and end on the last day of December of each year.

9.9 **Amendment of Bylaws.** These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the Board of Directors, at any time or from time to time, by the vote of a majority of the directors of the Foundation then in office.