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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation
FINNEGAN FAMILY FOUNDATION

% ALBERT W MCCALLY III

Number and street (or P O box number if mail is not delivered to street address)
33 N Dearborn Suite 2230

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Chicago, IL 60602

A Employer identification number
36-4221334

B Telephone number (see instructions)
(312) 346-6000

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 37,728,672

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	16	16		
	4	Dividends and interest from securities	700,337	700,337		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,122,680			
	b	Gross sales price for all assets on line 6a 5,436,146				
	7	Capital gain net income (from Part IV, line 2)		3,122,680		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	14,902	-687		
	12	**Total.** Add lines 1 through 11	3,837,935	3,822,346		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	133,900	33,475		100,425
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,000	250	0	750
	b	Accounting fees (attach schedule)	7,891	1,973	0	5,918
	c	Other professional fees (attach schedule)	141,338	141,332		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	59,643	37,676		6,967
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	40,199	10,050		30,149
	21	Travel, conferences, and meetings	704	176		528
	22	Printing and publications				
	23	Other expenses (attach schedule)	8,545	2,129		6,391
	24	**Total operating and administrative expenses.** Add lines 13 through 23	393,220	227,061	0	151,128
	25	Contributions, gifts, grants paid	2,233,671			2,233,671
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,626,891	227,061	0	2,384,799
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,211,044			
	b	**Net investment income** (if negative, enter -0-)		3,595,285		
	c	**Adjusted net income** (if negative, enter -0-)				

		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year **(a)** Book Value	End of year **(b)** Book Value	End of year **(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,652,720	3,516,744	3,516,744
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	16,672,573	16,902,504	28,740,437
	c	Investments—corporate bonds (attach schedule)	1,380,941	1,443,162	1,469,670
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,997,386	3,026,256	4,001,821
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	5,947	0	0
	16	**Total assets**(to be completed by all filers—see the instructions Also, see page 1, item I)	23,709,567	24,888,666	37,728,672
Liabilities	17	Accounts payable and accrued expenses	3,167	3,135	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)	3,167	3,135	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	23,706,400	24,885,531	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances**(see instructions)	23,706,400	24,885,531	
	31	**Total liabilities and net assets/fund balances**(see instructions)	23,709,567	24,888,666	

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	23,706,400
2	Enter amount from Part I, line 27a	2	1,211,044
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	24,917,444
5	Decreases not included in line 2 (itemize) ▶	5	31,913
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	24,885,531

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(i) 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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	**2**	3,122,680
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	**3**	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	2,131,188	38,629,239	0 05517
2013	1,412,837	33,433,380	0 042258
2012	1,319,649	23,715,878	0 055644
2011	917,816	22,392,684	0 040987
2010	562,075	11,907,580	0 047203

2	**Total** of line 1, column (d).	**2**	0 241262
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	**3**	0 048252
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	**4**	38,694,203
5	Multiply line 4 by line 3.	**5**	1,867,073
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	35,953
7	Add lines 5 and 6.	**7**	1,903,026
8	Enter qualifying distributions from Part XII, line 4.	**8**	2,384,799

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ___________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	35,953
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2.			3	35,953
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	35,953
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	**6a**	40,589		
b	Exempt foreign organizations—tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868). . .	**6c**			
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d.			7	40,589
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**. . . ▶			10	4,636
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 4,636 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?.	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ _______________ **(2)** On foundation managers ▶ $ _______________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _______________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			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).	**11**		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	**12**		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	**13**	Yes	

Website address ▶finneganfamilyfdn org

14 The books are in care of ▶ALBERT W MCCALLY III Telephone no ▶(312) 346-6000

Located at ▶33 N DEARBORN CHICAGO IL ZIP+4 ▶60602

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year . . . . ▶ **15**

			Yes	No
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?	**16**		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . . ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any**of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	**1b**		No
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?.	**1c**		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?. . . . . ☐ Yes ☑ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all**years listed, answer "No" and attach statement—see instructions).	**2b**		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.).*	**3b**		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	**4b**		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(Continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **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)? **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?. . . . . ☐ **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**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation**(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
PAUL J FINNEGAN 1133 MICHIGAN AVENUE EVANSTON,IL 60202	CHAIRMAN/TREASURER/DIRECTOR 0	0	0	0
MARY FINNEGAN 1133 MICHIGAN AVENUE EVANSTON,IL 60202	V P /SECRETARY/DIRECTOR 0	0	0	0
ALBERT WARD MCCALLY III 327 W BELDEN AVENUE CHICAGO,IL 60614	PRESIDENT/DIRECTOR 0	133,900	0	0

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

(a) Name and address of each employee paid more than $50,000	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

Total number of other employees paid over $50,000. ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation

Total number of others receiving over $50,000 for professional services. . . . . ►

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

Part X Minimum Investment Return

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	32,095,739
b	Average of monthly cash balances			1b	3,176,526
c	Fair market value of all other assets (see instructions)			1c	4,011,190
d	**Total** (add lines 1a, b, and c)			1d	39,283,455
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	39,283,455
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	589,252
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	38,694,203
6	**Minimum investment return.** Enter 5% of line 5			6	1,934,710

Part XI Distributable Amount

(see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,934,710
2a	Tax on investment income for 2015 from Part VI, line 5	2a	35,953		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	35,953
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,898,757
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,898,757
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,898,757

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	2,384,799
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,384,799
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	35,953
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,348,846

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
1 Distributable amount for 2015 from Part XI, line 7					1,898,757
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only.				0	
b Total for prior years 2013 , 2012 , 2011			0		
3 Excess distributions carryover, if any, to 2015					
a From 2010.					
b From 2011.					
c From 2012.					
d From 2013.					
e From 2014.	164,904				
f Total of lines 3a through e.		164,904			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 2,384,799					
a Applied to 2014, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2015 distributable amount.					1,898,757
e Remaining amount distributed out of corpus		486,042			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		650,946			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					0
7 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)					
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .					
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a		650,946			
10 Analysis of line 9					
a Excess from 2011. . . .					
b Excess from 2012. . . .					
c Excess from 2013. . . .					
d Excess from 2014. . . .	164,904				
e Excess from 2015. . . .	486,042				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

PAUL J MARY M FINNEGAN

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				2,233,671
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				927,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See instructions)
	(a) Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	16	
4 Dividends and interest from securities. . .			14	700,337	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			01	14,902	
8 Gain or (loss) from sales of assets other than inventory			18	3,122,680	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue **a**					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				3,837,935	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 3,837,935

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. . . . . ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

Signature of officer or trustee	Date	Title
******	2016-04-30	******

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Brittney B Saks				P00965238

Firm's name ▶ PricewaterhouseCoopers LLP

Firm's EIN ▶

Firm's address ▶ One North Wacker Drive Chicago, IL 60606

Phone no (312) 346-6000

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
922 514 SHS PIMCO COMM REAL RETURN	P		2015-11-18
1,578 300 PIMCO COMM REAL RETURN	P		2015-11-18
27,006 482 SHS PIMCO COMM REAL RETURN			2015-11-18
63,640 000 SHS T-MOBILE US INC	P		2015-12-31
23,900 000 SHS PACKAGING CORP OF AMERICA	P		2015-12-31
PERSHING #9610 - LT COVERED (SEE ATTACHED)	P		2015-12-31
PERSHING #9610 - LT NONCOVERED (SEE ATTACHED)	P		2015-12-31
65,000 000 SHS GENERAL ELECTRIC 2 2%20	P		2015-09-28
CHARLES SCHWAB #3137 - LT NONCOVERED (SEE ATTACHED)	P		2015-12-31
2,049 000 SHS ORACLE CORPORATION	P	2014-11-03	2015-12-31

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
6,061		9,734	-3,673
10,369		16,654	-6,285
177,433		456,575	-279,142
2,162,462		938,699	1,223,763
1,608,652		24,273	1,584,379
23,144		14,890	8,254
709,825		220,925	488,900
66,309		66,127	182
367,870		358,739	9,131
90,410		79,592	10,818

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-3,673
			-6,285
			-279,142
			1,223,763
			1,584,379
			8,254
			488,900
			182
			9,131
			10,818

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
456 000 SHS PRECISION CASTPARTS	P	2014-11-03	2015-09-23
916 000 SHS US BANCORP	P	2014-11-03	2015-07-09

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
104,499		87,972	16,527
40,775		39,286	1,489

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			16,527
			1,489

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
OUNCE OF PREVENTION FUND 33 W MONROE STREET SUITE 2400 CHICAGO,IL 60603	NONE	PC	UNRESTRICTED	100,000
CATHOLIC RELIEF SERVICES 952 NW HOLCOMB DRIVE MUNDELEIN,IL 60060	NONE	PC	MICROFINANCE PROGRAMS	25,000
BOTTOM LINE 500 AMORY ST SUITE 1 JAMAICA PLAIN,MA 02130	NONE	PC	CHICAGO PROGRAM	37,500
CENTER FOR INDEPENDENT FUTURES 1015 DAVIS ST EVANSTON,IL 60201	NONE	PC	TRANSLATION OF CURRICULUM TO SPANISH $5,000, UNRESTRICTED $10,000	15,000
SOUP AT SIX 933 CHICAGO AVENUE EVANSTON,IL 60202	NONE	PC	UNRESTRICTED	1,000
BRIGHT PROMISES 70 E Lake St Ste 1120 CHICAGO,IL 60601	NONE	PC	UNRESTRICTED	1,000
THE HARBOUR 1440 RENAISSANCE DRIVE SUITE 240 PARK RIDGE,IL 60068	NONE	PC	FOR SERVICES TO EVANSTON YOUTH	1,000
CHRISTIAN APPALACHIAN PROJECT 2610 PALUMBO DRIVE LEXINGTON,KY 40509	NONE	PC	UNRESTRICTED	1,500
ACADEMY FOR URBAN SCHOOL LEADERSHIP 3400 N AUSTIN AVE CHICAGO,IL 60634	NONE	PC	UNRESTRICTED	50,000
NEW LEADERS 17 N STATE STREET SUITE 1790 CHICAGO,IL 60602	NONE	PC	CHICAGO PROGRAM	50,000
HEIFER INTERNATIONAL ONE WORLD AVENUE LITTLE ROCK,AR 72202	NONE	PC	EAST AFRICA DAIRY DEVELOPMENT PROGRAM	25,000
NEW TEACHER CENTER 110 Cooper St Ste 500 SANTA CRUZ,CA 95060	NONE	PC	CHICAGO PROGRAM	25,000
YEAR UP 223 W JACKSON BLVD SUITE 400 CHICAGO,IL 60606	NONE	PC	CHICAGO PROGRAM	50,000
LAWRENCE HALL YOUTH SERVICES 4833 N FRANCISCO AVENUE CHICAGO,IL 60625	NONE	PC	UNRESTRICTED	7,500
CHERRY PRESCHOOL 1418 LAKE STREET EVANSTON,IL 60201	NONE	PC	LATINO OUTREACH PROGRAM	5,000
Total . . . . ▶ **3a**				2,233,671

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a *Paid during the year*				
CITY YEAR 36 S WABASH SUITE 1500 CHICAGO,IL 60603	NONE	PC	CHICAGO PROGRAM	10,000
CONNECTIONS 2121 DEWEY AVENUE EVANSTON,IL 60201	NONE	PC	UNRESTRICTED	25,000
EDUCATION PIONEERS 1625 CLAY STREET SUITE 300 OAKLAND,CA 94612	NONE	PC	CHICAGO PROGRAM	50,000
ILLINOIS NETWORK OF CHARTER SCHOOLS 150 N Michigan Ave Ste 430 CHICAGO,IL 60601	NONE	PC	UNRESTRICTED	5,000
INNOVATIONS FOR LEARNING 518-526 DAVIS STREET SUITE 205 EVANSTON,IL 60201	NONE	PC	COMPUTER HARDWARE FOR DISTRCT 65 IN EVANSTON, IL	20,000
JUMPSTART 900 N FRANKLIN SUITE 505 CHICAGO,IL 60610	NONE	PC	CHICAGO PROGRAM	15,000
LIFT 4554 N BROADWAY SUITE 329 CHICAGO,IL 60640	NONE	PC	CHICAGO PROGRAM	20,000
PEER HEALTH EXCHANGE 70 GOLD ST SAN FRANCISCO,CA 94133	NONE	PC	CHICAGO PROGRAM	35,000
SPARK 223 W JACKSON SUITE 520 CHICAGO,IL 60606	NONE	PC	CHICAGO PROGRAM	35,000
TEACH FOR ALL 25 BROADWAY 12TH FLOOR NEW YORK,NY 10004	NONE	PC	UNRESTRICTED	100,000
YOUTH JOB CENTER 1114 CHURCH STREET EVANSTON,IL 60201	NONE	PC	UNRESTRICTED OPERATING SUPPORT $15,000, SULLIVAN HIGH SCHOOL OUTPOST $10,000, CORE PROGRAMMING $5,000	30,000
CHICAGO SCHOLARS 247 S STATE ST SUITE 700 Chicago,IL 60604	NONE	PC	UNRESTRICTED	10,000
CITIZEN SCHOOLS 213 W Institute Place Ste 701 Chicago,IL 60610	NONE	PC	CHICAGO PROGRAM	75,000
ERIE FAMILY HEALTH CENTER 1701 W Superior St Chicago,IL 60622	NONE	PC	EVANSTON/SKOKIE FEDERALLY-QUALIFIED HEALTH CENTER	20,000
FOUNDATION FOR EXCELLENCE IN EDUCATION 215 S Monroe St Ste 420 Tallahassee,FL 32301	NONE	PC	UNRESTRICTED	7,500
Total . . . . ▶ **3a**				2,233,671

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
GRIFFITH TUTORING 40 E CHICAGO AVE SUITE 115 CHICAGO, IL 60611	NONE	PC	UNRESTRICTED	10,000
LEAP EDUCATIONAL FUND 121 Mystic Ave Suites 7-9 MEDFORD, MA 02155	NONE	PC	UNRESTRICTED	2,000
MCGAW YMCA 1000 GROVE STREET EVANSTON, IL 60201	NONE	PC	Y READERS PROGRAM	25,000
NOBLE NETWORK OF CHARTER SCHOOLS 1 North State St 7-Lower CHICAGO, IL 60602	NONE	PC	NOBLE CHARTER SCHOOLS $100,000, RIGHT ANGLE PROGRAM $5,000	105,000
PAWS CHICAGO 1997 N Clybourn Ave CHICAGO, IL 60614	NONE	PC	UNRESTRICTED	1,000
ROOM TO READ 465 California St Ste 1000 SAN FRANCISCO, CA 94104	NONE	PC	UNRESTRICTED	1,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 St Jude Place MEMPHIS, TN 38105	NONE	PC	UNRESTRICTED	2,500
SAVE THE CHILDREN 501 KINGS HIGHWAY EAST SUITE 400 FAIRFIELD, CT 06825	NONE	PC	UNRESTRICTED	1,000
UIC COLLEGE OF EDUCATION 1040 W Harrison Street CHICAGO, IL 60607	NONE	PC	CENTER FOR URBAN EDUCATION LEADERSHIP	30,000
UNIVERSITY OF MINNESOTA 51 East River Parkway MINNEAPOLIS, MN 55455	NONE	PC	MIDWEST EXPANSION OF THE CHILD-PARENT CENTER EDUCATION PROGRAM, I3 MATCHING FUNDS	25,000
A BETTER CHICAGO 600 W VAN BUREN ST SUITE 510 CHICAGO, IL 60607	NONE	PC	UNRESTRICTED	100,000
ASPIRITECH 427 SHERIDAN ROAD HIGHWOOD, IL 60040	NONE	PC	UNRESTRICTED	5,000
BLUE ENGINE 79 Broad St Ste 2900 NEW YORK, NY 10004	NONE	PC	UNRESTRICTED	1,000
CIVIC CONSULTING ALLIANCE 21 S CLARK ST SUITE 4301 CHICAGO, IL 60603	NONE	SO II	EDUCATION PROJECTS	10,000
CURT'S CAFE 2922 CENTRAL STREET EVANSTON, IL 60201	NONE	PC	UNRESTRICTED	10,000
Total . . . . ▶ **3a**				2,233,671

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a *Paid during the year*				
DONOR'S FORUM 208 S LASALLE ST SUITE 1540 CHICAGO, IL 60604	NONE	PC	UNRESTRICTED	3,404
EVANSTON COMMUNITY FOUNDATION 1560 SHERMAN AVE SUITE 535 EVANSTON, IL 60201	NONE	PC	UNRESTRICTED	25,000
EVANSTON SCHOLARS 1234 SHERMAN AVE SUITE 214 EVANSTON, IL 60202	NONE	PC	UNRESTRICTED	25,000
FOLDS OF HONOR FOUNDATION 5800 N PATRIOT DRIVE OWASSO, OK 74055	NONE	PC	UNRESTRICTED	1,000
GENESYS WORKS 180 N Wabash Ave SUITE 600 CHICAGO, IL 60601	NONE	PC	CHICAGO PROGRAM	15,000
GREATER CHICAGO FOOD DEPOSITORY 4100 W ANN LURIE PLACE CHICAGO, IL 60632	NONE	PC	UNRESTRICTED	25,000
HEALTHY SCHOOLS CAMPAIGN 175 N FRANKLIN SUITE 300 CHICAGO, IL 60606	NONE	PC	UNRESTRICTED	5,000
METROPOLITAN FAMILY SERVICES ONE NORTH DEARBORN 10TH FL CHICAGO, IL 60602	NONE	PC	GAGE PARK LEARNING & WELLNESS CENTER $50,000, EVANSTON/SKOKIE VALLEY CENTER $23,000, NORTH CHILDREN'S CENTER $12,000	85,000
METROSQUASH 6100 S Cottage Grove Ave CHICAGO, IL 60637	NONE	PC	UNRESTRICTED	2,500
NATIONAL COUNCIL ON TEACHER QUALITY 1120 G Street NW Ste 800 SUITE 800 WASHINGTON, DC 20005	NONE	PC	ILLINOIS COMPONENT OF TEACHER PREP REVIEW	10,000
ONE ACRE FUND 80 Broad St Ste 2500 NEW YORK, NY 10004	NONE	PC	UNRESTRICTED	5,000
ONEGOAL 215 W SUPERIOR ST SUITE 700 CHICAGO, IL 60654	NONE	PC	CHICAGO PROGRAM $50,000, NATIONAL INFRASTRUCTURE$50,000	100,000
SALVATION ARMY 1403 SHERMAN AVENUE EVANSTON, IL 60201	NONE	PC	EVANSTON CORPS	15,000
VOCEL 5058 W Jackson Blvd CHICAGO, IL 60644	NONE	PC	MATCHING GRANT TO SUPPORT LAUNCH OF EARLY LEARNING PROGRAM	25,000
YWCA 1215 CHURCH STREET EVANSTON, IL 60201	NONE	PC	EVANSTON/NORTH SHORE OPERATION	10,000
Total . . . . ▶ **3a**				2,233,671

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a *Paid during the year*				
CHILDCARE NETWORK OF EVANSTON 1335 DODGE AVE EVANSTON,IL 60201	NONE	PC	COMMUNITY HUB INITIATIVE	10,000
COMMUNITIES IN SCHOOLS 815 W VAN BUREN ST SUITE 300 CHICAGO,IL 60607	NONE	PC	CHICAGO PROGRAM	15,000
IFF 333 S Wabash Ave Ste 2800 CHICAGO,IL 60604	NONE	PC	SOCIAL IMPACT BOND EVALUATION	197,767
IMENTOR 30 BROAD ST 9TH FLOOR NEW YORK,NY 10004	NONE	PC	CHICAGO PROGRAM	37,500
INGENUITY 11 E HUBBARD ST SUITE 200 CHICAGO,IL 60611	NONE	PC	UNRESTRICTED	10,000
KIPP CHICAGO SCHOOLS 1945 S HALSTED ST SUITE 101 CHICAGO,IL 60608	NONE	PC	UNRESTRICTED	75,000
MONEYTHINK 1452 E 53rd St CHICAGO,IL 60615	NONE	PC	UNRESTRICTED	5,000
NEW CLASSROOMS 1250 BROADWAY NEW YORK,NY 10001	NONE	PC	TEACH TO ONE/CHICAGO PROGRAM	50,000
RELAY GRADUATE SCHOOL OF EDUCATION 40 W 20TH ST 7TH FLOOR NEW YORK,NY 10011	NONE	PC	CHICAGO PROGRAM	50,000
TEACH FOR AMERICA 300 W ADAMS SUITE 1000 CHICAGO,IL 60606	NONE	PC	CHICAGO PROGRAM	100,000
CHICAGO LIGHTS 126 E CHESTNUT ST CHICAGO,IL 60611	NONE	PC	TUTORING PROGRAM	10,000
ILLINOIS MENTORING PARTNERSHIP 208 S LASALLE ST SUITE 1490 CHICAGO,IL 60604	NONE	PC	UNRESTRICTED	5,000
INTRINSIC SCHOOLS 4540 W BELMONT AVE CHICAGO,IL 60641	NONE	PC	UNRESTRICTED	25,000
LEAP INNOVATIONS 222 W MERCHANDISE MART PLAZA SUIT CHICAGO,IL 60654	NONE	PC	UNRESTRICTED	25,000
LEARN CHARTER SCHOOL NETWORK 3021 W CARROLL AVE CHICAGO,IL 60612	NONE	PC	UNRESTRICTED	25,000
Total . . . . ▶ **3a**				2,233,671

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PHILANTHROPY ROUNDTABLE 1730 M STREET NW SUITE 601 WASHINGTON, DC 20036	NONE	PC	UNRESTRICTED	1,000
STRIVE FOR COLLEGE 556 VALLEY WAY MILPITAS, CA 95035	NONE	PC	CHICAGO PROGRAM	20,000
YOUTH & OPPORTUNITY UNITED 1027 SHERMAN AVE EVANSTON, IL 60202	NONE	PC	SUMMER PROGRAM	25,000
YOUTH TECHNOLOGY CORPS 1015 W BRYN MAWR AVE SUITE F-218 CHICAGO, IL 60660	NONE	PC	CHALLENGE GRANTS FOR EVANSTON OPERATION	15,000
Total . . . . ▶ **3a**				2,233,671

TY 2015 Accounting Fees Schedule

Name: FINNEGAN FAMILY FOUNDATION

EIN: 36-4221334

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL PROCESSING FEES	7,891	1,973		5,918

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: FINNEGAN FAMILY FOUNDATION

EIN: 36-4221334

TY 2015 Investments Corporate Bonds Schedule

Name: FINNEGAN FAMILY FOUNDATION

EIN: 36-4221334

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALBEMARLE CORP	19,967	19,639
AT&T INC 5.5% 02/01/18	0	0
AMERICAN EXPRESS 2.4% 5/26/20	19,947	19,816
AMERICAN EXPRESS 2.6% 9/14/20	45,323	45,101
AMERICAN TOWER 4.7% 03/15/22	66,547	66,506
ANHEUSER BUSCH 5.5% 01/15/18	24,935	25,088
APACHE 6.9% 09/15/18	48,577	49,417
APPLE INC. 2.1% 05/06/19	65,063	65,778
BANK OF AMERICA 7.63% 06/01/19	45,076	46,280
BANK OF NEW YORK 2.6% 08/17/20	20,195	20,008
BECTON DICKINSON 5.0% 05/15/19	49,699	54,020
BERKSHIRE HATHAWAY 2% 01/15/19	0	0
BERKSHIRE HATHAWAY 2.1%8/14/19	15,024	15,079
BOTTLING GR 5.1% 01/15/19	26,420	27,376
BRISTOL MYERS 5.5% 05/01/18	49,795	49,850
CATERPILLAR 7.2% 02/15/19	50,852	57,268
CHEVRON CORP 1.961% 03/03/20	20,025	19,671
CHEVRON CORP 2.419% 11/17/20	45,025	44,816
CISCO SYSTEMS 2.45% 06/15/20	44,964	45,438
CITIGROUP INC 6.1% 05/15/18	0	0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CONOCOPHILIPS 5.8% 02/01/19	50,557	54,096
DELTA AIRLINES 4.95% 05/23/19	0	0
EMERSON ELECTRIC 5.0% 04/15/19	45,345	49,200
EOG RESOURCES 5.6% 06/01/19	49,933	54,555
GE CAPITAL 5.6% 09/15/17	0	0
HALLIBURTON CO 2.7% 11/15/20	44,933	44,456
JPMORGAN CHASE 4.625% 05/10/21	0	0
MONSANTO CO 1.85% 11/15/18	49,956	49,709
MORGAN STANLEY 2.125% 04/25/18	65,471	64,681
ORACLE CORP 2.375% 01/15/19	50,268	50,682
PEPSICO INCORP 1.85% 4/30/20	40,002	39,641
PRAXAIR INC 2.25% 09/24/20	20,057	20,001
RANGE RES CORP 6.75% 08/01/20	0	0
THE COCA-COLA CO 1.7% 11/01/18	49,953	50,427
UNITED TECH 6.1% 02/01/19	48,440	50,202
US BANCORP 2.95% 06/15/22	49,963	50,311
VERIZON COMMS 6.4% 04/01/19	52,089	56,248
WAL-MART STORES 1.95% 12/15/18	49,930	50,731
WEATHERFORD IN 9.6% 03/01/19	53,818	48,688
WELLS FARGO & CO 2.2% 01/15/19	29,959	30,159

Name of Bond	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO & CO 2.2% 1/30/20	35,054	34,732
WELLS FARGO & CO 5.8% 02/01/18	0	0

TY 2015 Investments Corporate Stock Schedule

Name: FINNEGAN FAMILY FOUNDATION
EIN: 36-4221334

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY FLOATING RATE INCOME	621,257	597,804
ISHARES S&P SMALL CAP 600 IDX	636,941	1,202,401
MIDCAP SPDR TRUST SERIES I	469,105	894,221
DEUTSCHE TELEKOM AG	91,825	89,400
VANGUARD TOTAL INT'L STOCK IDX	922,362	897,997
VANGUARD EMERGING MKTS ETF	124,357	117,265
VANGUARD EMERGING MKTS STOCK	1,291,003	725,548
PACKAGING CORP OF AMERICA	10,851	937,175
VANGUARD MIDCAP INDEX FUND	1,309,163	1,821,258
HARBOR FUND	178,282	217,271
PIMCO COMMODITY REAL RETURN		
T-MOBILE US, INC.	389,214	1,017,785
ALTRIA GROUP INC COM	63,360	416,493
ANHEUSER BUSCH	402,477	814,375
BERKSHIRE HATHAWAY INC CL A	451,318	1,186,800
BERKSHIRE HATHAWAY INC CL B	70,629	114,875
BRITISH AMERICAN TOBACCO PLC	176,646	340,386
BROWN FORMAN CORP CL A	33,219	393,643
CIE FINANCIERE RICHE MONT AG	204,194	655,651
COMCAST	21,154	219,231
DIAGEO PLC	88,757	273,592
HEINEKEN HLDG	231,506	867,602
JC DECAUX S A ACT	144,219	135,925
MARTIN MARIETTA MATLS INC	34,776	273,160
MASTERCARD INC CL A	205,992	967,758
NESTLE SA SPONSORED ADRS	348,663	1,145,069
PERNOD RICARD	358,751	639,331
PHILIP MORRIS INTL INC	352,876	1,043,052
SABMILLER PLC	75,454	313,500
SCRIPPS NETWORKS INTERACTIVE	9,930	69,013

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SWATCH GROUP AG	276,753	249,518
UNILEVER NV NEW YORK	400,863	619,476
WELLS FARGO & CO	340,545	804,528
SPDR S&P 500 ETF	916,020	1,565,518
ISHARES CORE S&P SMALL CAP ETF	875,208	1,559,268
DFA INT'L SMALL CAP VALUE PORT	987,448	1,484,424
TWEEDY BROWNE GLOBAL VALUE FD	2,001,139	2,279,569
AIRBUS GROUP ADR	71,132	94,007
AMETEK INC.	182,508	180,491
BERKSHIRE HATHAWAY B NEW	229,952	220,375
BROOKFIELD ASSET MGMT	198,745	190,031
CROWN HOLDINGS INC	69,756	74,022
LIBERTY GLOBAL INC PLC CL C	2,393	2,408
LIBERTY GLOBAL INC CL CF	212,172	206,459
NESTLE SA ORD	162,383	162,707
ORACLE CORPORATION	0	0
THE CHARLES SCHWAB CORP	146,506	158,031
US BANCORP DEL NEW	121,992	119,519
VALEANT PHARMA INTL	227,423	220,784
WELLS FARGO & CO NEW COM	161,285	161,721

TY 2015 Investments - Other Schedule

Name: FINNEGAN FAMILY FOUNDATION

EIN: 36-4221334

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AURORA GLOBAL OPPORTUNITIES FD	AT COST	500,000	651,623
CREATION INVEST SOCIAL FUND I	AT COST	232,411	151,426
CREATION INVEST SOCIAL FUND II	AT COST	193,845	286,082
THE WEATHERLOW FUND	AT COST	1,100,000	1,540,630
THIRTEEN PARTNERS OFFSHORE	AT COST	1,000,000	1,372,060

TY 2015 Legal Fees Schedule

Name: FINNEGAN FAMILY FOUNDATION

EIN: 36-4221334

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,000	250		750

TY 2015 Other Assets Schedule

Name: FINNEGAN FAMILY FOUNDATION

EIN: 36-4221334

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSIT	4,233	0	0
COMED DEPOSIT	1,190	0	0
DUE FROM LANDLORD	524	0	0

TY 2015 Other Decreases Schedule

Name: FINNEGAN FAMILY FOUNDATION

EIN: 36-4221334

Description	Amount
OTHER BASIS ADJUSTMENT	31,913

TY 2015 Other Expenses Schedule

Name: FINNEGAN FAMILY FOUNDATION

EIN: 36-4221334

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	1,600	400		1,200
IL SECRETARY OF STATE	10			
TELEPHONE	2,554	638		1,916
INSURANCE	2,200	550		1,650
OFFICE EQUIPMENT	744	186		558
OFFICE SUPPLIES	298	74		224
POSTAGE AND DELIVERY	113	28		85
SOFTWARE	244	61		183
FILING FEES	15			
ELECTRIC	747	187		560
PUBLICATION	20	5		15

TY 2015 Other Income Schedule

Name: FINNEGAN FAMILY FOUNDATION

EIN: 36-4221334

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Loss from pass-through entities	-687	-687	
Federal Excise Tax Refund	15,589		

TY 2015 Other Professional Fees Schedule

Name: FINNEGAN FAMILY FOUNDATION

EIN: 36-4221334

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	141,338	141,332		

TY 2015 Taxes Schedule

Name: FINNEGAN FAMILY FOUNDATION

EIN: 36-4221334

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	35,354	35,354		
FEDERAL PAYROLL	9,289	2,322		6,967
EXCISE TAXES	15,000			

Finnegan Family Foundation
EIN 36-4221334
Form 990-PF, Part IV Capital Gains and Losses For Tax On Investment Income

Charles Schwab Account No K8 8442-3137

Short-Term - Non-Covered

Property Type	Date Acquired	Date Sold	Number of Shs	Description	Acquisition Method	Gross Sales Price	Cost basis	Gain or (Loss)
Security	Various	9/28/2015	65,000 00	AT&T Inc 1 4%17	P	66,309	66,127	182 27

Long-Term - Non-Covered

Property Type			Number of Shs	Description	P or D	Gross Sales Price	Cost basis	Gain or (Loss)
Security	Various	4/28/2015	50,000 00	AT&T Inc 1 4%17	P	49,952	48,968 00	984 00
Security	Various	6/15/2015	50,000 00	Berkshire Hthaway F 2%18	P	50,714	50,146	568 50
Security	Various	11/10/2015	50,000 00	Citigroup Inc 2 5%18	P	50,579	49,806	773 00
Security	Various	5/7/2015	50,000 00	Delta Air Lines 4 95%20	P	36,499	34,397	2,102 63
Security	Various	5/12/2015	50,000 00	General Electric 1 625%18	P	50,404	49,391	1,013 50
Security	Various	11/13/2015	50,000 00	JP Morgan Chase 1 625%18	P	49,718	47,960	1,758 00
Security	Various	5/15/2015	50,000 00	Morgan Stanley 2 125%18	P	50,416	48,276	2,140 50
Security	Various	3/3/2015	7,000 00	Range Res Corp 6 75%20	P	7,343	7,235	107 50
Security	Various	5/21/2015	20,000 00	Wells Fargo & Co 5 75%18	P	22,245	22,562 00	(317 40)

CERTIFICATION

The undersigned, being the President of Finnegan Family Foundation, an Illinois not for profit corporation, hereby certifies that the Amended and Restated By-laws of Finnegan Family Foundation attached hereto is a true and correct copy of the By-laws of Finnegan Family Foundation which were duly adopted by the Board of Directors of Finnegan Family Foundation on November 25, 2015.

Dated: May 10, 2016

Albert Ward McCally, III, President of Finnegan Family Foundation

AMENDED AND RESTATED

BY-LAWS OF

FINNEGAN FAMILY FOUNDATION

(adopted Nov. 25, 2015)

ARTICLE I
NAME

The name of the corporation is Finnegan Family Foundation (the "Foundation").

ARTICLE II
PURPOSES AND DIRECTIVES

Section 1. Not-For-Profit. The Foundation is organized and shall operate as an Illinois not-for-profit corporation, and shall have such powers as are now and may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986, as amended (the **"Act"**).

Section 2. Purposes and Limitations. The Foundation is organized to operate exclusively for the purposes set forth in its Articles of Incorporation, as may be amended from time to time. The Foundation and all persons acting for and on behalf of it shall be conclusively bound by the rules and limitations on powers set forth in its Articles of Incorporation.

Section 3. Private Foundations. In any taxable year in which the Foundation is a private foundation, as described in Section 509(a) of the Internal Revenue Code of 1986, as amended (the "Code"), the Foundation shall distribute or apply its income for such period at such time and manner as not to subject it to tax on undistributed income under Section 4942 of the Code, and the Foundation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code, (iii) make any investments in such a manner as to subject the Foundation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

ARTICLE III
REGISTERED OFFICE AND AGENT

The Foundation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE IV
MEMBERS

Section 1. Role of Member(s). The members of the Foundation shall have the right to elect, remove and manage the Board of Directors of the Foundation as provided in Article V of these by-laws and to alter, amend or repeal these by-laws as provided in Article XV, but the members of the Foundation shall have no other voting rights. In the event that there are no acting members of the Foundation during any period or no member shall be entitled to vote, then the decisions of the Board of Directors shall bind the Foundation.

Section 2. Designated Members. Upon approval of these by-laws, the Foundation shall have the following six (6) members; Paul J. Finnegan; Mary M. Finnegan, Albert W. McCally, III; Katherine M. Finnegan; Paul M. Finnegan and Alexander J. Finnegan. Each such member shall be a member of the Foundation as long as he or she shall be living and able to so act. The number of members of the Foundation may be increased or decreased as provided in this Article.

Section 3. Additional and Successor Members. A majority of the members may designate one or more persons or corporations to serve as additional or successor members, provided, however, that no successor member to Albert W. McCally, III shall be designated. Each person who shall be an additional or successor member shall continue to be a member as long as he or she shall be living and able to so act. Any corporation which shall be an additional or successor member shall continue to be a member as long as it shall be willing and authorized to so act.

Section 4. Vacancies. Each member, who is a descendant of the marriage of Paul J. Finnegan and Mary M. Finnegan, may from time to time designate a successor member in the event that he or she shall be unable or unwilling to act. Each such designation by a member shall be made by an instrument in writing delivered to the Board of Directors, the President, the Vice President or the Secretary of the Foundation, and if more than one instrument is delivered, the one last received from such member shall control. If not otherwise specified upon his or her designation, each successor member shall continue to be a member as long as that member shall be living and able (or, if a corporation, willing and authorized) to so act.

Section 5. No Member Dues or Contributions. No member shall be required to pay any dues, contribute any funds or otherwise provide any support to the Foundation.

Section 6. Resignation. Any member may resign at any time by giving written notice to the Board of Directors, the President, the Vice President or the Secretary of the Foundation. A resignation need not be accepted in order to be effective.

Section 7. Transfer of Membership. Except as provided in these by-laws, membership in the Foundation shall not be transferable or assignable by any member.

Section 8. Regular Meetings. The members shall hold an Annual Meeting for the election of directors and such other business as the members shall deem appropriate. The members may hold regularly scheduled meetings for any other purpose as the members shall deem appropriate. The annual meeting and other regular meetings of the members shall be held at such time, date, and place, either within or without the State of Illinois, as the members may from time to time determine and provide by resolution without other notice than such resolution.

Section 9. Special Meetings. Special meetings of the members may be called by the President, the Vice President, any director or any member of the Foundation.

Section 10. Notice.

(a) General. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except in the case of a proposed removal of a director or modification of the by-laws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in the notice or waiver of notice of such meeting.

(b) Special Meetings. Notice of any special meeting of the members shall state the time, date and place of the meeting and shall be given at least three (3) days prior to the date of such meeting, by written or printed notice delivered personally, by mail, by electronic mail ("e-mail"), or by facsimile transmission to each member at his or her address as shown in the records of the Foundation; provided, however, in the case of a meeting held pursuant to Article IV, Section 12 below, notice may be given no less than twenty-four (24) hours prior thereto.

(c) Informal Actions. Notice of any informal action of the members pursuant to Article IV, Section 13 below shall be delivered at least five (5) days prior to the effective date of such informal action, by written or printed notice delivered personally, by mail, by e-mail, or by facsimile transmission to each member at his or her address as shown in the records of the Foundation.

Section 11. Quorum. The majority of members shall constitute a quorum for the transaction of business at any meeting of the members; provided that, if less than a majority of such number of members are present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these by-laws.

Section 12. Meeting by Communications Equipment. Members may take any action permitted or authorized by law, the Articles of Incorporation or these by-laws pursuant to a meeting through the use of a conference telephone or interactive technology, including, but not limited to, electronic transmission, Internet network applications, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting described pursuant to this section shall constitute presence in person at such meeting.

Section 13. Informal Action. Any action which is permitted or authorized by law, the Articles of Incorporation or these by-laws to be taken at any annual or special meeting of the members, or any other action which may be taken at a meeting of members, may be taken (a) by unanimous consent without a meeting if consent in writing, setting forth the action taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or (b) by ballot without a meeting by mail, by e-mail, or by any other electronic means pursuant to which the members are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes where the number of members casting votes would constitute a quorum if such vote had been taken at a meeting. Any voting by ballot must remain open for at least five (5) days from the date the ballot is delivered or presented; provided, however, in the case of a removal of one or more directors, a merger, a consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for at least 20 days from the date of delivery or presentation. Any such approved action shall have the same force and effect as a vote at a duly called and constituted meeting of the members either on the date all of the members shall have approved the consent unless the consent specifies a different effective date or on the earliest date voting by ballot shall end.

Section 14. Voting. For purposes of any vote of the members, each member shall have one vote.

Section 15. Compensation and Prohibition of Loans. Members shall not receive any compensation for their services as members, except that the Board of Directors may authorize reimbursement of reasonable expenses incurred in the performance of their duties. Nothing herein shall be construed to preclude a member from serving the Foundation in any other capacity and receiving reasonable compensation therefor. No loans shall be made by the Foundation to any member.

ARTICLE V
BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Foundation shall be managed by a Board of Directors, which shall supervise, control and direct the business and affairs of the Foundation; shall determine the principles guiding the affairs and policies of the Foundation (which may be incorporated into a Mission Statement); shall determine its policies or changes within the limits of these by-laws and as directed by any Mission Statement; shall actively promote its purposes as identified within the Foundation's Articles of Incorporation and any Mission Statement; and shall have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition, Tenure, and Qualifications. The Board of Directors shall be comprised of not less than three (3) nor more than seven (7) directors, as fixed from time to time, within such minimum and maximum, by a majority vote of the members of the Foundation at the regular annual meeting of the members. Directors shall be elected annually by majority vote of the members of the Foundation; provided, however, that if there are no members, then directors shall be elected annually by majority vote of the Board of Directors then in office at the regular annual meeting of the Board of Directors. The term of office for each director shall be one (1) year. There shall be no limit on the number of consecutive terms an individual may serve as a director. Each director shall continue in office until his or her successor is duly elected or appointed, and qualified. Directors need not be residents of Illinois nor officers of the Foundation.

Section 3. Current Directors. The current Board of Directors is and shall continue to be Paul J. Finnegan; Mary M. Finnegan and Albert W. McCally, III.

Section 4. Vacancies. A majority of the members of the Foundation shall appoint successor directors to fill any vacancy occurring in the Board of Directors or any newly created directorships resulting from an increase in the number of directors. A director appointed to fill a vacancy for the unexpired term of his or her predecessor shall serve for the unexpired term of his or her predecessor in office and until his or her successor shall have been appointed and qualified.

Section 5. Regular Meetings. The Board of Directors shall hold an Annual Meeting once each year for such business as the Board of Directors shall deem appropriate. The Board of Directors may hold regularly scheduled meetings for any other purpose as the Board of Directors shall deem appropriate. The Board of Directors may provide by resolution the time, date and place, either within or without the State of Illinois, for such Annual Meeting and each other regular meeting without other notice than such resolution.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Vice President, any director or any member of the Foundation. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Illinois, for the special meeting called by them.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall state the time, date and place of the meeting and shall be given at least three (3) days prior to the date of such meeting, or twenty days prior to the date of any such meeting called to remove a director, by written or printed notice delivered personally, by mail, by electronic mail ("e-mail") or by facsimile transmission to each director at his or her address as shown in the records of the Foundation; provided, however, in the case of a meeting held pursuant to Article V, Section 9 below, notice may be given no less than twenty-four (24) hours prior thereto. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting .

Section 8. Quorum. A majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided that, if less than a majority of such number of directors are present at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Foundation's Articles of Incorporation or these by-laws.

Section 9. Meeting by Communications Equipment. Members of the Board of Directors, or of any committee designated by the Board of Directors, may take any action permitted or authorized by law, the Foundation's Articles of Incorporation or these by-laws pursuant to a meeting through the use of a conference telephone or interactive technology, including, but not limited to, electronic transmission, Internet network applications, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting described pursuant to this section shall constitute presence in person at such meeting.

Section 10. Informal Action. Any action which is permitted or authorized by law, the Foundation's Articles of Incorporation or these by-laws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken by unanimous consent without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. Any such consent shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors on the date when all of the directors shall have approved the consent unless the consent specifies a different effective date.

Section 11. Resignation. Any director may resign at any time by giving written notice to the Board of Directors, the President, the Vice President or the Secretary of the Foundation. A resignation need not be accepted in order to be effective.

Section 12. Removal. Any director may be removed a majority of the members of the Foundation whenever in the sole and unquestionable judgment of the members the best interests of the Foundation would be served thereby; provided, however, if there are no members of the Foundation, then any director may be removed by a vote of two-thirds (2/3) of all directors then in office whenever in the sole and unquestionable judgment of the directors the best interests of the Foundation would be served thereby.

Section 13. Compensation and Prohibition of Loans. Directors shall not receive any compensation for their services as directors, except that the Board of Directors may authorize reimbursement of reasonable expenses incurred in the performance of their duties. Nothing herein shall be construed to preclude a director from serving the Foundation in any other capacity and receiving reasonable compensation therefor. No loans shall be made by the Foundation to any director or officer.

ARTICLE VI
OFFICERS

Section 1. Officers. The officers of the Foundation shall be a Chairman, President, a Vice President, a Secretary, and a Treasurer. In addition, the Board of Directors may elect or appoint such other officers as it shall deem desirable, who shall have authority to perform the duties prescribed from time to time by the Board of Directors.

Section 2. Election, Tenure, and Qualifications. The Chairman, President, Vice President, Secretary, and Treasurer of the Foundation shall be elected annually by the Board of Directors at its Annual Meeting, or as soon thereafter as practicable. The Chairman, President, Vice President, Secretary, and Treasurer shall serve one-year terms commencing at the conclusion of the Annual Meeting at which they are elected and continuing until their successors have been duly elected and qualified. There shall be no limit on the number of consecutive terms an individual may serve as an officer. An individual may hold more than one office simultaneously.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Foundation. A resignation need not be accepted in order to be effective.

Section 4. Removal. Any officer may be removed from office by an affirmative vote of the Board of Directors whenever, in its judgment, the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Vacancies. A vacancy in any office shall be filled by action of the Board of Directors at the next regular or special meeting thereof. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal.

Section 6. Chairman. The Chairman of the Board of Directors when present shall preside at all meetings of the Board of Directors and other meetings as required. The Chairman of the Board of Directors shall perform such other duties commonly incident to, and commensurate with, the office of Chairman of the Board of Directors and shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

Section 7. President. The President shall be the principal executive officer of the Foundation, and shall, in general, supervise and control all the affairs of the Foundation. The President shall preside at meetings of the Board of Directors when the Chairman shall not be present. The President may sign, with the Treasurer, if appropriate, or any other proper officer of the Foundation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall be expressly delegated by law, the Articles of Incorporation, these by-laws, or the Board of Directors to some other officer or agent of the Foundation. The President shall handle the administrative and day-to-day operation of the Foundation, and shall, in general, perform all duties customarily incident to the office of president and such other duties as may be prescribed from time to time by the Board of Directors.

Section 8. Vice President. The Vice President shall assist the President in the administrative and day-to-day operation of the Foundation, and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The duties of the President may be assigned by the Board of Directors in whole or in part to the Vice President.

Section 9. Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with the provisions of these by-laws or applicable law; shall be custodian of the corporate records; shall keep a record of the mailing address of each member, director and officer of the Foundation, which addresses shall be furnished to the Secretary by the members, directors and officers; and in general, shall perform all duties incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board of Directors. The duties of the Secretary may be assigned by the Board of Directors in whole or in part to the President.

Section 10. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Foundation and shall have charge of and be responsible for the maintenance of adequate books of account for the Foundation; shall supervise and be responsible for custody of all funds and securities of the Foundation and for the receipt and disbursement thereof; shall deposit all funds and securities of the Foundation in such banks, financial institutions, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws; and shall, in general, perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The duties of the Treasurer may be delegated by the Board of Directors or the Treasurer in whole or in part to the President, but the delegation of such duties shall not relieve the Treasurer from the responsibility of supervising such duties.

ARTICLE VII
COMMITTEES

Section 1. Committees of the Board. The Board of Directors, by resolution adopted by a majority vote of the directors in office, may designate one or more committees, including but not limited to a Conflict of Interest Advisory Committee, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Foundation; but the designation of such committees, and the delegation thereto of authority, shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law.

Section 2. Conflict of Interest Advisory Committee. The Board of Directors may establish a Conflict of Interest Advisory Committee for the Foundation. The members of the Conflict of Interest Advisory Committee may, but need not, be directors of the Foundation. If the Chairman is not a member of the Conflict of Interest Advisory Committee, the Board of Directors shall appoint one (1) person to serve as Chair of the Conflict of Interest Advisory Committee. The Conflict of Interest Advisory Committee shall advise the Board of Directors about any potential conflict of interest of the Foundation and have such other purposes as determined by the Board of Directors.

Section 3. Advisory Boards, Bodies and Committees. Other committees, including advisory boards, bodies and committees, not having and exercising the authority of the Board of Directors in the management of the Foundation may be designated by a resolution adopted by a majority vote of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be directors of the Foundation and shall be appointed by the President. Any member of such committee may be removed by the Board of Directors whenever, in its judgment, the best interests of the Foundation would be served by such removal.

Section 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Foundation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall have been removed by the Board of Directors.

Section 5. Chair. If the Chairman shall not be a member of any committee, including advisory boards, bodies and other committees, then one member of such committee shall be appointed chair by the President.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as herein provided for the original appointment to that committee.

Section 7. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors or by the President in establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own governance not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VIII
FINANCE

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by either the Treasurer or the President of the Foundation.

Section 3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Bonding. Any officer or director of the Foundation who handles funds may be required, at the Foundation's expense, to furnish an adequate surety bond approved by the Board of Directors in such amount as the Board of Directors shall prescribe.

Section 5. Gifts. The Board of Directors 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.

ARTICLE IX
VOTING OF SECURITIES

The President shall have full authority, in the name and on behalf of the Foundation, to attend, act and vote at any meeting of security holders of any corporation in which the Foundation may hold securities, and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such securities and which, as the holder thereof, the Foundation might possess and exercise as if personally present, and may exercise such power and authority through the execution of proxies or may delegate such power and authority to any other officer, agent or employee of the Foundation.

ARTICLE X
BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the Board of Directors and committees having any of the authority of the Board of Directors. The books and accounts of the Foundation may be audited annually by accountants selected by the Board of Directors.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Foundation shall be determined from time to time by resolution of the Board of Directors.

ARTICLE XII
NOTICE

Section 1. Delivery. Whenever any notice is required to be given to any person under applicable law, the Foundation's Articles of Incorporation or these by-laws, delivery of such notice shall be deemed effective on the date on which such notice is:

(a) delivered in person;

(b) deposited in the United States mail addressed to such person at his, her or its address as it appears in the records of the Foundation, with sufficient first-class postage prepaid thereon;

(c) posted at such place and in such manner or otherwise transmitted to such person's premises as may be authorized and set forth in the Foundation's Articles of Incorporation or these by-laws; or

(d) transmitted by electronic means to the e-mail address, facsimile number or other contact information for such person appearing in the records of the Foundation.

Section 2. Waiver. Whenever any notice is required to be given under applicable law, the Foundation's Articles of Incorporation or these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII
WRITTEN APPROVAL

For purposes of these by-laws, any communication transmitted or received by electronic means shall be considered to be "written" or "in writing" when evidence of such communication is placed in the records of the Foundation, and any mark or electronic record associated with a particular person or any signature identifying a particular person as the source of or as approving a message (including but not limited to an e-mail address and a facsimile or telephone number) shall be a sufficient signature on such writing.

ARTICLE XIV
INDEMNIFICATION

The Foundation shall indemnify all officers, directors and committee members of the Foundation to the full extent permitted for not-for-profit corporations by the Act, as amended, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors of the Foundation.

ARTICLE XV
AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by an affirmative vote of a two-thirds (2/3) majority of the members present and voting at any duly called meeting of the members of the Foundation at which a quorum is present, if notice given to members included due notice of the proposal to amend; provided, however, that if Paul J. Finnegan and Mary M. Finnegan shall be then living and able to act, no such alteration, amendment or repeal of these by-laws may occur and no new by-laws may be adopted without their consent. If there are no members of the Foundation, then these by-laws may be altered, amended or repealed and new by-laws may be adopted by an affirmative vote of a two-thirds (2/3) majority of the directors present and voting at any duly called meeting of the Board of Directors at which a quorum is present, if notice given to directors included due notice of the proposal to amend.