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

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
SPECIAL PEOPLE IN NEED
C/O SARAH LINSLEY

A Employer identification number
58-1483651

Number and street (or P O box number if mail is not delivered to street address)
300 N LASALLE ST NO 4000

Room/suite

B Telephone number (see instructions)
(312) 715-5000

City or town, state or province, country, and ZIP or foreign postal code
CHICAGO, IL 60654

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ 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)*▶$ 4,657,594

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	67,607	67,607		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	87,644			
	b	Gross sales price for all assets on line 6a 313,487				
	7	Capital gain net income (from Part IV, line 2)		87,644		
	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)				
	12	**Total.** Add lines 1 through 11	155,251	155,251		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	28,523	0		28,523
	b	Accounting fees (attach schedule)	31,167	23,375		7,792
	c	Other professional fees (attach schedule)	13,460	1,460		12,000
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,952	1,952		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	309	293		25
	24	**Total operating and administrative expenses.** Add lines 13 through 23	75,411	27,080		48,340
	25	Contributions, gifts, grants paid	105,845			105,845
	26	**Total expenses and disbursements.** Add lines 24 and 25	181,256	27,080		154,185
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-26,005			
	b	**Net investment income** (if negative, enter -0-)		128,171		
	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	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	148,988	298,558	298,558
	3	Accounts receivable ▶ 120 Less allowance for doubtful accounts ▶		120	120
	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)	53,504	1,918	2,024
	b	Investments—corporate stock (attach schedule)	2,725,363	2,705,581	3,863,193
	c	Investments—corporate bonds (attach schedule)	536,395	432,049	441,199
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	37,500	37,500	52,500
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,501,750	3,475,726	4,657,594
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	3,501,750	3,475,726	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	3,501,750	3,475,726	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,501,750	3,475,726	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,501,750
2	Enter amount from Part I, line 27a	2	-26,005
3	Other increases not included in line 2 (itemize) ▶	3	1
4	Add lines 1, 2, and 3	4	3,475,746
5	Decreases not included in line 2 (itemize) ▶	5	20
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,475,726

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			(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	
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	87,644
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))
2015	162,227	4,581,588	0 035408
2014	184,341	4,732,984	0 038948
2013	202,509	4,423,851	0 045777
2012	178,946	4,175,329	0 042858
2011	237,332	4,214,388	0 056315

2	**Total** of line 1, column (d)	2	0 219306
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 043861
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	4,389,702
5	Multiply line 4 by line 3	5	192,537
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,282
7	Add lines 5 and 6	7	193,819
8	Enter qualifying distributions from Part XII, line 4	8	154,185

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	2,563
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2.		3	2,563
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	2,563
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 4,400		
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	4,400
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	1,837
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 1,837	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
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 2016 or the taxable year beginning in 2016 (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 ▶N/A

14 The books are in care of ▶SARAH M LINSLEY Telephone no ▶(312) 715-5000

Located at ▶300 N LASALLE ST SUITE 4000 CHICAGO IL ZIP+4 ▶60654

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2016, 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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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 2016 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 2016).*		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 2016?		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**		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	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
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
QUARLES & BRADY LLP 300 N LASALLE ST SUITE 4000 CHICAGO, IL 60654	LEGAL/ACCTG/MANAGEMENT	71,690
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities.		1a	4,208,456
b	Average of monthly cash balances.		1b	195,594
c	Fair market value of all other assets (see instructions).		1c	52,500
d	**Total** (add lines 1a, b, and c).		1d	4,456,550
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e 0		
2	Acquisition indebtedness applicable to line 1 assets.		2	0
3	Subtract line 2 from line 1d.		3	4,456,550
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	66,848
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,389,702
6	**Minimum investment return.** Enter 5% of line 5.		6	219,485

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	219,485
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 2,563		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	2,563
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	216,922
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	216,922
6	Deduction from distributable amount (see instructions).		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.		7	216,922

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	154,185
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	154,185
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	154,185

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				216,922
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			123,576	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 154,185				
a Applied to 2015, but not more than line 2a			123,576	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				30,609
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2015 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 2017				186,313
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)	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 2016, 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			
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	**(e) Total**
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))

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

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

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

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

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

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

SEE GRANT GUIDELINES, ATTACHED AS GENERAL EXPLANATION STATEMENTS 12 AND 13

c Any submission deadlines

SEE GRANT GUIDELINES, ATTACHED AS GENERAL EXPLANATION STATEMENTS 12 AND 13

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

SEE GRANT GUIDELINES, ATTACHED AS GENERAL EXPLANATION STATEMENTS 12 AND 13

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**				105,845
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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					
4 Dividends and interest from securities. . . .			14	67,607	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	87,644	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		155,251	0

13 Total. Add line 12, columns (b), (d), and (e). 13 155,251

(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

******	2017-05-10	******
Signature of officer or trustee	Date	Title

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
SARAH M LINSLEY				P01317392

Firm's name ▶ QUARLES & BRADY LLP | Firm's EIN ▶39-0432630

Firm's address ▶ 300 N LASALLE ST SUITE 4000
CHICAGO, IL 60654 | Phone no (312) 715-5000

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)
516 796 AMG FD	P		2016-09-12
$25M ANHEUSER BUSCH 2 875%	P	2011-03-23	2016-02-15
$50M ECOLAB 3%	P	2013-04-25	2016-12-08
$25M FNMA 5 25%	P	2007-01-24	2016-09-15
$25M INTEL 1 95%	P	2013-01-30	2016-10-01
$25M US TREAS 7 25%	P	2006-12-07	2016-05-15
PTS -MORGAN 12/31/16 STMT	P		2016-12-31
FNMA PRINCIPAL DISTRIBUTIONS	P		2016-12-31
LITIGATION SETTLEMENT	P		2012-05-06
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
20,000		24,621	-4,621
25,000		25,000	0
50,000		50,000	0
25,000		25,000	0
25,000		25,000	0
25,000		25,000	0
95,241		50,052	45,189
1,350		1,170	180
85			85
46,811			46,811

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4,621
			0
			0
			0
			0
			0
			45,189
			180
			85
			46,811

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MOLLY M GERBAZ 0362 WILLOW LN PO BOX 1325 CARBONDALE, CO 81623	DIR/CHAIR 0 50	0	0	0
LESLIE H MORNINGSTAR PO BOX 342 VIRGINIA CITY, MT 59755	DIR/VP 0 50	0	0	0
LARRY D GERBAZ 0362 WILLOW LN PO BOX 1325 CARBONDALE, CO 81623	DIR/VP 0 50	0	0	0
GARY H KLINE 300 N LASALLE ST SUITE 4000 CHICAGO, IL 60654	DIRECTOR 0 50	0	0	0
TERRY A SKWORCH 305 WYOMA LANE SCHAUMBURG, IL 60193	DIRECTOR 0 50	0	0	0
LYDIA T WHITEHEAD 4824 CHEVY CHASE BLVD CHEVY CHASE, MD 20815	DIRECTOR 0 50	0	0	0
LESLIE ANN GERBAZ-BLUE 1265 COUNTY ROAD 100 CARBONDALE, CO 81623	DIRECTOR 0 50	0	0	0
ANNE K MORNINGSTAR 703 SOUTH THIRD WEST MISSOULA, MT 59801	DIRECTOR 0 50	0	0	0
SARAH M LINSLEY 300 N LASALLE ST SUITE 4000 CHICAGO, IL 60654	DIR/SECRETARY 5 00	0	0	0
HEIDI KIMMEL 33 GAMBA DRIVE GLENWOOD SPRINGS, CO 81601	DIRECTOR 0 50	0	0	0
PATRICK J BITTERMAN 300 N LASALLE ST SUITE 4000 CHICAGO, IL 60654	TREASURER 0 50	0	0	0

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*				
ABILITY CONSULTANTS 426 S MADISON STREET CORTEZ, CO 81321	NONE	PC	GENERAL	1,000
ADAPTIVE TECHNOLOGY SOLUTIONS 405 N CHARLES STREET SUITE 120 DAYTONA BEACH, FL 32114	NONE	PC	GENERAL	1,000
ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES, KY 41844	NONE	PC	GENERAL	3,000
ANSONIA MUSIC OUTREACH 330 WADSWORTH AVENUE 2G NEW YORK, NY 10040	NONE	PC	GENERAL	1,500
AXIS DANCE COMPANY 1428 ALICE STREET OAKLAND, CA 94612	NONE	PC	GENERAL	2,000
BOYS HOPE GIRLS HOPE OF ILLINOIS 1100 N LARAMIE AVENUE WILMETTE, IL 60091	NONE	PC	GENERAL	2,500
CAMP HOLIDAY TRAILS 400 HOLIDAY TRAILS LANE CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL	2,500
CAN DO CANINES ASSISTANCE DOGS 9440 SCIENCE CENTER DRIVCE NEW HOPE, MN 55428	NONE	PC	GENERAL	2,000
CATCHING THE DREAM 8200 MOUNTAIN ROAD NE SUITE 203 ALBUQUERQUE, NM 87110	NONE	PC	GENERAL	2,500
CENTER FOR HEARING & SPEECH 9835 MANCHESTER ROAD ST LOUIS, MO 63119	NONE	PC	GENERAL	3,500
CIRCLE TAIL INC 8834 CAREY LANE PLEASANT PLAIN, OH 45162	NONE	PC	GENERAL	2,500
COALITION TO END HOMELESSNESS PO BOX 030177 FORT LAUDERDALE, FL 33303	NONE	PC	GENERAL	3,000
COLORADO TECHNICAL UNIVERSITY- LEVAR MONROE PO BOX 95252 CHICAGO, IL 60694	NONE	PC	GENERAL	2,000
COLUMBIA COLLEGE CHICAGO - STEPHANIE CALDERON 600 SOUTH MICHIGAN AVE ROOM 303 CHICAGO, IL 60605	NONE	PC	GENERAL	2,000
COMMUNITY PREPARATORY SCHOOL 126 SOMERSET STREET PROVIDENCE, RI 02907	NONE	PC	GENERAL	1,000
Total . . . . ▶ **3a**				105,845

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*				
CORBIN UNIVERSITY - ELIZABETH ALBRIGHT 5000 DEER PARK DRIVE SE SALEM, OR 97312	NONE	PC	GENERAL	500
CUMBERLAND COLLEGE 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 407691372	NONE	PC	GENERAL	3,000
DELORES' PLACE 6512 S HOYNE AVENUE CHICAGO, IL 60636	NONE	PC	GENERAL	500
DISABLED PATRIOTS FUND 10767 W 163RD PLACE ORLAND PARK, IL 60467	NONE	PC	GENERAL	2,000
DONKA INC 400 NORTH COUNTY FARM ROAD WHEATON, IL 60187	NONE	PC	GENERAL	4,000
ELIM CHRISTIAN SERVICES 13020 S CENTRAL AVENUE PALOS HEIGHTS, IL 60462	NONE	PC	GENERAL	1,845
EMERGENCY FAMILY ASSISTANCE ASSOCIATION 1575 YARMOUTH AVENUE BOULDER, CO 803040564	NONE	PC	GENERAL	1,000
EQUINE-ASSISTED THERAPIES OF SOUTH FLORIDA INC PO BOX 273542 BOCA RATON, FL 334273542	NONE	PC	GENERAL	1,000
FRIEDMAN PLACE 5527 NORTH MAPLEWOOD CHICAGO, IL 60625	NONE	PC	GENERAL	2,000
HELPING HANDS FOR MONKEYS 541 CAMBRIDGE STREET BOSTON, MA 02134	NONE	PC	GENERAL	2,000
HOWARD UNIVERSITY-I'SHANEE FORD 2400 6TH STREET NW SUITE 205 WASHINGTON, DC 20059	NONE	PC	GENERAL	2,000
INSTITUTE FOR SPECIAL ED OF SARAH SCHENIRER-ROCHEL OZUR 4622 FOURTEENTH AVENUE BROOKLYN, NY 11219	NONE	PC	GENERAL	2,600
INTERNATIONAL HEARING DOG INC 5901 EAST 89TH AVENUE HENDERSON, CO 80640	NONE	PC	GENERAL	4,500
INTERNATIONAL SCLERODERMA NETWORK 7455 FRANCE AVENUE S 266 EDINA, MN 55435	NONE	PC	GENERAL	2,000
KSDS INC 124 W 7TH STREET WASHINGTON, KS 66968	NONE	PC	GENERAL	2,000
Total . . . . ▶ **3a**				105,845

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*				
LAKE SUMTER COMMUNITY COLLEGE-MAYA BURNETT 9501 US HIGHWAY 41 WASHINGTON, KS 66968	NONE	PC	GENERAL	2,000
LITTLE BIT THERAPEUTIC RIDING CENTER 18675 NE 106TH STREET REDMOND, WA 98052	NONE	PC	GENERAL	1,000
MARIAN UNIVERSITY - EVAN MATHIAS 3200 COLD SPRINGS ROAD INDIANAPOLIS, IN 46222	NONE	PC	GENERAL	3,000
MCDANIEL COLLEGE - KRISTOFER KEEFER 2 COLLEGE HILL WESTMINISTER, MD 21157	NONE	PC	GENERAL	2,000
MOUNTAIN STATES LEGAL FOUNDATION 2596 SOUTH LEWIS WAY LAKEWOOD, CO 80227	NONE	PC	GENERAL	2,000
POST POLIO RESOURCE GROUP OF SOUTHEASTERN WISCONSIN PO BOX 13841 MILWAUKEE, WI 532130814	NONE	PC	GENERAL	6,500
PROVIDENCE ST MED SCHOOL 119 SOUTH CENTRAL PARK BLVD CHICAGO, IL 60624	NONE	PC	GENERAL	2,000
RMH SERVICES 1104 PITT AVENUE BRENERTON, WA 98310	NONE	PC	GENERAL	2,000
ROCKFORD UNIVERSITY - STEVEN MANNING 5050 E STATE STREET ROCKFORD, IL 61108	NONE	PC	GENERAL	600
ROSELAND TRAINING CENTER 235 EAST 136TH PLACE CHICAGO, IL 608271816	NONE	PC	GENERAL	2,000
SECOND SENSE 65 E WACKER DRIVE SUITE 1010 CHICAGO, IL 60601	NONE	PC	GENERAL	1,500
SHARED HOUSING OF NEW ORLEANS PO BOX 15318 NEW ORLEANS, LA 70175	NONE	PC	GENERAL	5,500
SOUTHERN METHODIST COLLEGE 541 BROUGHTON STREET ORANGEBURG, SC 29115	NONE	PC	GENERAL	1,500
SOUTHERN METHODIST COLLEGE - EDNA ABRAHAM 541 BROUGHTON STREET ORANGEBURG, SC 29115	NONE	PC	GENERAL	1,300
STARFISH LEARNING CENTER 1543 W HOWARD STREET CHICAGO, IL 60626	NONE	PC	GENERAL	2,500
Total . . . . ▶ 3a				105,845

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*				
TUESDAY'S CHILD 4028 W IRVING PARK ROAD CHICAGO, IL 60641	NONE	PC	GENERAL	1,500
UNIVERSITY OF CENTRAL FLORIDA - GABRIELLE SCHILDKRAUNT 4000 CENTRAL FLORIDA BVLD RM 120 ORLANDO, FL 32816	NONE	PC	GENERAL	1,000
UNIVERSITY OF ILLINOIS CHICAGO-SIMONE MCDANIELS 1200 WEST HARRISON SUITE 1800 SSB CHICAGO, IL 60607	NONE	PC	GENERAL	2,000
WALT STRAUGHAN MINISTRIES - KATHIE SCRIVEN 59 ROSEBUD LANE STAUNTON, VA 24401	NONE	PC	GENERAL	1,000
WELLSPRING 16742 LAMPHERE DETROIT, MI 48219	NONE	PC	GENERAL	2,000
Total . . . . ▶ **3a**				105,845

TY 2016 Accounting Fees Schedule

Name: SPECIAL PEOPLE IN NEED
C/O SARAH LINSLEY

EIN: 58-1483651

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
QUARLES & BRADY-INVESTMENT ADMINISTRATION & ACCOUNTING	31,167	23,375		7,792

TY 2016 General Explanation Attachment

Name: SPECIAL PEOPLE IN NEED
C/O SARAH LINSLEY
EIN: 58-1483651

Identifier	Return Reference	Explanation
	FORM 990PF PAGE 10 PART XV LINE 2B, 2C AND 2D	GUIDELINES GRANTS TO ORGANIZATIONS*GENERAL SPECIAL PEOPLE IN NEED ("SPIN") MAKES GRANTS TO QUALIFY ING CHARITABLE ORGANIZATIONS SPIN WILL MAKE A GRANT TO AN ORGANIZATION ONLY IF TH ERE IS A STRONG SHOWING OF NEED SINCE SPIN'S FUNDS ARE LIMITED, GRANTS CANNOT BE MADE TO ALL QUALIFIED ORGANIZATIONS THAT APPLY FOR SPIN GRANTS AT PRESENT THE NUMBER OF GRANT INQ UIRIES BEING RECEIVED BY SPIN SUBSTANTIALLY EXCEEDS THE NUMBER OF GRANTS THAT SPIN HAS THE FINANCIAL CAPACITY TO MAKE THE BOARD OF DIRECTORS OF SPECIAL PEOPLE IN NEED ("SPIN") HAS ADOPTED THE FOLLOWING GUIDELINES FOR THE MAKING OF GRANTS TO ORGANIZATIONS 1 SPIN WILL MAKE GRANTS ONLY TO ORGANIZATIONS THAT HAVE RECEIVED TAX-EXEMPT DETERMINATION LETTERS FROM THE INTERNAL REVENUE SERVICE UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE 2 SPI N WILL AWARD GRANTS PRINCIPALLY TO QUALIFIED ORGANIZATIONS OPERATING IN THE FIELDS OF EDUC ATION, HEALTH, AND ASSISTANCE TO PERSONS WHO ARE DISABLED, ALTHOUGH SPIN WILL ALSO SUPPORT OTHER TY PES OF QUALIFY ING ORGANIZATIONS IT IS TO BE UNDERSTOOD, HOWEVER, THAT SPIN, AS A RELATIVELY SMALL GRANT-MAKING FOUNDATION, CAN NOT RESPOND FAVORABLY TO ALL GRANT APPLICAT IONS AND ITS GRANTS TY PICALLY DO NOT EXCEED $2,000 TO $3,000 3 SPIN IN GENERAL WILL NOT MAKE GRANTS TO VERY LARGE ORGANIZATIONS (OTHER THAN EDUCATIONAL INSTITUTIONS FOR SPECIFIC SCHOLARSHIP PURPOSES) 4 IN GENERAL THE BOARD OF DIRECTORS WILL VIEW A GRANT REQUEST FROM A QUALIFY ING ORGANIZATION FAVORABLY IF THE GRANT REQUEST INDICATES THE FOLLOWING (I) THA T THERE IS A STRONG NEED FOR THE PROGRAM OR SERVICE WHICH IS THE SUBJECT OF THE GRANT REQU EST, (II) THAT THE ORGANIZATION HAS THE ABILITY TO MEET THE NEED EFFECTIVELY, (III) THAT T HE ORGANIZATION IS OPERATED IN A COST-EFFECTIVE MANNER, AND (IV) THAT, IF DEEMED RELEVANT, THE ORGANIZATION MAKES EFFECTIVE USE OF VOLUNTEERS IN APPROPRIATE CIRCUMSTANCES IN ADDIT ION, PARTICULAR EMPHASIS WILL BE GIVEN IN EVALUATING GRANT REQUESTS AS TO WHETHER THE PROJ ECT OR PROGRAM EITHER ENABLES NEEDY PEOPLE TO HELP THEMSELVES OR UTILIZES INNOVATIVE APPRO ACHES WITH RESPECT TO ADDRESSING PROBLEM AREAS NO GRANTS OF THE FOLLOWING TY PES IN GENERA L WILL BE MADE 1 GRANTS FOR ENDOWMENT PURPOSES,2 GRANTS TO ORGANIZATIONS THAT HAVE AS MA JOR ACTIVITIES THE INFLUENCING OF LEGISLATION,3 GRANTS TO ORGANIZATIONS THAT ENGAGE IN PO LITICAL ACTIVITIES,4 GRANTS TO CULTURAL GROUPS EXCEPT WITH RESPECT TO PROGRAMS TO HELP TH E DISABLED OR THE ECONOMICALLY DISADVANTAGED,5 GRANTS TO DAY CARE CENTERS OR NURSERY SCHO OLS,6 GRANTS TO ORGANIZATIONS OR INSTITUTIONS LOCATED OUTSIDE THE UNITED STATES,7 GRANTS TO COLLEGES AND UNIVERSITIES EXCEPT WITH RESPECT TO SCHOLARSHIPS, AND8 GRANTS TO VERY LA RGE NATIONAL CHARITABLE ORGANIZATIONS (OTHER THAN EDUCATIONAL INSTITUTIONS FOR SCHOLARSHIP PURPOSES) ALSO, ALTHOUGH SPIN IN THE PAST HAD MADE MANY GRANTS TO ORGANIZATIONS THAT PROV IDE SERVICES TO THE DEVELOPMENTALLY DISABLED, BECAUSE THIS AREA WAS NOT WITHIN THE ORIGINA L FOCUS OF SPIN AND BECAUSE THE DEMANDS ON SPIN'S VERY LIMITED RESOURCES HAVE BEEN SO GREA T, SPIN IN GENERAL IN THE FUTURE WILL NOT MAKE GRANTS TO THIS TY PE OF ORGANIZATION APPLICA TIONS NO PRESCRIBED FORM OF APPLICATION FOR GRANTS IS REQUIRED APPLICATIONS MAY BE SUBMIT TED AT ANY TIME EACH APPLICATION MUST, HOWEVER, INCLUDE THE FOLLOWING 1 COPY OF TAX-EXE MPT LETTER AND STATEMENT THAT THE ORGANIZATION IS A PUBLIC CHARITY AND NOT A PRIVATE FOUND ATION AND STATEMENT BY THE ORGANIZATION THAT THERE HAS BEEN NO ADVERSE CHANGE IN THIS CLAS SIFICATION, 2 RELEVANT FINANCIAL INFORMATION, 3 STATEMENT OF NEED IN THE FORM OF A LETTE R, 4 LIST OF MEMBERS OF BOARD OF DIRECTORS, 5 NUMBER OF FULL TIME EMPLOY EES, AND 6 OTHE R MATERIALS, BROCHURES, ARTICLES, ANNUAL REPORTS, ETC THAT MAY BE DEEMED BY APPLICANT ORG ANIZATION TO BE RELEVANT FOLLOWING THE INITIAL REVIEW OF AN APPLICATION, SPIN MAY REQUEST ADDITIONAL MATERIALS AND INFORMATION APPLICATIONS FOR GRANTS SHOULD BE SUBMITTED TO MS SARAH M LINSLEY SPECIAL PEOPLE IN NEED 300 NORTH LASALLE STREET SUITE 4000 CHICAGO, ILLI NOIS 60654SELECTION PROCEDURES APPROVAL NO GRANTS FOR THE BENEFIT OF ORGANIZATIONS WILL B E MADE UNLESS SUCH GRANTS ARE APPROVED BY THE BOARD OF DIRECTORS (OR A COMMITTEE THEREOF) AND FINAL DECISIONS RELATING TO ALL GRANTS TO ORGANIZATIONS WILL BE MADE BY THE BOARD OF D IRECTORS (OR A COMMITTEE THEREOF) SELECTION OF GRANT BENEFICIARIES IS MADE BY SPIN ON THE BASIS OF CRITERIA REASONABLY RELATED TO THE PURPOSES OF THE GRANT, INCLUDING THE MERITS O F THE PROPOSAL, THE CREDENTIALS OF THE POTENTIAL BENEFICIARY OF A GRANT, THE RELATIONSHIP OF THE PROPOSAL TO SPIN'S PURPOSES AND THE AREAS OF SPIN'S PRIMARY CONCERN AND FOCUS AND I TS PRIORITY IN RELATION TO OTHER DEMANDS ON SPIN'S FUNDS REVIEW OF APPLICATIONS THE SECR ETARY OR THE SECRETARY'S DESIGNEE WILL INITIALLY REVIEW EACH GRANT APPLICATION SUBMITTED BECAUSE THE NUMBER OF GRANT APPLICATIONS SUBSTANTIALLY EXCEEDS THE NUMBER OF GRANTS THAT S PIN CAN MAKE EACH Y EAR, IT IS RECOGNIZED THAT SPEC

Identifier	Return Reference	Explanation
	FORM 990PF PAGE 10 PART XV LINE 2B, 2C AND 2D	IAL PROCEDURES MUST BE IMPLEMENTED TO DEAL WITH THE HEAVY VOLUME OF GRANT REQUESTS IN THI S CONNECTION, THE SECRETARY OR THE SECRETARY'S DESIGNEE IS AUTHORIZED TO TAKE ANY ONE OF T HE FOLLOWING ADMINISTRATIVE ACTIONS 1 TO REJECT THE APPLICATION 2 TO ASK FOR ADDITIONA L INFORMATION TO THE EXTENT THAT ALL REQUIRED INFORMATION HAS NOT AT SUCH TIME BEEN SUBMIT TED 3 TO SUBMIT TO THE BOARD OF DIRECTORS THE PROPOSAL FOR THE BOARD OF DIRECTORS' CONSI DERATION BECAUSE OF THE SUBSTANTIAL VOLUME OF GRANTS BEING RECEIVED RELATIVE TO SPIN'S GRA NT-MAKING CAPABILITY, IT IS RECOGNIZED THAT THE "SCREENING" OF GRANTS MUST BE EXPEDITED AN D IN THIS CONNECTION GRANT APPLICATIONS MAY BE REJECTED ADMINISTRATIVELY AS SET FORTH ABOV E FOR ANY OF THE FOLLOWING REASONS 1 BECAUSE THE GRANT IS OUTSIDE THE PRIMARY FOCUS AND PURPOSES OF SPIN 2 BECAUSE THE ORGANIZATION IS A FOREIGN ORGANIZATION 3 BECAUSE OTHER G RANT APPLICATIONS ARE DEEMED TO BE MORE WORTHY 4 BECAUSE OTHER POTENTIAL DONEE ORGANIZAT IONS HAVE ATTRIBUTES WHICH CAUSE THEIR GRANT APPLICATIONS TO HAVE A HIGHER PRIORITY FROM S PIN'S STANDPOINT IF A DECISION BY THE BOARD OF DIRECTORS IS MADE TO MAKE A GRANT, A DETER MINATION OF THE AMOUNT OF THE GRANT WILL BE MADE BASED ON THE AMOUNT REQUESTED, THE GRANT' S PRIORITY IN RELATION TO OTHER DEMANDS ON SPIN'S LIMITED FUNDS, AND OTHER FACTORS DEEMED RELEVANT GRANT AWARDS GRANTS MAY BE MADE AT ANY TIME DURING THE YEAR. THE PURPOSE OF EAC H GRANT WILL BE SET FORTH IN A LETTER SENT TO THE DONEE ORGANIZATION PLEASE NOTE THAT A S EPARATE SET OF GUIDELINES APPLIES TO GRANTS TO EDUCATIONAL INSTITUTIONS FOR SCHOLARSHIP PU RPOSES

Identifier	Return Reference	Explanation
	FORM 990PF PAGE 10 PART XV LINE 2B, 2C AND 2D	SCHOLARSHIP GRANTS TO EDUCATIONAL INSTITUTIONS FOR THE BENEFIT OF DESIGNATED STUDENTS GRAN TS FOR BENEFIT OF INDIVIDUALS FOR OTHER THAN SCHOLARSHIP PURPOSES GUIDELINES AND RULESINTR ODUCTION SPECIAL PEOPLE IN NEED ("S P I N "), IN ADDITION TO MAKING GRANTS TO SELECTED QUA LIFY ING CHARITABLE ORGANIZATIONS FOR OTHER THAN SCHOLARSHIP PURPOSES, WILL PROVIDE SUPPORT IN THE FORM OF A LIMITED NUMBER OF SCHOLARSHIP GRANTS TO EDUCATIONAL INSTITUTIONS FOR THE BENEFIT OF STUDENTS WITH DISABILITIES AND STUDENTS WHO ARE NOT DISABLED BUT WHO HAVE HAD TO OVERCOME EXTREMELY DIFFICULT CIRCUMSTANCES SINCE S P I N 'S FUNDS ARE LIMITED, S P I N CANNOT RESPOND FAVORABLY TO ALL APPLICATIONS WITH RESPECT TO QUALIFIED STUDENTS AT PRES ENT THE NUMBER OF SCHOLARSHIP GRANT REQUESTS BEING RECEIVED BY S P I N FAR EXCEEDS THE NU MBER OF GRANTS THAT S P I N HAS THE FINANCIAL CAPACITY TO MAKE ALSO, A VERY SMALL NUMBER OF GRANTS OTHER THAN SCHOLARSHIP GRANTS WILL BE MADE FOR THE BENEFIT OF INDIVIDUALS WITH DISABILITIES, WITH THE OBJECTIVE OF ASSISTING THE PARTICULAR INDIVIDUAL TO HELP HIMSELF OR HERSELF TO ENGAGE IN PRODUCTIVE ACTIVITY THAT WOULD OTHERWISE NOT BE POSSIBLE THE FOLLOW ING ARE THE PROCEDURES OF S P I N IN THE AWARDING OF SCHOLARSHIP GRANTS TO EDUCATIONAL IN STITUTIONS FOR THE BENEFIT OF DESIGNATED QUALIFY ING STUDENTS, AND WITH RESPECT TO GRANTS F OR THE BENEFIT OF INDIVIDUALS FOR OTHER THAN SCHOLARSHIP PURPOSES SCHOLARSHIP GRANTSGENER AL SCHOLARSHIP GRANTS WILL IN GENERAL BE MADE BY S P I N ONLY TO EDUCATIONAL INSTITUTIONS ON BEHALF OF DISABLED INDIVIDUALS HOWEVER, NOTWITHSTANDING THE FOREGOING, A SMALL NUMBER OF SCHOLARSHIP GRANTS MAY BE MADE EACH Y EAR TO EDUCATIONAL INSTITUTIONS FOR THE BENEFIT O F STUDENTS WHO ARE NOT DISABLED BUT WHO HAVE HAD TO OVERCOME EXTREMELY DIFFICULT CIRCUMSTA NCES WITH RESPECT TO THE LATTER TY PE OF SCHOLARSHIP GRANT, THERE MUST BE A CLEAR SHOWING THAT THE PARTICULAR INDIVIDUAL HAS HAD TO OVERCOME VERY ADVERSE CIRCUMSTANCES AND THERE MU ST BE AT LEAST TWO LETTERS OF REFERENCE CONFIRMING THE NATURE OF THE ADVERSE CIRCUMSTANCES REQUIREMENT THAT SCHOLARSHIP GRANT BE MADE TOSPONSORING EDUCATIONAL INSTITUTION WHICH AS SUMESSTATUS AS APPLICANT/GRANTEE THE PARTICULAR EDUCATIONAL INSTITUTION MUST BE WILLING NO T ONLY TO SERVE AS THE SPONSOR OF THE PARTICULAR STUDENT BUT TO ADOPT THE STUDENT'S GRANT APPLICATION AS ITS OWN AND ALSO TO AGREE IN WRITING TO ALL OF THE FOLLOWING IF THE GRANT I S APPROVED 1 TO NOT ONLY SPONSOR THE DESIGNATED STUDENT BUT IN EFFECT TO BE THE GRANTEE OF THE GRANT 2 TO RECEIVE AND TO ADMINISTER THE GRANT FUNDS FOR THE PURPOSE OF THE GRANT AND IN THIS CONNECTION TO DISBURSE SUCH FUNDS TO THE STUDENT OR FOR THE STUDENT'S BENEFIT FOR THE PURPOSE OF THE GRANT 3 TO MONITOR THE ACADEMIC PROGRESS OF THE STUDENT AND TO M AKE A GOOD FAITH JUDGMENT AS TO WHETHER THE STUDENT IS WORTHY OF CONTINUED FINANCIAL ASSIS TANCE, AND IF THE EDUCATIONAL INSTITUTION AT ANY TIME DETERMINES THAT THE STUDENT IS NOT S O WORTHY , TO COMMUNICATE IMMEDIATELY SUCH DETERMINATION TO S P I N 4 TO PROVIDE S P I N PERIODICALLY (AND NO LESS THAN ONCE A Y EAR), WITH THE APPROVAL OF THE PARTICULAR STUDENT, IF NECESSARY , WITH TRANSCRIPTS OF GRADES (OR OTHER RELEVANT INFORMATION) SHOWING THE ACAD EMIC PERFORMANCE OF THE STUDENT 5 TO RETURN (OR CAUSE TO BE RETURNED) ANY PORTION OF THE GRANT FUNDS THAT ARE NOT NEEDED FOR THE PURPOSE OF THE GRANT SCHOLARSHIP GRANTS WILL BE TREATED FOR ALL LEGAL PURPOSES AS HAVING BEEN MADE TO THE PARTICULAR EDUCATIONAL INSTITUTI ON (RATHER THAN TO THE STUDENT) SCHOLARSHIP GRANTS WILL ONLY BE MADE TO TAX-EXEMPT EDUCAT IONAL ORGANIZATIONS WHICH QUALIFY UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE SCH OLARSHIP APPLICATION REQUIREMENTS NO PRESCRIBED PRINTED FORM OF APPLICATION FOR SCHOLARSHI P GRANTS IS REQUIRED HOWEVER, APPLICATIONS MUST BE SUBMITTED BY THE PRECEDING MAY 31 IN O RDER TO BE CONSIDERED FOR THE PARTICULAR ACADEMIC Y EAR BEGINNING IN AUGUST OR SEPTEMBER, A ND EACH APPLICATION MUST INCLUDE THE FOLLOWING (I) TRANSCRIPTS OF RELEVANT SCHOLASTIC REC ORDS, (II) A LETTER FROM THE PARTICULAR EDUCATIONAL INSTITUTION STATING THAT THE STUDENT H AS BEEN OR WILL BE ADMITTED TO THE EDUCATIONAL INSTITUTION AND THAT THE EDUCATIONAL INSTIT UTION WILL NOT ONLY SPONSOR THE STUDENT BUT IN EFFECT BE THE GRANTEE AND ADMINISTER THE GR ANT AND OTHERWISE AGREE TO THE CONDITIONS SET FORTH ABOVE, (III) AT LEAST TWO LETTERS OF R ECOMMENDATION FROM EDUCATORS WHO ARE FAMILIAR WITH THE QUALIFICATIONS OF THE STUDENT, (IV) IF THE STUDENT IS DISABLED, A LETTER FROM THE STUDENT OR THE EDUCATIONAL INSTITUTION DESC RIBING THE NATURE OF THE DISABILITY AND A LETTER FROM THE STUDENT'S PHYSICIAN (OR ANOTHER PERSON WHO KNOWS THE STUDENT WELL) CONFIRMING THE NATURE OF THE DISABILITY , (V) IF THE STU DENT IS NOT DISABLED, A LETTER FROM THE STUDENT OR THE EDUCATIONAL INSTITUTION DESCRIBING THE NATURE OF THE ADVERSE CIRCUMSTANCES AFFECTING THE PARTICULAR STUDENT AND AT LEAST TWO LETTERS FROM OTHER INDIVIDUALS CONFIRMING THE NATU

Identifier	Return Reference	Explanation
	FORM 990PF PAGE 10 PART XV LINE 2B, 2C AND 2D	RE OF THE ADVERSE CIRCUMSTANCES, (VI) A LETTER FROM THE PARTICULAR STUDENT OR THE EDUCATIO NAL INSTITUTION PROVIDING BIOGRAPHICAL INFORMATION ABOUT SUCH STUDENT, AND (VII) TAX RETUR NS FOR THE MOST RECENTLY COMPLETED CALENDAR YEAR OF THE STUDENT AND HIS OR HER PARENTS OR OTHER INFORMATION DEMONSTRATING THE FINANCIAL NEED OF THE STUDENT ALSO, A STATEMENT AS TO THE PARTICULAR FAMILY'S NET WORTH MAY BE REQUIRED (IF SUCH A REQUIREMENT IS IMPOSED AND IF THE FAMILY'S TOTAL NET WORTH IS LESS THAN $200,000, A STATEMENT INDICATING THAT THE FAM ILY'S NET WORTH DOES NOT EXCEED A SPECIFIED AMOUNT WILL BE SUFFICIENT)PLEASE NOTE THAT, I F APPROPRIATE, THE SAME LETTER MAY BE USED TO MEET MORE THAN ONE OF THE REQUIREMENTS SET F ORTH ABOVE AS NOTED ABOVE, SCHOLARSHIP GRANTS WILL BE TREATED BY S P I N AS BEING MADE T O THE PARTICULAR EDUCATIONAL INSTITUTIONS RATHER THAN TO THE PARTICULAR STUDENT RENEWALS O F SCHOLARSHIPS A SCHOLARSHIP GRANT MAY BE RENEWED FOR A SUCCESSIVE YEAR WITHOUT A SUBSEQUE NT FORMAL APPLICATION PROVIDED THAT S P I N RECEIVES EVIDENCE OF SATISFACTORY PERFORMANCE AND PROVIDED ALSO THAT S P I N HAS NO INFORMATION THAT THE ORIGINAL GRANT IS BEING USED FOR ANY PURPOSE OTHER THAN THAT FOR WHICH IT WAS MADE THE DECISION TO MAKE A RENEWAL OF A GRANT SHALL BE MADE ON AN OBJECTIVE AND NONDISCRIMINATORY BASIS A RENEWAL WITH RESPECT T O A SCHOLARSHIP GRANT MAY BE IN A LESSER AMOUNT THAN THE ORIGINAL GRANT GRANTS TO INDIVIDU ALS FOR OTHER THAN FOR SCHOLARSHIP PURPOSESGENERAL ONLY A VERY SMALL NUMBER OF "NON-SCHOLA RSHIP" GRANTS FOR THE BENEFIT OF SPECIFIC INDIVIDUALS, IF ANY, WILL BE MADE EACH YEAR SUC H GRANTS WILL BE GIVEN ONLY TO DISABLED INDIVIDUALS WHO HAVE A STRONG ECONOMIC NEED AND ON LY IF THE GRANT WOULD ASSIST THE DISABLED INDIVIDUAL TO HELP HIMSELF OR HERSELF TO ENGAGE IN PRODUCTIVE ACTIVITY IN WHICH HE OR SHE OTHERWISE COULD NOT ENGAGE APPLICATION REQUIREME NTS WITH RESPECT TO A NON-SCHOLARSHIP GRANT, THE INDIVIDUAL MUST HAVE A SPONSORING "FISCAL AGENT," SATISFACTORY TO S P I N , AND SUCH FISCAL AGENT MUST AGREE, AS A CONDITION TO HAV ING THE GRANT REQUEST CONSIDERED, TO DO BOTH OF THE FOLLOWING AS THE INDIVIDUAL'S SPONSOR A VERIFY THE ACCURACY OF ALL OF THE FACTS SET FORTH IN THE INDIVIDUAL'S REQUEST FOR FUND S, AND B PROVIDE A WRITTEN RATIONALE AS TO THE NEEDS UNDERLYING THE REQUESTED GRANT TO TH E INDIVIDUAL IN ADDITION, THE FISCAL AGENT WITH RESPECT TO A NON-SCHOLARSHIP GRANT MUST B E WILLING TO AGREE IN WRITING TO ALL OF THE FOLLOWING CONDITIONS IF THE GRANT IS APPROVED A TO NOT ONLY BE THE FISCAL AGENT BUT IN EFFECT TO BE THE SPONSOR WITH RESPECT TO THE GR ANT, B TO RECEIVE AND TO ADMINISTER THE GRANT FUNDS FOR THE PURPOSE OF THE GRANT AND IN T HIS CONNECTION TO DISBURSE SUCH FUNDS FOR THE BENEFIT OF THE INDIVIDUAL FOR THE PURPOSE OF THE GRANT, C TO MONITOR THE USE OF THE GRANT FUNDS TO ENSURE THAT SUCH FUNDS ARE BEING E XPENDED EXCLUSIVELY FOR THE PURPOSE OF THE GRANT, AND D TO RETURN (OR TO CAUSE TO BE RETU RNED) TO S P I N ANY PORTION OF THE GRANT FUNDS NOT NEEDED FOR THE PURPOSE OF THE GRANT T HE FISCAL AGENT, WHICH IN MOST CASES WOULD BE A RECOGNIZED RELIGIOUS ORGANIZATION, AN EDUC ATIONAL ORGANIZATION, A QUALIFIED CHARITABLE/HEALTH PROVIDER OR A SOCIAL WELFARE ORGANIZAT ION, SHOULD BE VERY FAMILIAR WITH THE FACTS RELATING TO THE GRANT APPLICATION IN UNUSUAL CIRCUMSTANCES WHERE THERE IS NO AVAILABLE "SPONSORING ORGANIZATION TO SERVE AS FISCAL AGEN T, A CLERGYMAN, SOCIAL WORKER, OR OTHER APPROPRIATE INDIVIDUAL, SATISFACTORY TO S P I N , MAY BE ACCEPTED AS FISCAL AGENT PROVIDED THAT SUCH INDIVIDUAL AGREES TO ALL OF THE APPLICA BLE CONDITIONS AS SET FORTH HEREIN APPLICATIONS BY INDIVIDUALS FOR NON-SCHOLARSHIP GRANTS MUST INCLUDE THE FOLLOWING INFORMATION A A LETTER FROM THE INDIVIDUAL DESCRIBING THE PA RTICULAR NEED B SPECIFIC FINANCIAL INFORMATION AS TO THE INTENDED USE OF THE GRANT FUNDS REQUESTED C A LETTER FROM THE FISCAL AGENT CONFIRMING THE NATURE OF THE NEED AND CONFIR MING THE CORRECTNESS OF THE FACTS SET FORTH IN THE INDIVIDUAL'S LETTER AND MEETING THE OTH ER REQUIREMENTS SET FORTH ABOVE D ANY BIOGRAPHICAL DATA OR OTHER INFORMATION OR MATERIAL S OR INFORMATION DEEMED RELEVANT E A TAX RETURN FOR THE MOST RECENT YEAR AND A STATEMENT SETTING FORTH INFORMATION RELATING TO THE NET WORTH OF THE INDIVIDUAL FOLLOWING AN INITI AL REVIEW OF THE APPLICATION, S P I N MAY REQUEST ADDITIONAL MATERIALS AND INFORMATION PO LICIES APPLICABLE TO BOTH SCHOLARSHIP GRANTSFOR BENEFIT OF DESIGNATED STUDENTSAND FISCAL A GENT GRANTS FOR BENEFIT OF INDIVIDUALS FORNON-SCHOLARSHIP PURPOSESSELECTION PROCEDURES TH E SELECTION PROCEDURES WITH RESPECT TO SCHOLARSHIP GRANTS FOR THE BENEFIT OF DESIGNATED ST UDENTS AND GRANTS FOR THE BENEFIT OF INDIVIDUALS FOR NON-SCHOLARSHIP PURPOSES ARE DESCRIBE D BELOW APPROVAL NO SCHOLARSHIP GRANT OR GRANT FOR THE BENEFIT OF AN INDIVIDUAL FOR A NO N-SCHOLARSHIP PURPOSE WILL BE MADE UNLESS SUCH GRANT IS APPROVED BY THE BOARD OF DIRECTORS OR BY A COMMITTEE OF THE BOARD OF DIRECTORS AND F

Identifier	Return Reference	Explanation
	FORM 990PF PAGE 10 PART XV LINE 2B, 2C AND 2D	INAL DECISIONS RELATING TO ALL GRANTS WILL BE MADE BY THE BOARD OF DIRECTORS OR SUCH COMMI TTEE CRITERIA CRITERIA TO BE USED IN SELECTING GRANT RECIPIENTS SHALL BE APPROPRIATELY R ELATED TO THE PURPOSE OF THE GRANT ALL GRANTS WILL BE MADE ON AN OBJECTIVE AND NONDISCRIM INATORY BASIS WITH RESPECT TO BOTH TYPES OF GRANTS DESCRIBED ABOVE, GREAT EMPHASIS WILL B E PLACED ON THE ATTITUDE OF THE INDIVIDUAL WITH RESPECT TO ACHIEVING AND PERFORMING TO THE FULL EXTENT OF HIS OR HER POTENTIAL AND THE LIKELIHOOD THAT THE GRANT WILL ENABLE THE IND IVIDUAL TO ENGAGE IN MEANINGFUL OR BENEFICIAL ACTIVITY THAT MIGHT NOT OTHERWISE BE POSSIBL E AS NOTED ABOVE, SCHOLARSHIP GRANTS FOR THE BENEFIT OF DESIGNATED STUDENTS WILL ONLY BE MADE FOR THE BENEFIT OF STUDENTS WITH DISABILITIES OR STUDENTS WHO ARE NOT DISABLED BUT WH O HAVE HAD TO OVERCOME EXTREMELY DIFFICULT CIRCUMSTANCES IN NO EVENT WILL A GRANT OF EITH ER TYPE BE MADE FOR THE BENEFIT OF A PARTICULAR INDIVIDUAL IF ANY DIRECTOR OR OFFICER OF S P I N OR CONTRIBUTOR OF S P I N OR ANY PERSON RELATED TO ANY OF THE FOREGOING SHALL BE IN A POSITION TO DERIVE A PRIVATE BENEFIT DIRECTLY OR INDIRECTLY FROM SUCH GRANT OR BECAUS E A CERTAIN POTENTIAL GRANT BENEFICIARY IS SELECTED OVER OTHERS SCHOLARSHIP GRANTS TO EDU CATIONAL INSTITUTIONS FOR QUALIFIED STUDENTS WILL BE MADE ON THE BASIS OF APPROPRIATE CRIT ERIA, INCLUDING (WITHOUT LIMITATION) PRIOR ACADEMIC PERFORMANCE, RECOMMENDATIONS FROM EDUC ATORS, THE NATURE OF THE DISABILITY OR THE UNUSUAL CIRCUMSTANCES WITH RESPECT TO THE PARTI CULAR STUDENT AND FINANCIAL NEED WITH RESPECT TO GRANTS FOR THE BENEFIT OF INDIVIDUALS FO R OTHER THAN SCHOLARSHIP PURPOSES, AN INDIVIDUAL WILL IN GENERAL BE SELECTED WITHOUT REFER ENCE TO A GROUP OF CANDIDATES ON THE BASIS OF SUCH INDIVIDUAL BEING EXCEPTIONALLY QUALIFIE D OR IT BEING OTHERWISE EVIDENT THAT THE SELECTION OF SUCH INDIVIDUAL IS PARTICULARLY CALC ULATED TO EFFECTUATE THE PURPOSES OF THE GRANT REVIEW OF APPLICATIONS THE SECRETARY OF S P I N (OR HIS/HER DESIGNEE) WILL INITIALLY REVIEW EACH GRANT APPLICATION SUBMITTED BECA USE THE NUMBER OF GRANT APPLICATIONS SUBSTANTIALLY EXCEEDS THE NUMBER OF GRANTS THAT S P I N IS ABLE TO MAKE EACH YEAR, IT IS RECOGNIZED THAT SPECIAL PROCEDURES MUST BE IMPLEMENTE D TO DEAL WITH THE HEAVY VOLUME OF GRANT REQUESTS IN THIS CONNECTION, THE SECRETARY (OR H IS/HER DESIGNEE) IS AUTHORIZED TO TAKE ANY ONE OF THE FOLLOWING ADMINISTRATIVE ACTIONS 1 TO REJECT THE APPLICATION 2 TO ASK FOR ADDITIONAL INFORMATION TO THE EXTENT THAT ALL RE QUIRED INFORMATION HAS NOT AT SUCH TIME BEEN SUBMITTED 3 TO RECOMMEND TO THE BOARD OF DI RECTORS THAT THE APPLICATION BE APPROVED REJECTION BY ADMINISTRATIVE ACTION BECAUSE OF T HE SUBSTANTIAL VOLUME OF GRANTS BEING RECEIVED RELATIVE TO S P I N 'S GRANT-MAKING CAPABIL ITY, IT IS RECOGNIZED THAT THE "SCREENING" OF GRANTS MUST BE EXPEDITED AND IN THIS CONNECT ION GRANT APPLICATIONS MAY BE REJECTED ADMINISTRATIVELY AS SET FORTH ABOVE FOR ANY OF THE FOLLOWING REASONS 1 BECAUSE THE GRANT IS OUTSIDE THESE GUIDELINES 2 WITH RESPECT TO AN APPLICATION FOR A NON-SCHOLARSHIP GRANT, BECAUSE THERE IS NO FISCAL AGENT OR THE PROPOSED FISCAL AGENT IS DEEMED TO BE INADEQUATE 3 WITH RESPECT TO A SCHOLARSHIP GRANT, BECAUSE THE STUDENT IS A FOREIGN STUDENT, EVEN IF SHE/HE OTHERWISE MEETS THE REQUIREMENTS SET FORT H HEREIN 4 WITH RESPECT TO A SCHOLARSHIP GRANT, BECAUSE THE INDIVIDUAL IS A GRADUATE STU DENT, EVEN IF SHE/HE OTHERWISE MEETS THE REQUIREMENTS SET FORTH HEREIN 5 BECAUSE OTHER G RANT APPLICATIONS ARE DEEMED TO BE MORE WORTHY 6 BECAUSE OTHER QUALIFIED GRANT BENEFICIA RIES HAVE ATTRIBUTES WHICH CAUSE THEIR GRANT APPLICATIONS TO HAVE A HIGHER PRIORITY FROM S P I N 'S STANDPOINT AMOUNT OF GRANT, DEADLINE FOR SUBMITTING SCHOLARSHIP GRANT APPLICATI ONS IF A DECISION BY THE BOARD OF DIRECTORS IS MADE TO MAKE A GRANT, A DETERMINATION OF TH E AMOUNT OF THE GRANT WILL BE MADE BASED ON THE AMOUNT REQUESTED, THE AMOUNT DETERMINED TO BE NEEDED AND THE GRANT'S PRIORITY IN RELATION TO OTHER DEMANDS ON S P I N 'S LIMITED FUN DS MOST GRANTS WILL NOT EXCEED $2,000 TO $3,000 PER YEAR APPLICATIONS FOR SCHOLARSHIP GR ANTS SHOULD BE SUBMITTED PRIOR TO MAY 31 WITH RESPECT TO AN ACADEMIC YEAR BEGINNING IN AUG UST OR SEPTEMBER GRANT AWARDS THE TERMS AND CONDITIONS OF EACH GRANT WILL BE CONTAINED IN A LETTER SENT TO THE GRANTEE EDUCATIONAL INSTITUTION OR THE SPONSORING FISCAL AGENT WRITT EN ACCEPTANCE OF SUCH TERMS AND CONDITIONS WILL GENERALLY BE REQUIRED WITH RESPECT TO ALL GRANTS FOR THE BENEFIT OF DESIGNATED INDIVIDUALS BY THE GRANTEE EDUCATIONAL INSTITUTION WI TH RESPECT TO A SCHOLARSHIP GRANT OR THE SPONSORING FISCAL AGENT WITH RESPECT TO A NON-SCH OLARSHIP GRANT THE TERMS AND CONDITIONS OF EACH GRANT AS SET FORTH IN THE GRANT LETTER WI LL INCLUDE 1 THE PURPOSE OF THE GRANT, 2 THE DURATION OF THE GRANT, 3 THE TOTAL AMOUNT OF THE GRANT, 4 THE REPORT REQUIREMENTS, IF ANY, AND 5 THE FISCAL RESPONSIBILITIES OF T HE GRANTEE EDUCATIONAL INSTITUTION OR SPONSORING A

Identifier	Return Reference	Explanation
	FORM 990PF PAGE 10 PART XV LINE 2B, 2C AND 2D	S SET FORTH ABOVE RETENTION OF RECORDS THE SECRETARY OF S P I N (OR HIS/HER DESIGNEE) W ILL MAINTAIN RECORDS RELATING TO ALL GRANTS ON BEHALF OF DESIGNATED INDIVIDUALS, INCLUDING 1 INFORMATION RELIED UPON TO EVALUATE GRANT APPLICATIONS, 2 IDENTIFICATION OF GRANT BE NEFICIARIES, 3 AMOUNT AND PURPOSE OF EACH GRANT, AND 4 FOLLOW-UP INFORMATION, INCLUDING REQUIRED REPORTS AND INVESTIGATION OF JEOPARDIZING GRANTS REPORTS IN GENERAL, GRANTS FOR THE BENEFIT OF DESIGNATED INDIVIDUALS WILL BE CONDITIONED ON THE GRANTEE EDUCATIONAL INSTI TUTION OR SPONSORING FISCAL AGENT OR THE PARTICULAR INDIVIDUAL MAKING REPORTS TO S P I N AS REQUIRED BY THE GRANT LETTER WITH RESPECT TO A GRANT TO SUPPORT A STUDENT'S ATTENDANCE AT AN EDUCATIONAL INSTITUTION, THE EDUCATIONAL INSTITUTION WILL BE REQUIRED TO REPORT TO S P I N AT LEAST ONCE A Y EAR WITH RESPECT TO ALL COURSES TAKEN AND ALL GRADES RECEIVED I F THE STUDENT DID NOT TAKE COURSES, THE REQUIRED REPORT MUST DESCRIBE THE PROGRAM UNDERTAK EN AND THE PROGRESS IN MEETING THE PURPOSE OF THE GRANT AND BE APPROVED BY THE APPROPRIATE FACULTY MEMBER OR UNIVERSITY OFFICIAL WITH RESPECT TO GRANTS FOR NON-SCHOLARSHIP PURPOSE S, UPON COMPLETION OF THE UNDERTAKING FOR WHICH THE GRANT WAS MADE, SUCH REPORT MUST DESCR IBE THE USE OF THE GRANT FUNDS AND THE INDIVIDUAL'S PROGRESS AND ACCOMPLISHMENTS WITH RESP ECT TO THE PURPOSE OF THE GRANT, AND ACCOUNTING FOR THE FUNDS RECEIVED UNDER SUCH GRANT I N SOME CASES, ONE OR MORE ANNUAL REPORTS AND A FINAL REPORT MAY BE REQUIRED REVIEW PROCEDU RES REPORTS AN OFFICER OF S P I N (OR HIS/HER DESIGNEE) WILL REVIEW THE REPORTS DESCRIBE D ABOVE IN ORDER TO DETERMINE WHETHER THE GRANT PURPOSES ARE BEING OR HAVE BEEN FULFILLED AND TO LOOK INTO ANY QUESTIONS REQUIRING FURTHER SCRUTINY OR INVESTIGATION INVESTIGATIONS IF REPORTS TO S P I N OR OTHER INFORMATION (INCLUDING FAILURE TO SUBMIT REPORTS AFTER A REASONABLE TIME HAS ELAPSED FROM THE REPORT DUE DATE) INDICATES THAT ALL OR ANY PART OF T HE GRANT FUNDS ARE NOT BEING USED FOR THE PURPOSES OF SUCH GRANT, S P I N WILL INITIATE A N INVESTIGATION WHILE CONDUCTING THE INVESTIGATION, S P I N WILL WITHHOLD FURTHER PAY MEN TS (IF ANY) UNTIL IT HAS BEEN DETERMINED THAT NO PART OF THE GRANT HAS BEEN USED FOR IMPRO PER PURPOSES AND UNTIL ANY DELINQUENT REPORTS HAVE BEEN SUBMITTED IF S P I N DETERMINES THAT ANY PART OF A GRANT HAS BEEN USED FOR IMPROPER PURPOSES, S P I N WILL TAKE ALL REASO NABLE AND APPROPRIATE STEPS TO RECOVER DIVERTED GRANT FUNDS OR TO INSURE THE RESTORATION O F DIVERTED FUNDS AND THE DEDICATION OF ANY OTHER FUNDS HELD BY OR FOR THE BENEFIT OF THE I NDIVIDUAL TO THE PURPOSE BEING FINANCED BY THE GRANT THESE STEPS WILL INCLUDE LEGAL ACTIO N UNLESS SUCH ACTION WOULD IN ALL PROBABILITY NOT RESULT IN THE SATISFACTION OF EXECUTION OF A JUDGMENT IF S P I N DETERMINES THAT ANY PART OF THE GRANT HAS BEEN USED FOR IMPROPE R PURPOSES AND THE GRANTEE HAS NOT PREVIOUSLY DIVERTED GRANT FUNDS TO ANY USE NOT IN FURTH ERANCE OF A PURPOSE SPECIFIED IN THE GRANT, S P I N , IN ADDITION TO THE STEPS DESCRIBED A BOVE, WILL WITHHOLD FURTHER PAY MENTS ON THE PARTICULAR GRANT UNTIL (1) IT HAS RECEIVED APP ROPRIATE ASSURANCES THAT FURTHER DIVERSIONS WILL NOT OCCUR, (2) ANY DELINQUENT REPORTS HAV E BEEN SUBMITTED AND (3) S P I N IS SATISFIED THAT EXTRAORDINARY PRECAUTIONS HAVE BEEN TA KEN TO PREVENT FUTURE DIVERSIONS FROM OCCURRING IF S P I N DETERMINES THAT ANY PART OF T HE GRANT HAS BEEN AGAIN USED FOR IMPROPER PURPOSES AND THE EDUCATIONAL INSTITUTION OR FISC AL AGENT OR THE PARTICULAR INDIVIDUAL HAS PREVIOUSLY DIVERTED S P I N GRANT FUNDS, S P I N , IN ADDITION TO TAKING THE STEPS DESCRIED ABOVE, WILL WITHHOLD FURTHER PAY MENT UNTIL TH E THREE CONDITIONS OF THE PRECEDING SENTENCE ARE MET AND THE DIVERTED FUNDS ARE IN FACT RE COVERED OR RESTORED INFORMATION RELATING TO WHERE TO SEND APPLICATIONS APPLICATIONS FOR G RANTS SHOULD BE SENT TO MS SARAH M LINSLEY SECRETARY SPECIAL PEOPLE IN NEED 300 NORTH L ASALLE ST , SUITE 4000 CHICAGO, ILLINOIS 60654ADDITIONAL INFORMATION FOR ADDITIONAL INFORM ATION, PLEASE CONTACT PROGRAM COORDINATOR, TARY N MACLIN, BY TELEPHONE AT 312/715-5144 OR V IA EMAIL AT TARY N MACLIN@QUARLES COM

TY 2016 Investments Corporate Bonds Schedule

Name: SPECIAL PEOPLE IN NEED
C/O SARAH LINSLEY

EIN: 58-1483651

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CB-ATT 5.8%	54,040	53,658
CB-CONAGRA FOODS 1.9% 1/25/18	50,174	49,946
CB-EATON CORP 2.75%	48,242	49,430
CB-GENERAL ELECTRIC 4.65% 10/17/21	50,795	54,736
CB-GLAXOSMITHKLINE 1.5% 5/8/17	25,035	25,032
CB-HEWLETT PACKARD 4.3% 6/1/21	50,455	52,380
CB-MCDONALD 5.8% 10/15/17	51,540	51,725
CB-PEPSICO 5% 6/1/18	25,581	26,221
CB-REPUB SVC 3.8% 5/15/18	25,656	25,661
CB-SHELL INTL FIN 4.375% 3/25/20	25,469	26,657
CB-WASTE MGMT 3.5% 5/15/24	25,062	25,753

TY 2016 Investments Corporate Stock Schedule

Name: SPECIAL PEOPLE IN NEED
C/O SARAH LINSLEY
EIN: 58-1483651

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	40,948	84,821
ABB LTD	24,556	37,926
ABBOTT LABS	3,050	34,569
ABBVIE INC	13,117	75,144
ALPHABET CL A (GOOGLE)	20,505	114,905
ALPHABET CL C (GOOGLE)	25,804	142,787
AMG MANAGERS EMERG OPPORT FD	115,862	102,080
AMG MANAGERS FRONTIER SM CAP FD	59,287	40,036
APPLE	34,043	308,081
BP	22,140	50,463
BROADVIEW OPPORT FUND (FMI FOCUS)	634,119	709,300
CATERPILLAR	18,325	42,660
CHEVRON	63,155	105,930
CME GROUP	42,523	109,006
COLUMBIA ACORN INTL FD	338,627	470,700
DEERE	31,234	99,949
DUPONT	25,864	73,400
EATON VANCE GREATER INDIA FD	71,085	67,084
FORD MOTOR	5,577	18,195
IBM	15,028	32,368
INTEL	12,162	18,135
JOHNSON & JOHNSON	57,791	110,602
KINDER MORGAN INCORP	15,357	9,734
LONGLEAF PARTNERS FD	564,713	537,818
LONGLEAF PARTNERS INTL FD	302,773	213,377
MICROSOFT	26,878	62,140
MONSANTO	34,598	47,345
ORACLE	28,049	52,292
PEPSICO	25,736	52,315
SCHLUMBERGER	15,319	17,210

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VERISIGN	17,356	22,821

TY 2016 Investments Government Obligations Schedule

Name: SPECIAL PEOPLE IN NEED
C/O SARAH LINSLEY

EIN: 58-1483651

US Government Securities - End of Year Book Value:	1,918
US Government Securities - End of Year Fair Market Value:	2,024
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

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TY 2016 Investments - Other Schedule

Name: SPECIAL PEOPLE IN NEED
C/O SARAH LINSLEY

EIN: 58-1483651

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ZOUNDS SERIES B (NEW)	AT COST	37,500	52,500

TY 2016 Legal Fees Schedule

Name: SPECIAL PEOPLE IN NEED
C/O SARAH LINSLEY

EIN: 58-1483651

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
QUARLES & BRADY-LEGAL AND TAX RETURN PREP	28,523	0		28,523

TY 2016 Other Decreases Schedule

Name: SPECIAL PEOPLE IN NEED
C/O SARAH LINSLEY
EIN: 58-1483651

Description	Amount
BASIS ADJUSTMENT BY CUSTODIAN	20

TY 2016 Other Expenses Schedule

Name: SPECIAL PEOPLE IN NEED
C/O SARAH LINSLEY

EIN: 58-1483651

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ILLINOIS CHARITY BUREAU FUND	15	0		15
ILLINOIS SECRETARY OF STATE	10	0		10
MISC ADR AND CORP FEES	259	268		0
MISC WIRE CHARGES	25	25		0

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TY 2016 Other Increases Schedule

Name: SPECIAL PEOPLE IN NEED
C/O SARAH LINSLEY

EIN: 58-1483651

Description	Amount
ROUNDING	1

TY 2016 Other Professional Fees Schedule

Name: SPECIAL PEOPLE IN NEED
C/O SARAH LINSLEY

EIN: 58-1483651

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SEGALL BRYANT FEES	1,460	1,460		0
QUARLES & BRADY-GRANT MAKING & MANAGEMENT	12,000	0		12,000

TY 2016 Taxes Schedule

Name: SPECIAL PEOPLE IN NEED
C/O SARAH LINSLEY

EIN: 58-1483651

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAXES	1,952	1,952		0