

**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.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation <b>THE JOYCE FOUNDATION</b>		A Employer identification number <b>36-6079185</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
<b>321 N. CLARK STREET</b>	<b>1500</b>	<b>(312) 782-2464</b>
City or town, state or province, country, and ZIP or foreign postal code <b>CHICAGO, IL 60654</b>		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>1,062,106,276.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.				
	4 Dividends and interest from securities	15,257,609.	9,639,076.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	75,084,096.			
	b Gross sales price for all assets on line 6a 176,023,860.				
	7 Capital gain net income (from Part IV, line 2)		65,017,341.		
	8 Net short-term capital gain.				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH. 2	1,154,065.	12,683,552.		
	12 Total. Add lines 1 through 11	91,495,770.	87,339,969.	0.	
	13 Compensation of officers, directors, trustees, etc.	1,378,215.	152,952.		1,225,263.
	14 Other employee salaries and wages	2,577,880.	404,195.		2,173,685.
	15 Pension plans, employee benefits	1,068,050.	158,628.		909,422.
	16a Legal fees (attach schedule) ATCH. 3	93,843.	55,011.		38,832.
	b Accounting fees (attach schedule) ATCH. 4	83,287.	20,385.		62,902.
	c Other professional fees (attach schedule) ATCH. 5	3,545,991.	2,446,435.		1,099,556.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [6]	3,352,438.	99,475.		
	19 Depreciation (attach schedule) and depletion	320,103.			
	20 Occupancy	663,625.	97,626.		553,214.
	21 Travel, conferences, and meetings	570,567.			570,567.
	22 Printing and publications	71,135.			71,135.
	23 Other expenses (attach schedule) ATCH. 7	651,064.	219,782.		431,282.
	24 Total operating and administrative expenses. Add lines 13 through 23.	14,376,198.	3,654,489.		7,135,858.
	25 Contributions, gifts, grants paid	32,132,145.			36,440,380.
	26 Total expenses and disbursements. Add lines 24 and 25	46,508,343.	3,654,489.	0.	43,576,238.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	44,987,427.			
	b Net investment income (if negative, enter -0-)		83,685,480.		
	c Adjusted net income (if negative, enter -0-)			0.	

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	593,388.	547,089.	547,089.
	2 Savings and temporary cash investments . . . . .	12,312,178.	27,368,395.	27,368,395.
	3 Accounts receivable ▶ 20,956,891.			
	Less allowance for doubtful accounts ▶	11,962,826.	20,956,891.	20,956,891.
	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) [ 8 ]	101,813,254.	126,005,288.	126,005,288.
	b Investments - corporate stock (attach schedule) ATCH 9	270,081,611.	278,548,944.	278,548,944.
	c Investments - corporate bonds (attach schedule) . . . . .			
	11 Investments - land, buildings, and equipment basis ▶ 191,875.			ATCH 10
Less accumulated depreciation (attach schedule) ▶	191,875.	191,875.	191,875.	
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . . ATCH 11	534,775,080.	606,734,311.	606,734,311.	
14 Land, buildings, and equipment basis ▶ 3,124,158.			ATCH 12	
Less accumulated depreciation (attach schedule) ▶	1,383,699.	1,958,827.	1,740,459.	
15 Other assets (describe ▶ ATCH 13 )	1,162,200.	13,024.	13,024.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	934,851,239.	1,062,106,276.	1,062,106,276.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .	62,228.	52,605.	
	18 Grants payable . . . . .	10,796,569.	6,704,000.	
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ ATCH 14 )	2,337,471.	4,433,045.	
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	13,196,268.	11,189,650.		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here . . . . .</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26, and lines 30 and 31.</b>			
	24 Unrestricted . . . . .	921,654,971.	1,050,916,626.	
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ▶</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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 <b>Total net assets or fund balances</b> (see instructions) . . . . .	921,654,971.	1,050,916,626.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	934,851,239.	1,062,106,276.	

**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	921,654,971.
2 Enter amount from Part I, line 27a . . . . .	2	44,987,427.
3 Other increases not included in line 2 (itemize) ▶ ATCH 15	3	84,274,228.
4 Add lines 1, 2, and 3 . . . . .	4	1,050,916,626.
5 Decreases not included in line 2 (itemize) ▶	5	
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,050,916,626.

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**Part IV Capital Gains and Losses for Tax on Investment Income**(a) List and describe the kind(s) of property sold (for example, 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.)**1 a** SEE PART IV SCHEDULE

<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	65,017,341.
<b>3</b> 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 . . . . .	<b>3</b>	0.

**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 doesn't qualify under section 4940(e) Do not complete this part

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	45,940,382.	910,419,936.	0.050461
2015	45,307,392.	937,841,808.	0.048310
2014	44,083,447.	941,120,969.	0.046841
2013	42,383,163.	870,261,784.	0.048702
2012	41,965,074.	795,103,451.	0.052779

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	0.247093
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years . . . . .	<b>3</b>	0.049419
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . . . .	<b>4</b>	1,004,417,674.
<b>5</b> Multiply line 4 by line 3. . . . .	<b>5</b>	49,637,317.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b). . . . .	<b>6</b>	836,855.
<b>7</b> Add lines 5 and 6. . . . .	<b>7</b>	50,474,172.
<b>8</b> Enter qualifying distributions from Part XII, line 4. . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	<b>8</b>	43,671,060.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	1,673,710.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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	1,673,710.
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	1,673,710.
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . .	6a	1,242,562.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	1,000,000.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments Add lines 6a through 6d . . . . .	7	2,242,562.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	568,852.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 568,852. Refunded <input type="checkbox"/> <input type="checkbox"/>	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? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	X	
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered See instructions <input type="checkbox"/> IL, <input type="checkbox"/>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions . . . . .		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions . . . . .		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.JOYCEFDN.ORG	X	
14 The books are in care of ► DEBORAH GILLESPIE Telephone no ► 312-782-2464 Located at ► 321 N. CLARK STREET, SUITE 1500 CHICAGO, IL ZIP+4 ► 60654		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . .		15
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ► DENMARK	X	

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions . . . . . Organizations relying on a current notice regarding disaster assistance, check here . . . . .	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► . . . . .		
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 ► . . . . .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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

<b>5a</b>	During the year, did the foundation pay or incur any amount to		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/>	Yes	<input type="checkbox"/> 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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
<b>b</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. Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	<b>5b</b>	<input checked="" type="checkbox"/> X
<b>c</b>	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? . . . <u>ATCH 16</u>	<input checked="" type="checkbox"/>	Yes	<input type="checkbox"/> No
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		<b>6b</b>	<input checked="" type="checkbox"/> X
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
<b>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>7b</b>	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 17		1,378,215.	161,135.	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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 18		922,788.	214,993.	0.

Total number of other employees paid over \$50,000. 18

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 19		169,057.
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 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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	865,113,873.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	26,558,584.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	128,040,918.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	1,019,713,375.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,019,713,375.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	15,295,701.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,004,417,674.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	50,220,884.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	50,220,884.
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5	<b>2a</b>	1,673,710.
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,673,710.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	48,547,174.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	48,547,174.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	48,547,174.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	43,576,238.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	94,822.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	43,671,060.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	43,671,060.

**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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7 . . . . .				48,547,174.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only. . . . .			21,731,075.	
b Total for prior years 20 15 , 20 14 , 20 13 . . . . .				
3 Excess distributions carryover, if any, to 2017				
a From 2012 . . . . .				
b From 2013 . . . . .				
c From 2014 . . . . .				
d From 2015 . . . . .				
e From 2016 . . . . .				
f Total of lines 3a through e . . . . .	0.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 43,671,060.				
a Applied to 2016, but not more than line 2a . . . . .			21,731,075.	
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 2017 distributable amount. . . . .				21,939,985.
e Remaining amount distributed out of corpus. . . . .				
5 Excess distributions carryover applied to 2017 (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				
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
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 . . . . .				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018. . . . .				26,607,189.
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 2012 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	0.			
10 Analysis of line 9				
a Excess from 2013 . . . . .				
b Excess from 2014 . . . . .				
c Excess from 2015 . . . . .				
d Excess from 2016 . . . . .				
e Excess from 2017 . . . . .				



**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
<b>a Paid during the year</b> SEE PART XV (3) STATEMENT				36,440,380.
<b>Total</b> .....			<b>3a</b>	36,440,380.
<b>b Approved for future payment</b> SEE PART XV (3) STATEMENT				6,704,000.
<b>Total</b> .....			<b>3b</b>	6,704,000.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments . . . . .					
3	Interest on savings and temporary cash investments .					
4	Dividends and interest from securities . . . . .			14	15,257,609.	
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	523000	-224,528.	18	75,308,624.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b	ATCH 22		-2,387,097.		3,541,162.	
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e) . . . .		-2,611,625.	.	94,107,395.	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .					91,495,770.

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

[illegible]



**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					4,525,505.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					23276322.	
141,720.		NT 17-19013 JARISLOWSKY STCG PROPERTY TYPE: SECURITIES 115,075.					26,645.	
12203264.		NT 17-19013 JARISLOWSKY LTCG PROPERTY TYPE: SECURITIES 10172525.					2,030,739.	
19,222.		NT 26-36074 BARROW HANLEY LTCGD PROPERTY TYPE: SECURITIES					19,222.	
1,078,118.		NT 26-36074 BARROW HANLEY STCG PROPERTY TYPE: SECURITIES 1,057,433.					20,685.	
23918806.		NT 26-36074 BARROW HANLEY LTCG PROPERTY TYPE: SECURITIES 15620663.					8,298,143.	
9,033,170.		NT 26-36079 BLACK ROCK RUSSELL LTCG PROPERTY TYPE: SECURITIES 5,608,809.					3,424,361.	
2,297.		NT 26-36103 CASH ACCOUNT LTCGD PROPERTY TYPE: SECURITIES					2,297.	
2,074,966.		NT 26-39179 WM BLAIR SMALL CAP LTCGD PROPERTY TYPE: SECURITIES					2,074,966.	
2,314,091.		NT 26-63869 LONG LEAF PARTNERS LTCGD PROPERTY TYPE: SECURITIES					2,314,091.	
9,425,462.		NT 26-73503 ETON PARK LTCG PROPERTY TYPE: SECURITIES 7,651,024.					1,774,438.	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,106,324.		NT 26-82161 GMO QUAL FUND III LTCGD PROPERTY TYPE: SECURITIES					4,106,324.	
21000000.		NT 26-82161 GMO QUAL FUND III LTCG PROPERTY TYPE: SECURITIES 15053947.					5,946,053.	
8,134,806.		CAPITAL GUARDIAN EIN: 27-6703323 STCGD PROPERTY TYPE: SECURITIES					8,134,806.	
-5880917.		CAPITAL GUARDIAN EIN: 27-6703323 LTCGD PROPERTY TYPE: SECURITIES					-5880917.	
1,604,707.		NT 26-93500 VIKING GLOBAL LTCG PROPERTY TYPE: SECURITIES 656,931.					947,776.	
237,604.		AG SECURITIZED ASSET RECOVERY PROPERTY TYPE: SECURITIES					237,604.	
1,664,808.		CONVEXITY PROPERTY TYPE: SECURITIES					1,664,808.	
2,263,022.		WTC-CTF CAP EQUITY PROPERTY TYPE: SECURITIES					2,263,022.	
-189,549.		FORTRESS PARTNERS PROPERTY TYPE: SECURITIES					-189,549.	
TOTAL GAIN(LOSS) .....							<u>65017341.</u>	

THE JOYCE FOUNDATION

2017 FORM 990-PF

36-6079185

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS	15,063,088.	9,060,315.	
INTEREST	194,521.	578,761.	
TOTAL	<u>15,257,609.</u>	<u>9,639,076.</u>	



THE JOYCE FOUNDATION

2017 FORM 990-PF

36-6079185

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
OTHER INCOME	26,310.	26,310.	
NET INVESTMENT PARTNERSHIP INCOME	1,127,755.	12,618,374.	
GROSS SECTION 965(A) PARTNERSHIP INCOME		38,868.	
TOTALS	<u>1,154,065.</u>	<u>12,683,552.</u>	

THE JOYCE FOUNDATION -- 36-6079185  
2017 -- 990-PF, PART I, LINE 16

<u>Name and Address</u>	<u>Type of Service</u>	<u>Compensation</u>
<b>LINE 16(a):</b> Locke Lord LLP 111 South Wacker Drive Suite 4400 Chicago, IL 60606	General legal counsel to Joyce Foundation, services in connection with various corporate matters and investment issues	\$ 85,865
Loeb & Loeb 901 New York Ave , NW Suite 300 Washington, DC 20001	Corporate matters	\$ 7,978
<b>TOTAL -- LINE 16(a)</b>		<u><u>\$ 93,843</u></u>
<b>LINE 16(b):</b> BDO Seidman, LLP 233 N Michigan Avenue, Suite 2500 Chicago, IL 60601	Audit of financial statements and tax return preparation	\$ 83,192
Franchise Tax Board PO BOX 942857 Sacramento, CA 94257	Filing fee	\$ 10
United State Treasury Internal Revenue Service PO Box 71052 Philadelphia, PA 19176	Filing fee	\$ 85
<b>TOTAL -- LINE 16(b)</b>		<u><u>\$ 83,287</u></u>
<b>LINE 16(c):</b>		
Barrow, Hanley, Mewhinney & Strauss, Inc. 3232 McKinney Avenue Dallas, TX 75204	Investment management	\$ 270,211
Blackrock 45 Fremont Street San Francisco, CA 94105	Investment management	\$ 33,170
Capital Guardian Trust Company P.O. Box 659518 San Antonio, TX 78265-9088	Investment management	\$ 142,127
Crowe Horwath LLP 70 W. Madison Street, Ste 700 Chicago, IL 60602	Software license for investments	\$ 7,500
Jarislowsky, Fraser Limited 1010 Sherbrooke West Suite 2005 Montreal, Qc H3A 2R7 Canada	Investment management	\$ 331,717

Monticello Associates One Tabor Center 1200 17th Street, Suite 2600 Denver, CO 80202	Investment consultant	\$	400,000
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Silchester International Investors, Inc 780 Third Avenue, 42nd Floor New York, NY 10017	Investment management	\$	561,017
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Wellington Trust Company, NA 75 State Street Boston, Massachusetts 02109	Investment management	\$	700,693
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<b>SUBTOTAL -- LINE 16(c)</b>		<b>\$</b>	<b>2,446,435</b>
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Alice Cottingham & Associates, LL 513 Lyman Avenue Oak Park, IL 60304	Consulting Services	\$	11,250
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America Achieves, Inc 100 W. 33rd Street, Suite 917 M.B. #900 New York, NY 10001	Consulting Services	\$	10,000
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Ampere Communications, LLC 1616 Niles Avenue St. Paul, MN 55116	Consulting Services	\$	7,500
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Be The Change 101 Arch Street, Suite 600 Boston, MA 02100	Program Development	\$	10,000
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The Bridgespan Group, Inc 2 Copley Place, Suite 3700B Boston, MA 02116	Consulting Services	\$	526,545
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Carbo Strategic 185 Hall Street, #704 Brooklyn, NY 11205	Consulting Services	\$	30,000
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Marie Andree Casimir 303 NE 3rd Street, Apt 303 Oklahoma City, OK 73104	Program Development	\$	500
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Chicane Labs 50 Annin Rd Far Hills, NJ 07931	Consulting Services	\$	15,000
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Cathy Taylor Public Relations, Inc 2600 W. Leland Ave., S#1 Chicago, IL 60640	Consulting Services	\$	4,000
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Kathleen Coughlin 1408 Oak Avenue Chicago, IL 60201	Consulting Services	\$	4,050
Cunningham Creative 2723 West Logan Blvd. Chicago, IL 60647	Consulting Services	\$	25,000
Civic Advisors LLC 1400 L Street NW, Lobby 2 P O Box 34673 Washington, DC 20005	Consulting Services	\$	45,000
Dugan Bassett 4422 N. Ravenswood Ave. Chicago, IL 60640	Consulting Services	\$	8,000
Education Commission of the States 700 Broadway, Suite 810 Denver, CO 80203	Consulting Services	\$	25,000
Education First Consulting, LLC PO Box 22871 Seattle, WA 98112	Consulting Services	\$	13,900
Evergreen Evaluation & Data, LLC 812 South Rose Kalamazoo, MI 49001	Program Development	\$	8,000
Fenton Communications, Inc 630 9th Avenue, Suite 910 New York, NY 10036	Consulting Services	\$	128,166
Fidelity Investments Institutional Operations Company, Inc. P O Box 73307 Chicago, IL 60673	Pension plan services	\$	615
I Flanagan Consulting 750 W. Bittersweet Place Chicago, IL 60613	Consulting Services	\$	3,000
Free Spirit Media 906 S. Homan Ave Chicago, IL 60624	Consulting Services	\$	18,581
Steven G. Fullwood 44 West 130th St., 3F New York, NY 10037	Program Development	\$	500
Geer Strategies P.O. Box 20455 New York, NY 10001	Program Development	\$	2,500
Isaac Gomez 1673 W Farwell Ave., #3S Chicago, IL 60626	Consulting Services	\$	1,500
I.E Communications 1212 Preservation Park Way Oakland, CA 94612	Consulting Services	\$	4,250

Leung Consulting LLC 4400 Bryn Mawr Drive Dallas, TX 75255	Consulting Services	\$	5,375
Jordan C. LaSalle 5333 Connecticut Ave., NW Apt 2 Washington, DC 20015	Program Development	\$	500
Nina Lopez Consulting 1489 Patton Drive Boulder, CO 80303	Consulting Services	\$	4,000
Andrea Louie 64 Dartmouth Street Garden City, NY 11530	Program Development	\$	500
Terri Lowenthal 596 Glenbrook Road, #12 Stamford, CT 06906	Consulting Services	\$	1,261
Melinda Karp 150 Henry Street Brooklyn, NY 11201	Program Development	\$	9,000
Maureen Kelleher P.O. Box 9541 Chicago, IL 60609	Consulting Services	\$	2,000
MSR Communications Inc 2509 Ashland Ave Evanston, IL 60201	Consulting Services	\$	9,525
Museum of the African Diaspora 685 Mission Street San Francisco, CA 94105	Program Development	\$	500
Mary O'Connell 6454 N. Wayne Avenue Chicago, IL 60626	Consulting Services	\$	42,771
PR Newswire Association, LLC G.P.O. Box 5897 New York, NY 10087	Consulting Services	\$	13,214
Sheetal Prajapati 11 West 53rd Street New York, NY 10019	Program Development	\$	500
Public Agenda, Inc 195 Montague Street, 14th FL. Brooklyn, NY 11201	Consulting Services	\$	15,000
Public Narrative 600 S. Michigan Avenue Chicago, IL 60605	Consulting Services	\$	4,800
REV com 222 Kearny St, 8th Floor San Francisco, CA 94108	Consulting Services	\$	72

Safe Water Engineering, LLC 29488 Woodward Ave. #406 Royal Oak, MI 48703	Consulting Services	\$	7,887
Linda K. Schelinski 234 Moray Court Crete, IL 60417	Consulting Services	\$	2,280
Sentinel Technologies Inc 2550 Warrenville Road Downers Grove, IL 60515	IT services	\$	46,308
Silva Content Solutions, LLC 17 Agawam Park Road East Providence, RI 02916	Consulting Services	\$	3,218
Smithsonian Institution 1000 Jefferson Drive, SW Washington, DC 20560	Program Development	\$	500
Spitfire Strategies 1800 M Street, NW, Ste 300 North Washington, DC 20036	Consulting Services	\$	10,000
Studio424 35 E. Wacker Dr., #3500 Chicago, IL 60601	Consulting Services	\$	7,040
The Reading Team, Inc 2090 Adam Clayton Powell, Jr Blvd Suite 100 New York, NY 10027	Program Development	\$	500
Thrdwave 15 W. Hubbard St., Suite 300 Chicago, IL 60654	Consulting Services	\$	450
Union Design 5249 N. Hoyne Ave., #3 Chicago, IL 60625	Program Development	\$	1,500
James Walker 936 Hervey Street Indianapolis, IN 46203	Consulting Services	\$	2,500
Michael Warr 1080 Eddy Street, Apt 603 San Francisco, CA 94109	Program Development	\$	500
Whiteboard Advisors, LLC 4005 Wisconsin Ave, NW, Box 9535 Washington, DC 20016	Consulting Services	\$	5,000
<b>SUBTOTAL -- LINE 16(c)</b>		\$	1,099,556
<b>TOTAL -- LINE 16(c)</b>		\$	3,545,991

THE JOYCE FOUNDATION

2017 FORM 990-PF

36-6079185

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	93,843.	55,011.		38,832.
TOTALS	<u>93,843.</u>	<u>55,011.</u>		<u>38,832.</u>

THE JOYCE FOUNDATION

2017 FORM 990-PF

36-6079185

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	83,287.	20,385.		62,902.
TOTALS	<u>83,287.</u>	<u>20,385.</u>		<u>62,902.</u>



ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PENSION ADMINISTRATION	615.			615.
PROGRAM DEVELOPMENT	35,500.			35,500.
INVESTMENT MANAGEMENT	2,046,435.	2,046,435.		
INVESTMENT CONSULTING	400,000.	400,000.		
IT SERVICES	46,308.			46,308.
CONSULTING SERVICES	1,017,133.			1,017,133.
TOTALS	<u>3,545,991.</u>	<u>2,446,435.</u>		<u>1,099,556.</u>

THE JOYCE FOUNDATION

2017 FORM 990-PF

36-6079185

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL TAXES	3,352,438.			
FOREIGN TAXES		99,475.		
TOTALS	<u>3,352,438.</u>	<u>99,475.</u>		

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADVERTISING	11,193.			11,193.
BUSINESS CONTINUITY	29,761.	4,464.		25,297.
FURNITURE AND EQUIPMENT	3,058.	459.		2,599.
INFORMATION TECHNOLOGY	100,032.	15,005.		85,027.
INSURANCE	59,163.	8,874.		50,289.
MAINTENANCE & UTILITIES	48,040.	7,206.		40,834.
MISCELLANEOUS	1,585.			1,585.
OFFICE SUPPLIES	46,945.	7,042.		39,903.
PAYROLL ADMIN FEES	7,332.			7,332.
POSTAGE AND DELIVERY	5,658.	849.		4,809.
RECORDS RETENTION	11,195.	1,679.		9,516.
RECRUITMENT	72,078.			72,078.
TELEPHONE & TELECOMMUNICATIONS	42,121.	6,318.		35,803.
TEMPORARY OFFICE HELP	12,370.			12,370.
BANK CHARGES	167,886.	167,886.		
PROGRAM DEVELOPMENT	13,440.			13,440.
WEBSITE	2,662.			2,662.
ONLINE SERVICES	12,641.			12,641.
CREATIVE	3,904.			3,904.
TOTALS	<u>651,064.</u>	<u>219,782.</u>		<u>431,282.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PIMCO	70,845,798.	83,494,833.	83,494,833.
BLACKROCK FIXED	30,967,456.	42,510,455.	42,510,455.
US OBLIGATIONS TOTAL	<u>101,813,254.</u>	<u>126,005,288.</u>	<u>126,005,288.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BARROW HANLEY (BHMS)	67,957,594.	69,181,486.	69,181,486.
OFFICE STOCK	23,595.	18,832.	18,832.
JARISLOWSKY	56,778,076.	71,411,993.	71,411,993.
LONGLEAF PARTNERS	33,965,705.	37,018,666.	37,018,666.
W BLAIR SMALL CAP MF	23,610,770.	31,332,490.	31,332,490.
CAPITAL GUARDIAN	16,574,910.		
GMO QUALITY FUND	71,170,961.	69,585,477.	69,585,477.
TOTALS	<u>270,081,611.</u>	<u>278,548,944.</u>	<u>278,548,944.</u>

THE JOYCE FOUNDATION

2017 FORM 990-PF

36-6079185

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 10

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
MINERAL RIGHTS	L	191,875			191,875				
TOTALS		<u>191,875</u>			<u>191,875</u>				

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SILCHESTER FUND	68,290,648.	86,759,569.	86,759,569.
CD & R FUND IX	4,555,585.	5,029,243.	5,029,243.
CITY OF LONDON	24,840,274.	33,579,164.	33,579,164.
BLACKROCK RUSSELL 1000	60,681,349.	69,946,075.	69,946,075.
WILLIAM BLAIR MEZ CAP FUND III	65,839.		
NEWPORT ASIA	22,014,316.	31,122,890.	31,122,890.
MERIT MEZZANINE FUND IV, LP	1,612,014.	1,202,975.	1,202,975.
FISHER LYNCH VENTURE L.P.	6,855,133.	5,827,415.	5,827,415.
FISHER LYNCH BUY OUT L.P.	3,781,745.	2,554,255.	2,554,255.
LEXINGTON MIDDLE MARKET III LP	2,718,470.	3,152,747.	3,152,747.
LEXINGTON MIDDLE MARKET IV LP		-53,721.	-53,721.
GREY MOUNTAIN L.P.	3,710,874.	4,829,960.	4,829,960.
GTCR FUND VIII	80,298.	84,192.	84,192.
PIMCO STOCKSPUS, L.P.	64,620,562.	67,882,189.	67,882,189.
GTCR FUND VIII/AIV	457,842.	596,401.	596,401.
GTCR FUND IX/A	942,450.	1,505,646.	1,505,646.
HIGHFIELDS CAPITAL, LTD	20,770,628.	364,412.	364,412.
WALTON STREET REAL ESTATE	2,336,292.	2,092,711.	2,092,711.
FISHER LYNCH VENTURE II LP	4,785,947.	4,163,079.	4,163,079.
FISHER LYNCH VENTURE II-A LP	2,657,172.	2,347,269.	2,347,269.
GRAHAM PARTNERS III	3,387,177.	1,697,543.	1,697,543.
FARALLON CAPITAL INSTITUTIONAL	9,900,438.	524,432.	524,432.
FORTRESS PARTNERS OFFSHORE FND	1,133,771.	8,303.	8,303.
KING STREET CAPITAL LP	21,276,832.	22,372,111.	22,372,111.
EATON PARK OVERSEAS FUND	10,070,267.	578,580.	578,580.
VIKING GLOBAL EQUITIES III LTD	24,256,788.	25,418,404.	25,418,404.
CD & R FUND VIII	4,009,925.	1,983,449.	1,983,449.
AXIOM ASIA PRIVATE CAP FD II	4,511,331.	4,066,602.	4,066,602.
GTCR FUND XB	1,371,972.	449,356.	449,356.
GTCR FUND XA	3,979,764.	2,379,612.	2,379,612.
GTCR FUND X/A AIV	2,889,700.	4,451,643.	4,451,643.
GTCR FUND XI/A	2,507,594.	4,825,954.	4,825,954.
GTCR FUND XI/B	3,176,950.	4,210,913.	4,210,913.

ATTACHMENT 11 (CONT'D)FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GTCR FUND XII-A LP		-91,918.	-91,918.
GTCR FUND XII-B LP		6,405.	6,405.
CONVEXITY CAPITAL OFFSHORE	9,908,946.	2,108,366.	2,108,366.
CCP IX LP NO.2	979,348.	1,091,678.	1,091,678.
WELLINGTON MICROCAP	37,671,944.	37,934,210.	37,934,210.
FORTRESS CREDIT OPPORTUNITY II	3,887,078.	3,282,052.	3,282,052.
ENERGY SPECTRUM PARTNERS VI	2,829,921.	1,863,341.	1,863,341.
ENERGY SPECTRUM PARTNERS VII	1,268,386.	4,522,218.	4,522,218.
CD & R FUND VIII WILSONART A	1,073,214.	745,607.	745,607.
AG SECURITIZED ASSET RECOVERY	4,840,614.	2,225,963.	2,225,963.
DENHAM COMMODITY PARTNERS VI	2,190,142.	2,110,652.	2,110,652.
FISHER LYNCH VENTURE FUND III	4,612,886.	4,967,922.	4,967,922.
AXIOM ASIA PRIVATE CAPITAL III	4,009,592.	4,947,014.	4,947,014.
DAVIDSON KEMPNER INSTITUTIONAL	21,622,961.	23,017,026.	23,017,026.
KING STREET CAPITAL LTD	19,133.	13,754.	13,754.
DENHAM CAPITAL VI FUND LP	3,727,612.	2,718,104.	2,718,104.
GEM REALTY FUND V, LP	4,412,999.	6,085,235.	6,085,235.
GEM REALTY FUND VI, LP		289,617.	289,617.
PARK WEST INVESTORS, LIMITED	13,488,464.	15,602,171.	15,602,171.
ARISAIG GLOBAL EMERGING MARKET	17,509,345.	23,024,403.	23,024,403.
NGP NATURAL RESOURCES XI, LP	4,923,964.	8,873,019.	8,873,019.
NGP NATURAL RESOURCES XII, LP		1,580,245.	1,580,245.
SUNSTONE PARTNERS	507,706.	2,282,295.	2,282,295.
GRAHAM PARTNER IV	1,049,489.	2,427,505.	2,427,505.
CHARTERHOUSE X	1,267,732.	3,670,113.	3,670,113.
FORTRESS CREDIT OPPORTUNITY IV	3,446,244.	5,041,553.	5,041,553.
CDR FUND VIII CI LP	12,901.	10,319.	10,319.
CDR FUND IX CI LP	43,512.	36,727.	36,727.
CDR FUND X LP		-130,263.	-130,263.
CDR FUND X WATERWORKS B LP		-20,409.	-20,409.
LMMI III CAYMAN AIV LP	113,153.	112,424.	112,424.
AXIOM ASIA PRIV CAP FD IV	968,627.	3,212,562.	3,212,562.
TCV IX, LP	139,220.	2,116,059.	2,116,059.



ATTACHMENT 11 (CONT'D)FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STAR STRATEGIC ASSETS III, LP		767,422.	767,422.
VITRUVIAN INV PARTNERS III, LP		106,168.	106,168.
GQC PARTNERS EMER MKTS EQUITY		21,272,006.	21,272,006.
GOLUB CAP PARTNERS INT'L 11 LP		3,076,878.	3,076,878.
RENAISSANCE INST DIV ALPHA FD		19,882,495.	19,882,495.
TOTALS	<u>534,775,080.</u>	<u>606,734,311.</u>	<u>606,734,311.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 12

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTER EQUIPMENT		154,590	25,150		179,710	127,370	21,091		148,461
OFFICE EQUIPMENT		895,764	76,616		972,380	382,503	121,678		504,181
LEASEHOLD IMPROVEMENTS		1,702,138			1,702,138	442,567	113,825		556,392
WEBSITE DEVELOPMENT COSTS		269,930			269,930	111,155	63,510		174,665
TOTALS		<u>3,022,422</u>			<u>3,124,158</u>	<u>1,063,595</u>			<u>1,383,699</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDERAL INCOME TAX RECEIVABLE	1,149,139.		
STATE INCOME TAX RECEIVABLE	12,971.	12,971.	12,971.
OTHER ASSETS	90.	53.	53.
TOTALS	<u>1,162,200.</u>	<u>13,024.</u>	<u>13,024.</u>

ATTACHMENT 14FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
DEFERRED FEDERAL EXCISE TAX	1,752,000.	3,439,000.
DUE TO BROKERS FOR PURCHASES	418,787.	298,277.
DEFERRED RENT	166,684.	179,469.
FEDERAL EXCISE TAX PAYABLE		516,299.
TOTALS	<u>2,337,471.</u>	<u>4,433,045.</u>

ATTACHMENT 15FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN

84,274,228.

TOTAL

84,274,228.

**The Joyce Foundation  
36-6079185  
2017 - 990-PF**

**Part VII-B, Statements Regarding Activities  
Question 5, Information on Grants and Program-Related Investments  
Subject to Expenditure Responsibility**

- (1) Grantee:** Brandon Roberts + Associates  
4818 Drummond Avenue  
Chevy Chase, MD 20815
- (2) Amount and Date Paid:** \$235,000 paid on December 20, 2016
- (3) Purpose:**  
For continued funding of the Working Poor Families Project.
- (4) Amount of Grant Spent by Grantee:** \$235,000
- (5) Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) Date of Reports Received from Grantee:**  
Interim Standard Narrative and Financial Report — September 16, 2017  
Final Standard Narrative and Financial Report — January 16, 2018

**The Joyce Foundation**  
**36-6079185**  
**2017 - 990-PF**

**Part VII-B, Statements Regarding Activities**  
**Question 5, Information on Grants and Program-Related Investments**  
**Subject to Expenditure Responsibility**

- (1) **Grantee:** Brandon Roberts + Associates  
4818 Drummond Avenue  
Chevy Chase, MD 20815
- (2) **Amount and Date Paid:** \$235,000 paid on December 19, 2017
- (3) **Purpose:**  
For continued funding of the Working Poor Families Project.
- (4) **Amount of Grant Spent by Grantee:** \$173,834
- (5) **Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) **Date of Reports Received from Grantee:**  
Interim Standard Narrative and Financial Report — September 12, 2018

**The Joyce Foundation**  
**36-6079185**  
**2017 - 990-PF**

**Part VII-B, Statements Regarding Activities**  
**Question 5, Information on Grants and Program-Related Investments**  
**Subject to Expenditure Responsibility**

- (1) **Grantee:** Business Roundtable  
300 New Jersey Avenue NW, Suite 800  
Washington, DC 20001
- (2) **Amount and Date Paid:** \$250,000 paid on December 20, 2016
- (3) **Purpose:**  
For continued management of the National Network of Business and Industry Associations.
- (4) **Amount of Grant Spent by Grantee:** \$250,000
- (5) **Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) **Date of Reports Received from Grantee:**  
Interim Standard Narrative and Financial Report — October 10, 2017  
Tax exempt status received on November 27, 2017, no longer require expenditure responsibility.



**The Joyce Foundation  
36-6079185  
2017 - 990-PF**

**Part VII-B, Statements Regarding Activities  
Question 5, Information on Grants and Program-Related Investments  
Subject to Expenditure Responsibility**

- (1) Grantee:** Education First Consulting  
P.O. Box 22871  
Seattle, WA 98112
- (2) Amount and Date Paid:** \$337,500 paid on May 30, 2017
- (3) Purpose:**  
To help facilitate partnerships between teacher training programs and the Minneapolis, Indianapolis, and Chicago public school districts to better align teacher supply and demand pipelines in each city.
- (4) Amount of Grant Spent by Grantee:** \$173,954.12
- (5) Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) Date of Reports Received from Grantee:**  
Interim Standard Narrative and Financial Report — February 9, 2018

**The Joyce Foundation**  
**36-6079185**  
**2017 - 990-PF**

**Part VII-B, Statements Regarding Activities**  
**Question 5, Information on Grants and Program-Related Investments**  
**Subject to Expenditure Responsibility**

- (1) **Grantee:** Education First Consulting  
P.O. Box 22871  
Seattle, WA 98112
- (2) **Amount and Date Paid:** \$150,000 paid on May 30, 2017
- (3) **Purpose:**  
To help craft the state's Every Student Succeeds Act plan, and to provide support for advocates in Illinois and Minnesota.
- (4) **Amount of Grant Spent by Grantee:** \$150,000
- (5) **Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) **Date of Reports Received from Grantee:**  
Final Standard Narrative and Financial Report — February 13, 2018

**The Joyce Foundation  
36-6079185  
2017 - 990-PF**

**Part VII-B, Statements Regarding Activities  
Question 5, Information on Grants and Program-Related Investments  
Subject to Expenditure Responsibility**

- (1) **Grantee:** Education First Consulting  
P.O. Box 22871  
Seattle, WA 98112
- (2) **Amount and Date Paid:** \$55,000 paid on December 19, 2017
- (3) **Purpose:**  
To build a learning network with our state policy advocates focused on boosting their knowledge of the federal Every Student Succeeds Act, helping them understand the opportunities to influence state-level policy, and building stronger coalitions for lasting reform.
- (4) **Amount of Grant Spent by Grantee:** \$55,000
- (5) **Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) **Date of Reports Received from Grantee:**  
Final Standard Narrative and Financial Report — July 26, 2018

**The Joyce Foundation**  
**36-6079185**  
**2017 - 990-PF**

**Part VII-B, Statements Regarding Activities**  
**Question 5, Information on Grants and Program-Related Investments**  
**Subject to Expenditure Responsibility**

- (1) **Grantee:** Education Growth Advisors  
One Landmark Square, 21<sup>st</sup> Floor  
Stamford, CT 06901
- (2) **Amount and Date Paid:** \$250,000 paid on August 28, 2014
- (3) **Purpose:**  
To produce a research report on the market for learning technologies for adults.
- (4) **Amount of Grant Spent by Grantee:** \$170,672.65
- (5) **Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) **Date of Reports Received from Grantee:**  
Interim Standard Narrative and Financial Report — February 16, 2015  
Grantee was contacted on three occasions to retrieve Final Report, but received no response...will continue to reach out to grantee to retrieve report.  
1<sup>st</sup> attempt-July 29, 2016  
2<sup>nd</sup> attempt-August 18, 2016  
3<sup>rd</sup> attempt-September 9, 2016  
4<sup>th</sup> attempt- May 2, 2017

**The Joyce Foundation**  
**36-6079185**  
**2017 - 990-PF**

**Part VII-B, Statements Regarding Activities**  
**Question 5, Information on Grants and Program-Related Investments**  
**Subject to Expenditure Responsibility**

- (1) **Grantee:** Education Strategy Group  
4716 Drummond Avenue  
Chevy Chase, MD 20815
- (2) **Amount and Date Paid:** \$250,000 paid on December 19, 2017
- (3) **Purpose:**  
To partner with the Indiana Commission on Higher Education and the Indiana Department of Education to develop strategies to reduce remedial education rates for high school graduates.
- (4) **Amount of Grant Spent by Grantee:** \$
- (5) **Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) **Date of Reports Received from Grantee:**  
Interim Standard Narrative and Financial Report —

**The Joyce Foundation**  
**36-6079185**  
**2017 - 990-PF**

**Part VII-B, Statements Regarding Activities**  
**Question 5, Information on Grants and Program-Related Investments**  
**Subject to Expenditure Responsibility**

- (1) **Grantee:** Environmental Defence Canada Inc.  
116 Spadina Avenue, Suite 300  
Toronto, Ontario M5V 2K6 Canada
- (2) **Amount and Date Paid:** \$50,000 paid on December 20, 2016
- (3) **Purpose:**  
To support its efforts to protect the Great Lakes and reduce nutrient loading in Western Lake Erie.
- (4) **Amount of Grant Spent by Grantee:** \$50,000
- (5) **Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) **Date of Reports Received from Grantee:**  
Financial Report — May 29, 2017  
Final Standard Narrative and Financial Report — January 31, 2018

**The Joyce Foundation**  
**36-6079185**  
**2017 - 990-PF**

**Part VII-B, Statements Regarding Activities**  
**Question 5, Information on Grants and Program-Related Investments**  
**Subject to Expenditure Responsibility**

- (1) **Grantee:** Environmental Defence Canada Inc.  
116 Spadina Avenue, Suite 300  
Toronto, Ontario M5V 2K6 Canada
- (2) **Amount and Date Paid:** \$50,000 paid on December 19, 2017
- (3) **Purpose:**  
To support continued efforts to improve the health of the Great Lakes.
- (4) **Amount of Grant Spent by Grantee:** \$15,800
- (5) **Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) **Date of Reports Received from Grantee:**  
Interim Standard Narrative and Financial Report — May 15, 2018

**The Joyce Foundation**  
**36-6079185**  
**2017 - 990-PF**

**Part VII-B, Statements Regarding Activities**  
**Question 5, Information on Grants and Program-Related Investments**  
**Subject to Expenditure Responsibility**

- (1) **Grantee:** Freshwater Future  
P.O. Box 2479  
Petoskey, MI 49770
- (2) **Amount and Date Paid:** \$154,000 paid on December 20, 2016
- (3) **Purpose:**  
To launch coordinated campaigns for a healthy Lake Erie in Ontario, Ohio, and Michigan.
- (4) **Amount of Grant Spent by Grantee:** \$154,000
- (5) **Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) **Date of Reports Received from Grantee:**  
Financial Report — May 15, 2017  
Financial Report— September 17, 2018



**The Joyce Foundation**  
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**2017 - 990-PF**

**Part VII-B, Statements Regarding Activities**  
**Question 5, Information on Grants and Program-Related Investments**  
**Subject to Expenditure Responsibility**

- (1) Grantee:** German American Chamber of Commerce of the Midwest, Inc.  
321 N. Clark Street, Suite 1425  
Chicago, IL 60654
- (2) Amount and Date Paid:** \$125,000 paid on May 30, 2017
- (3) Purpose:**  
To develop best practices in expanding the German model of dual education for vocational training in the Great Lakes region.
- (4) Amount of Grant Spent by Grantee:** \$125,000
- (5) Diversions:**  
For a continued effort to scale the German dual education model in the Great Lakes region.
- (6) Date of Reports Received from Grantee:**  
Interim Standard Narrative and Financial Report — February 16, 2018  
Final Standard Narrative and Financial Report — July 18, 2018

**The Joyce Foundation  
36-6079185  
2017 - 990-PF**

**Part VII-B, Statements Regarding Activities  
Question 5, Information on Grants and Program-Related Investments  
Subject to Expenditure Responsibility**

- (1) **Grantee:** Good Jobs LLC  
45 Highland Street  
Cambridge, MA 02138
- (2) **Amount and Date Paid:** \$170,000 paid on December 20, 2016
- (3) **Purpose:**  
To support the launch of a research and analysis initiative intended to expand the impact of the "Good Jobs Strategy" work of MIT Sloan business professor Zeynep Ton.
- (4) **Amount of Grant Spent by Grantee:** \$170,000
- (5) **Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) **Date of Reports Received from Grantee:**  
Interim Standard Narrative and Financial Report — September 29, 2017  
Final Standard Narrative and Financial Report — September 17, 2018

**The Joyce Foundation**  
**36-6079185**  
**2017 - 990-PF**

**Part VII-B, Statements Regarding Activities**  
**Question 5, Information on Grants and Program-Related Investments**  
**Subject to Expenditure Responsibility**

- (1) **Grantee:**     Mathematica Policy Research  
                  P.O. Box 2393  
                  Princeton, NJ 08543
- (2) **Amount and Date Paid:**   \$125,000 paid on August 30, 2017
- (3) **Purpose:**  
    To support broader use of models to build executive function in workforce settings.
- (4) **Amount of Grant Spent by Grantee:**   \$56,176.76
- (5) **Diversions:**  
    To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) **Date of Reports Received from Grantee:**  
    Interim Standard Narrative and Financial Report — February 14, 2018

**The Joyce Foundation**  
**36-6079185**  
**2017 - 990-PF**

**Part VII-B, Statements Regarding Activities**  
**Question 5, Information on Grants and Program-Related Investments**  
**Subject to Expenditure Responsibility**

- (1) **Grantee:** Results in Education Foundation  
1360 N. Milwaukee Ave, 3rd Floor  
Chicago, IL 60622
- (2) **Amount and Date Paid:** \$100,000 paid on May 30, 2017
- (3) **Purpose:**  
To provide strategic communications support to seven advocacy groups in the Joyce Education Program portfolio
- (4) **Amount of Grant Spent by Grantee:** \$89,961
- (5) **Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) **Date of Reports Received from Grantee:**  
Financial Report — September 25, 2018

**The Joyce Foundation**  
**36-6079185**  
**2017 - 990-PF**

**Part VII-B, Statements Regarding Activities**  
**Question 5, Information on Grants and Program-Related Investments**  
**Subject to Expenditure Responsibility**

- (1) Grantee:** Revolution Impact LLC  
1 North State Street, 15<sup>th</sup> Floor  
Chicago, IL 60602
- (2) Amount and Date Paid:** \$25,000 paid on September 26, 2017
- (3) Purpose:**  
To help explore the possibility of creating a statewide Illinois education research consortium.
- (4) Amount of Grant Spent by Grantee:** \$25,000
- (5) Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) Date of Reports Received from Grantee:**  
Final Standard Narrative and Financial Report — September 10, 2018

**The Joyce Foundation**  
**36-6079185**  
**2017 - 990-PF**

**Part VII-B, Statements Regarding Activities**  
**Question 5, Information on Grants and Program-Related Investments**  
**Subject to Expenditure Responsibility**

- (1) Grantee:** Terra Foundation for American Art  
120 East Erie Street  
Chicago, IL 60611
- (2) Amount and Date Paid:** \$40,000 paid on August 30, 2017
- (3) Purpose:**  
To support its ambitious 2018 Art Design Chicago initiative, a comprehensive, yearlong celebration of Chicago's art and design legacy.
- (4) Amount of Grant Spent by Grantee:** \$40,000
- (5) Diversions:**  
To the knowledge of the foundation, and based on the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.
- (6) Date of Reports Received from Grantee:**  
Final Standard Narrative and Financial Report — September 10, 2018

THE JOYCE FOUNDATION

2017 FORM 990-PF

36-6079185

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ELLEN ALBERDING 321 N CLARK STREET 1500 CHICAGO, IL 60654	PRESIDENT/DIRECTOR 40 00	641,937	58,695	0
DEBORAH J GILLESPIE 321 N CLARK STREET 1500 CHICAGO, IL 60654	VP FIN & ADMIN, SEC/TREASURER 40 00	295,862	47,496	0
ELIZABETH SWANSON 321 N CLARK STREET 1500 CHICAGO, IL 60654	VP OF STRATEGY AND PROGRAMS 40 00	254,916	54,944	0.
JOSE B ALVAREZ 321 N. CLARK STREET 1500 CHICAGO, IL 60654	DIRECTOR 2 00	17,300	0	0
SALLY E BLOUNT 321 N CLARK STREET 1500 CHICAGO, IL 60654	DIRECTOR 2 00	8,650	0	0

THE JOYCE FOUNDATION

2017 FORM 990-PF

36-6079185

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 17 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT G BOTTOMS 321 N CLARK STREET 1500 CHICAGO, IL 60654	DIRECTOR 2 00	14,100	0	0
MICHAEL F BREWER 321 N CLARK STREET 1500 CHICAGO, IL 60654	DIRECTOR 2 00	17,300	0	0
PIYUSH CHAUDHARI 321 N CLARK STREET 1500 CHICAGO, IL 60654	DIRECTOR 2 00	15,700	0	0
CHARLES U DALY 321 N. CLARK STREET 1500 CHICAGO, IL 60654	DIRECTOR 2 00	17,300	0	0
ROGER R FROSS 321 N. CLARK STREET 1500 CHICAGO, IL 60654	DIRECTOR 2.00	17,300	0	0



THE JOYCE FOUNDATION

2017 FORM 990-PF

36-6079185

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 17 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CARLTON L GUTHRIE 321 N CLARK STREET 1500 CHICAGO, IL 60654	DIRECTOR 2 00	17,300	0	0
TRACEY L MEARES 321 N CLARK STREET 1500 CHICAGO, IL 60654	DIRECTOR 2 00	17,300	0	0
MARGOT M ROGERS 321 N CLARK STREET 1500 CHICAGO, IL 60654	DIRECTOR 2 00	17,300	0	0
PAULA WOLFF 321 N CLARK STREET 1500 CHICAGO, IL 60654	DIRECTOR 2 00	17,300	0	0
CARTER M STEWART 321 N. CLARK STREET 1500 CHICAGO, IL 60654	DIRECTOR 2.00	8,650	0	0
	GRAND TOTALS	<u>1,378,215</u>	<u>161,135</u>	<u>0</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
WILLIAM STRONG 321 N. CLARK ST. SUITE 1500 CHICAGO, IL 60654	DIR OF COMMUNICATION 40 00	212,480.	51,342.	0.
JANE PATTERSON 321 N. CLARK ST. SUITE 1500 CHICAGO, IL 60654	CHIEF INV. OFFICER 27.00	214,520.	31,671.	0.
ED MILLER 321 N. CLARK ST. SUITE 1500 CHICAGO, IL 60654	PROGRAM DIRECTOR 40.00	170,344.	55,491.	0.
NINA VINIK 321 N. CLARK ST. SUITE 1500 CHICAGO, IL 60654	PROGRAM DIRECTOR 40.00	170,344.	44,679.	0.
STEPHANIE BANCHERO 321 N. CLARK ST. SUITE 1500 CHICAGO, IL 60654	PROGRAM DIRECTOR 40.00	155,100.	31,810.	0.
	TOTAL COMPENSATION	<u>922,788.</u>	<u>214,993.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 19

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
LOCKE LORD LLP 111 SOUTH WACKER DRIVE, SUITE 4400 CHICAGO, IL 60606	LEGAL COUNSEL	85,865.
BDO USA, LLP 330 N. WABASH AVE, STE 3200 CHICAGO, IL 60611	ACCOUNTING SERVICES	83,192.
TOTAL COMPENSATION		<u>169,057.</u>

ATTACHMENT 20FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

PROGRAM OFFICER  
321 N. CLARK STREET, SUITE 1500  
CHICAGO, IL 60654  
312-782-2464

## 2018 Program Guidelines

### Our Mission

The Joyce Foundation believes communities are stronger when they share benefits broadly among their people. We invest in evidence-based policies that improve quality of life, promote safe and healthy communities, and build a just society for the people of the Great Lakes region. This requires that our public systems get a few essentials right. Working with grantee partners, we invest in policy reforms to provide quality public education, especially for children growing up in poverty; expand economic opportunity for low-income and minority young people; and create a more representative and informed democracy with broad public participation. We support policies to address the long-term challenges of climate change and threats to the Great Lakes; and stronger policies to reduce gun violence and reform how the justice system deals with young, non-violent gun offenders. Finally, we support a stronger role for arts and arts organizations in fostering racial equity, diversity and inclusion in our communities.

### About the Foundation

The Joyce Foundation was created in 1948 by Beatrice Joyce Kean of Chicago. The Joyce family wealth, based on lumber and sawmill interests, was left to the Foundation when Mrs. Kean died in 1972. Over the years, the Foundation has continued to respond to changing social needs, awarding approximately \$965 million in grants to groups working to improve the quality of life in the Great Lakes region.

### Programs

Our program areas are Education and Economic Mobility, Environment, Gun Violence Prevention and Justice System Reform, Democracy, and Culture. We focus most of our grant making on initiatives that have an impact on the Great Lakes region, specifically the states of Illinois, Indiana, Michigan, Minnesota, Ohio, and Wisconsin. Our work in these states can have an impact in other states or on national policy, too. A limited number of environment grants are made to organizations in Canada. Culture grants are primarily focused in Chicago, except for the Joyce Awards, which extend to other Midwest cities. We do not generally support capital proposals, endowment campaigns, religious activities, commercial ventures, direct-service programs, or scholarships.

The Joyce Foundation is committed to improving public policy through its grant program. Accordingly, the Foundation welcomes grant requests from organizations that engage in public policy advocacy. Federal tax law prohibits private foundations from funding lobbying activities. The Foundation may support organizations engaged in public policy advocacy by either providing general operating support or by funding educational advocacy such as nonpartisan research, technical assistance, or examinations of broad social issues. The Foundation encourages grant applicants to describe the nature of advocacy activities in their grant applications and reports, so the Foundation can ensure that it is in compliance with federal tax laws. For further information on the relevant federal tax laws, grant applicants should consult their tax advisors.

### Education & Economic Mobility

To ensure our young people are prepared for the future and are economically mobile, the Joyce Foundation will work to ensure equitable access to high-quality education and jobs. We will focus our efforts on young people of color and those from low-income backgrounds. We will advance policies that ensure K-12 students attend

## Guidelines

schools with high-quality educators, graduate high school with the momentum they need to be successful in college, and attain college credentials that lead to careers with family-sustaining wages. We also will invest in emerging ideas in innovative K-12 schools and reform efforts, and emerging ideas on how the safety net and workforce development will need to adapt to a changing economic milieu.

**Educator Quality:** The Joyce Foundation will work to ensure that students, especially those of color and those who are low-income, attend schools where high-quality teachers and principals work together to create strong learning environments. We will support efforts to improve federal, state, and district policies that ensure students have teachers and principals who are highly trained, properly evaluated, and well supported in their professional growth. We will focus our educator quality investments mainly on Chicago, Indianapolis, and Minneapolis school districts and on state policies in Indiana, Illinois, and Minnesota. We will have two focus areas:

- **Teachers:** We will work across the pipeline. In teacher preparation, we'll work to ensure states and teacher preparation programs use data for accountability and improvement, and that school districts/states and teacher training programs work together to align teacher supply and demand, especially around STEM and ELL teachers. We will work on policies that ensure teachers have high-quality evaluations, and on policies aimed at retaining top talent, including teacher leadership/career ladder models. We also will support efforts to empower teachers and build their voice into policy conversations.
- **Principals:** We will support evidence-based policy reforms aimed at ensuring principals have the autonomy and data they need to lead schools with strong learning cultures focused on improving teaching and learning.

**Pathways to College Credentials and Careers:** In order to increase the economic mobility of low-income and minority students, the Joyce Foundation will support state and federal policy work to: (1) better prepare students for college and career through early college credits, work-based learning, and high school interventions to reduce college remediation; (2) increase the likelihood that low-income and minority students will complete credentials or degrees of economic value at the institutions they attend; and (3) increase access and success for low-income and minority students in the public institutions with the highest economic payoffs.

**Innovation:** Our rapidly changing economy demands innovative thinking in both K-12 education and the labor market. The Joyce Foundation will support efforts to reimagine K-12 schools and policy reforms. On the labor market side of the equation, the Joyce Foundation will support (1) state policies that simultaneously increase regional economic competitiveness, support middle-class job growth, and develop a workforce of the future and (2) state safety net policies that mitigate the impact of these troubling trends on hard-hit populations.

## Environment

To improve the prospects for the next generation in the Great Lakes region, the Joyce Foundation will address two of the region's critical long-term environmental challenges: climate change and the health of the Great Lakes.

Climate change is the biggest intergenerational threat to our communities and our planet. Failure to address it would hinder progress across all sectors. Joyce will advance public policies that promote practical climate

solutions, including pursuing clean energy strategies specifically designed to remedy economic and equity issues facing the next generation in our region.

For more than two decades, Joyce has been a leading funder of policy work related to the Great Lakes. The Foundation will continue to pursue efforts to protect and restore the Great Lakes, and add grants to help ensure that everyone in our region shares the most fundamental benefit of the Great Lakes: clean, safe, affordable drinking water.

The Joyce Foundation seeks to support people from highly impacted communities to participate in environmental policy processes. Moreover, applicants pursuing efforts to integrate values of racial equity, social justice, inclusion, and diversity throughout their organization are invited to describe their efforts and how additional support from Joyce for those efforts would help achieve their goals.

Proposals should include a clear plan for tracking progress over the next year, the next three years, and the next five years. The Foundation is interested in long-term goals for all projects, including those where short-term funding is requested. Applicants requesting funds to advance policy goals are invited to review this [environmental policy advocacy benchmarking guide](#) for ideas about tracking progress.

The Joyce Foundation will consider grant requests to use evidence-based public policies to make progress on the following environmental priorities:

### Climate Solutions

The Joyce Foundation believes the Great Lakes region can and should be a leader in fighting climate change by accelerating the transition to clean energy systems. To that end, the Foundation will support work in two areas:

- 1) Accelerating adoption of energy efficiency and renewable energy through **state utility policies**. This will include efforts to defend and fully implement the Future Energy Jobs Act in Illinois, the new utility policies adopted in Michigan in December 2016, and existing utility energy efficiency and renewable energy requirements in Minnesota and Ohio; and to leverage "utility of the future" planning processes in Illinois and Ohio to set the stage for aggressive decarbonization of the region's electric sector during the 2020s and 2030s.
- 2) Capturing the benefits of **advanced transportation technologies**. This will include efforts to develop equitable surface transportation system decarbonization plans in select Great Lakes cities; to secure adoption of local and state policies to begin implementing those plans; and to develop and secure adoption of electric vehicle charging infrastructure policies for Great Lakes states to accelerate the shift to electric vehicles while protecting low-income utility customers and those who do not own cars.

### Great Lakes

The Joyce Foundation seeks to ensure that the next generation in our region will have healthy Great Lakes and clean water from lake to tap. Accordingly, the Foundation will support work in three areas:

- 1) Addressing three major threats to the Great Lakes: **polluted runoff from cities and farms, aquatic invasive species, and surface water diversions**. This will include efforts to reduce phosphorus loads to Lake Erie by 40 percent by 2050; to advance utility, municipal, and state policies that expand green infrastructure and reduce urban flooding; to preserve strong federal and state ballast water standards; to prevent the movement of Asian Carp through the Chicago Area Waterways; and to enforce the Great Lakes Compact.

## Guidelines

- 2) Strengthening state and federal policies that **restore the Great Lakes and improve the region's water infrastructure systems**. This will include supporting the Great Lakes Restoration Initiative and federal and state water infrastructure funding; efforts to create and implement tools that allow cities and water utilities to improve water systems; and exploring new governance and business models to help water utilities deliver efficient, high-quality, affordable water services.
- 3) Ensuring that everyone has access to **clean, safe, affordable drinking water**. This will include efforts to improve the effectiveness of communications about the risks of lead exposure in water; to advance policies that reduce the risk of drinking water lead exposure in places frequented by children; to remove barriers to full lead service line replacement; and to develop and implement affordability policies that ensure all residents can access high quality water services.

## Culture

The mission of the Culture program is to Inspire creativity and cultural stewardship in the next generation of Great Lakes residents by strengthening the role of artists and arts organizations in fostering culturally vibrant and sustainable communities. We seek partners that share commitment to eliminate barriers to arts engagement; grow a skilled arts workforce that is reflective of the region's full talent pool; and support the role of artists as makers, facilitators and problem-solvers. Our funding will focus on the following areas:

**Arts Access and Participation:** The Foundation supports efforts to strengthen arts presenting, engagement and non-curricular instruction capacity at (or in partnership with) neighborhood-based arts organizations that predominantly serve low income or culturally specific communities. We seek proposals that will reduce the costs of or distance to high quality arts experiences (productions, presentations, exhibitions, learning, etc.) in communities with limited arts access. In addition, we welcome proposals from arts and cultural organizations located in these communities seeking to expand or improve their programmatic and/or operational capacity. We also welcome research and evidence-based initiatives that seek to better understand the impact of arts access on individual life and community outcomes.

**Arts Leadership and Workforce:** The Foundation supports initiatives focusing on the career exposure, education, preparation or placement of racially underrepresented arts administrators, board members, stewards, funders and creative industry workers for institutional or sector positions Chicago. We seek proposals that focus on growing and diversifying the ranks of skilled employees in Chicago's arts and creative sectors (executive and artistic directors, managers, curators, critics, teaching artists, production assistants, technicians, craftspeople, etc.) through career exposure, job training and professional development opportunities. Additionally, we welcome proposals that seek to ensure that the makeup of cultural institution boards and arts funding bodies are reflective of regional and national demographics.

**Creativity and Cultural Production:** The Foundation supports initiatives to heighten and expand the artistic practice, public awareness, critical audience, and institutional and market access of artists of color and their artworks.



## Democracy

The goal of this program is to strengthen our democracy by ensuring that it is built on citizen access—access to information from a strong, independent and trusted media, access to meaningful engagement in policymaking, and most of all, access to the ballot. We will make grants to strengthen evidence-based public policies to strengthen democracy in the Great Lakes region in the following areas:

**Fair Elections:** The Foundation supports research, public engagement and litigation strategies to strengthen election administration policies that expand access to the ballot as well as efforts to challenge restrictive voting measures in the Great Lakes region. The Foundation also supports strategies to reform the redistricting process through public engagement and litigation efforts.

**Media:** The Foundation supports local, state and national media, primarily nonprofit, covering issues in the Great Lakes region related to Joyce program areas. Joyce also supports professional development, trainings and other opportunities for journalists to expand their understanding of issues in the Joyce grant portfolio.

## Gun Violence Prevention and Justice System Reform

Gun violence is one of the central health and safety challenges of our time, with more than 110,000 Americans injured or killed by guns every year. Gun violence in all its forms—community violence, domestic violence, mass shootings, suicide, and accidental gun deaths and injuries—undermines the ability of the next generation to thrive. In urban areas, the impact of gun violence is experienced most acutely by young people of color and their families and communities. At the same time, lack of trust between police and community members and an overreliance on incarceration for even nonviolent offenders further weaken communities and compromise public safety. The Joyce Foundation makes grants in the Great Lakes region to strengthen evidence-based public policies to promote safe and just communities in the following areas:

**Focus Area 1: Gun Violence Prevention:** To reduce deaths and injuries from gun violence, the Foundation supports efforts to strengthen state gun violence prevention policies in the Great Lakes region; educate young people about the risks of guns; use the courts to advance gun violence prevention; conduct research and improve data collection to inform policy development, implementation, and advocacy; and increase funding for gun violence prevention.

**Focus Area 2: 21<sup>st</sup> Century Policing:** To build police-community trust, promote legitimacy and improve public safety, we will support initiatives to advance local reform initiatives in Great Lakes police departments; improve state policies to promote 21<sup>st</sup> century policing; and conduct and disseminate research on best practices for reform.

**Focus Area 3: Reducing Mass Incarceration:** With the goals of reducing incarceration of young people and reducing gun violence in the Great Lakes region, the Foundation will fund projects to collect data on the criminal justice system's response to gun violence; conduct research on policies, models, and best practices for reducing incarceration of young, nonviolent gun offenders and their impact on public safety; launch and evaluate local city or county pilot initiatives aimed at reducing incarceration of young, nonviolent gun offenders and reducing gun violence; and develop and advocate for evidence-based state policies to reduce incarceration of young, nonviolent gun offenders.

# Guidelines

## Special Opportunities

The Special Opportunities Program gives the Foundation a measure of flexible funding with which to respond to important opportunities outside or across the Foundation's core giving programs, or to develop new ideas and promote innovation in how the Foundation and its grantees operate.

The Special Opportunities fund is used to support:

- Innovative solutions to complex policy issues aligning with our program areas.
- Public engagement strategies that include public opinion research and/or efforts to mobilize action around our priority issues.
- One-time programs and/or events that address a timely and critical issue in our region.
- Support of the philanthropic sector.

## President's Discretionary Fund

The President's Discretionary Fund is used to make small, expeditious grants that advance the Foundation's priorities, and to support other activities of interest to the Foundation. Competition for discretionary funds is very high.

## How to Apply

The Joyce Foundation accepts grant inquiries throughout the year.

## Letters of Inquiry

Before submitting a formal proposal to the Foundation, prospective applicants should write a two- or three-page letter of inquiry outlining the proposed project to the appropriate program officers, whose names are listed below. The letter should describe the goals of the project, how it relates to the Foundation's interests, the target audience and beneficiaries, the estimated budget and duration, and plans for evaluation and dissemination of findings. Letters of inquiry should be submitted at least six to eight weeks prior to the proposal deadline for a given grant cycle. Program officers endeavor to respond in a timely manner and to advance all grant proposals expeditiously. Program officers, however, have discretion as to if and when to schedule formal proposal review.

## Requests for Proposals

Certain grant making initiatives in the Employment and Environment Programs can be accessed only by going through a special request for proposal (RFP) process. For those initiatives, RFPs will be sent to preselected participants, and an announcement will be posted on the Foundation's website, [www.joycefdn.org](http://www.joycefdn.org). For the Culture Program's Joyce Awards, a Call for Entries is published each January and posted on the website. Those having further questions about any of these RFPs are welcome to contact the Foundation.

## Formal Proposals

After reviewing the letter of inquiry, the program officer may request a formal proposal. The proposal should include the application cover sheet. It should also include the following:

## Grant Application Information

**Executive summary** or overview (1-2 pages)

**Information on the project** for which funding is requested, including the issue to be addressed, how the proposed project would address it, and plans for implementation, evaluation, and dissemination of findings

**Description of the organization**, including its background, purpose, objectives, and experience in the area for which funds are sought

**Itemized project budget** with narrative and proposed funding sources, amount of funds requested from the Joyce Foundation, their proposed use, and the time period over which they will be expended

**Names and qualifications** of people involved in the project

**Organizational expenses and income** for the previous, current, and coming fiscal years

**Board members**, their titles, outside affiliations, and telephone numbers

**Internal Revenue Service verification** that the organization is not a private foundation and is exempt from taxation under Sections 509(a) and 501(c)(3) of the Internal Revenue Code (a copy of the IRS tax-exempt letter must accompany the proposal)

**Audited financial statements** and Internal Revenue Service Form 990 plus attachments for the most recently completed fiscal year

The Joyce Foundation Board of Directors has requested that they not be contacted individually regarding proposals.

Grant proposals are considered at meetings of the Foundation's Board of Directors in April, July, and December. Deadline dates are:

Board Meeting	Proposal Deadline
July 2018	April 11, 2018
November 2018	August 8, 2018
April 2019	December 5, 2018

Applicants are strongly encouraged to plan their application and proposal submission process for the April or July meetings, since most grant funds will be distributed at those times.

If you wish to discuss your application, please contact one of the program officers, whose names are listed below.

If a grant is awarded, the recipient will be expected to provide regular reports to the Foundation on the project's progress and the expenditure of grant funds.

# Guidelines

## Board of Directors

### Chairman

Roger R. Fross

### Vice Chairman

Charles U. Daly

### Chairman Emeritus

John T. Anderson

Ellen S. Alberding

José B. Alvarez

Sally E. Blount

Michael F. Brewer

Robert G. Bottoms

Piyush Chandhari

Carlton L. Guthrie

Tracey L. Meares

Margot M. Rogers

Carter M. Stewart

Paula Wolff

### Director Emeritus

Anthony S. Earl

## STAFF

### President

Ellen S. Alberding

### Vice President, Finance & Administration

Deborah Gillespie

### Vice President, Strategy & Programs

Elizabeth Swanson

### Director of Communications

William Strong

### Chief Investment Officer

Jane Patterson

## **Program Officers**

### *Education & Economic Mobility*

- Stephanie Banchemo, Program Director, Education
- Sameer Gadkaree, Senior Program Officer
- Jason Quiara, Program Officer

### *Environment*

- Edmund Miller, Program Director
- Elizabeth Cisar, Senior Program Officer

### *Gun Violence Prevention and Justice Reform*

- Nina Vinik, Program Director
- Jessyca Dudley, Program Officer

### *Democracy*

- Carrie Davis, Program Director

### *Culture*

- Tracie D. Hall, Program Director

## **Senior Communications Officer**

Erin Hannigan

## **Communications Associate**

Lilly Athamanah

## **Research Associate/Records Manager**

Christine Marlin

## **Controller**

Kerry Goese

## **Manager of Grants and Technology Specialist**

Veronica Salter

## **Senior Accountant**

Pablo Merchan

## **Support Staff**

Hysan Gearing (Education, Employment, Joint Fund)

Aubrya Perry (Environment, Democracy)

Bridget Plekavic (Administrative Assistant & Communications Assistant)

Jory Simmons (Culture & Administrative Assistant to Vice President, Strategy & Programs)

Alice Taylor (Assistant to the Vice President, Finance & Administration)

Sally Wilkins (Executive Assistant)

Lynne Wiora (Gun Violence Prevention, Special Opportunities)

THE JOYCE FOUNDATION  
36-6079185  
2017 - 990-PF  
Part XV, Lines 3(a) and 3 (b)

<u>Category</u>	<u>Unpaid 12/31/2016</u>	<u>2017 Grants Approved</u>	<u>2017 Revisions</u>	<u>2017- Grants Paid</u>	<u>Unpaid 12/31/2017</u>
CULTURE	\$735,000	\$1,160,500		(\$1,895,500)	\$0
EDUCATION	\$890,000	\$7,323,000		(\$6,048,000)	\$2,165,000
EMPLOYMENT	\$1,625,000	\$3,435,000		(\$4,860,000)	\$200,000
ENVIRONMENT	\$4,202,000	\$5,866,169		(\$8,206,169)	\$1,862,000
GUN VIOLENCE PREVENTION	\$189,570	\$3,417,200		(\$3,606,770)	\$0
GUN VIOLENCE PREVENTION AND JUDICIAL REFORM	\$0	\$600,000		(\$450,000)	\$150,000
SPECIAL OPPORTUNITIES	\$285,000	\$3,264,500		(\$3,249,500)	\$300,000
DEMOCRACY	\$1,830,000	\$1,050,000		(\$2,880,000)	\$0
INCUBATOR FUND	\$15,000	\$751,651		(\$766,651)	\$0
JOINT FUND FOR EDUC & ECON OPP	\$1,025,000	\$5,290,000		(\$4,288,000)	\$2,027,000
EMPLOYEE MATCHING	\$0	\$29,630		(\$29,630)	\$0
MEMBERSHIP GRANTS	\$0	\$160,160		(\$160,160)	\$0
TOTAL	<u>\$10,796,570</u>	<u>\$32,347,810</u>	<u>\$0</u>	<u>(\$36,440,380)</u>	<u>\$6,704,000</u>

# Schedule of Appropriations and Payments, by Program Area Fiscal Year 2017

12/31/2017

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Culture</b>						
3Arts Inc. 180 North Michigan, Suite 329 Chicago, IL 60601 <i>To support 3AP and the "Make a Wave" program</i> \$30,000 00 2017	PC	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
6018North 6018 N KENMORE AVE Chicago, IL 60660 <i>Ideation seed money for Justice Hotel, an artist/architect designed hotel addressing socioeconomics with art</i> \$25,000 00 2017	PC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Albany Park Theater Project P O Box 25072 Chicago, IL 60625 <i>For continued support of the salary of its Community Partnerships Coordinator</i> \$90,000 00 2016	PC	\$45,000 00	\$0 00	\$0 00	\$45,000 00	\$0.00
The Art Institute of Chicago 164 N State Street Chicago, IL 60601 <i>To support the 25th Anniversary of the Black Harvest Film Festival</i> \$40,000 00 2017	PC	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Artadia: The Fund for Art Dialogue</b> 45 Main Street Suite 515 Brooklyn, NY 11201 <i>To support Artadia's efforts for racial equity in the Artadia Awards, as well as Art &amp; Dialogue Chicago</i> \$15,000 00 2017	PC	\$0.00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
<b>Association for the Advancement of Creative Musicians Inc.</b> 9 W. Washington, 4th Floor Chicago, IL 60602 <i>To support "On The Beach"</i> \$3,000 00 2017	PC	\$0 00	\$3,000 00	\$0 00	\$3,000 00	\$0 00
<b>Audience Architects</b> 444 N. Wabash Avenue Suite 500 Chicago, IL 60611 <i>To support the evolution of our Moving Dialogs program in 2017 to a collaborative model built around a substantial partnership with the Chicago Cultural Alliance</i> \$20,000 00 2017	PC	\$0 00	\$20,000.00	\$0 00	\$20,000 00	\$0 00
<b>Black Ensemble Theater Corporation</b> 4450 North Clark Street Chicago, IL 60640 <i>For salary support to build out a robust development department</i> \$300,000 00 2015	PC	\$100,000 00	\$0 00	\$0 00	\$100,000 00	\$0 00



**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Cedar Cultural Center 416 Cedar Avenue South Minneapolis, MN 55454 <i>To support Aar Maanta</i> \$50,000 00 2017	PC	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Charles H. Wright Museum of African American History 315 East Warren Avenue Detroit, MI 48201-1443 <i>To support "Salt City"</i> \$50,000 00 2017	PC	\$0.00	\$50,000 00	\$0 00	\$50,000.00	\$0.00
Chicago Community Trust 225 North Michigan Avenue, Suite 2200 Chicago, IL 60601 <i>To support OMB 100 (OMB = Our Miss Brooks, re centenary of birth of poet Gwendolyn Brooks)</i> \$4,000 00 2017	PC	\$0 00	\$4,000 00	\$0 00	\$4,000 00	\$0 00
Chicago Cultural Alliance 100 S State St, 4th Fl Chicago, IL 60603 <i>To support our inaugural "Inherit Chicago"</i> \$20,000 00 2017	PC	\$0.00	\$20,000 00	\$0 00	\$20,000 00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Chicago Dramatists Workshop 1105 West Chicago Avenue Chicago, IL 60622 <i>to support and develop playwrights of African, Latino, Asian, and Native American (ALANA) descent through a two-year residency initiative</i> \$20,000.00 2017	PC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Chicago Human Rhythm Project American Rhythm Center 410 South Michigan Avenue, Suite 464 Chicago, IL 60605 <i>continued support of the American Rhythm Center initiative</i> \$20,000 00 2017	PC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Chicago Latino Theater Alliance 180 N Michigan Ave Chicago, IL 60601 <i>To support the establishment of a Latino Theater Festival in Chicago</i> \$30,000 00 2017	PC	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Chicago Theatre Group Inc. Goodman Theatre Center 170 North Dearborn Street Chicago, IL 60601-3205 <i>To develop promising, diverse individuals as artists as well as administrative and technical professionals</i> \$300,000 00 2015	PC	\$100,000 00	\$0 00	\$0 00	\$100,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Collaboraction Theatre Company</b> The Flat Iron Arts Building 1579 North Milwaukee Avenue, Suite 336 Chicago, IL 60622 <i>To support "Encounter An Explorative                      Event Series"</i> \$25,000 00 2017	PC	\$0 00	\$25,000.00	\$0 00	\$25,000 00	\$0 00
<b>Columbia College Chicago</b> 600 South Michigan Avenue Chicago, IL 60605 <i>to cover Columbia College's Glass Curtain                      Gallery's curation of an exhibition inspired                      by the respective archives of Cesar Chavez,                      Dolores Huerta, and Victor Alemán</i> \$36,000 00 2017	PC	\$0 00	\$36,000 00	\$0 00	\$36,000 00	\$0 00
<b>Court Theatre Fund</b> 5535 South Ellis Chicago, IL 60637 <i>For continued salary support for African                      American director Ron OJ Parson</i> \$240,000.00 2015	PC	\$80,000.00	\$0 00	\$0.00	\$80,000 00	\$0 00
<b>Deeply Rooted Productions</b> 17 North State Street, Suite 1900 Chicago, IL 60602 <i>To hire a chief operating officer, expand                      development staff, and provide staff                      members with the training necessary to                      grow and thrive in their roles in the                      organization</i> \$35,000 00 2017	PC	\$0 00	\$35,000 00	\$0.00	\$35,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Forefront</b> 208 South LaSalle St, Suite 1540 Chicago, IL 60604-1006 <i>To support "Chicago African Americans in Philanthropy and Community"</i> \$3,500 00 2017	PC	\$0 00	\$3,500.00	\$0.00	\$3,500 00	\$0.00
<b>Gilloury Institute</b> Silk Road Rising 6 East Monroe Street, Suite 801 Chicago, IL 60603 <i>For support to 1) Develop financially sustainable and programmatically exciting theatre seasons, and 2) Develop and implement a donor retention program</i> \$100,000 00 2016	PC	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0.00
<b>Grantmakers in the Arts</b> 4055 21st Avenue West, Suite 100 Seattle, WA 98199-1247 <i>To support GIA Equity, Diversity and Inclusion activities</i> \$15,000 00 2017	PC	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
<b>High Concept Labs</b> 2233 S Throop Chicago, IL 60608 <i>To support the Fall 2017 and Spring 2018 seasons of its Sponsored Artist Program</i> \$10,000 00 2017	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Hyde Park Art Center 5020 South Cornell Avenue Chicago, IL 60615 <i>To develop a pipeline for artists of color</i>	PC	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0.00
\$225,000 00 2015						
Hyde Park Jazz Festival c/o Community Partners Accelerator, Harris School for Public Policy 1155 E. 60th Street, Suite 314 Chicago, IL 60637 <i>To initiate a new project titled Back Alley Jazz</i>	PC	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
\$30,000 00 2017						
Illinois Humanities Council 17 North State Street, Suite 1400 Chicago, IL 60602-3296 <i>to support the creation of a Facilitation, Organizing, And Moderation Course for ALAANA artists</i>	PC	\$0.00	\$40,000 00	\$0 00	\$40,000 00	\$0.00
\$40,000 00 2017						
Independent Curators International 401 Broadway, Suite 1620 New York, NY 10013 <i>For existing and new programs to offer training opportunities to curators, empowering them professionally as arts community-leaders</i>	PC	\$0.00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
\$50,000.00 2017						

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
International Latino Cultural Center of Chicago 55 West Van Buren Street, Suite 310 Chicago, IL 60605 <i>For capacity building support of the Latino Music Festival</i> \$225,000 00 2015	PC	\$75,000.00	\$0 00	\$0 00	\$75,000 00	\$0.00
Links Hall 3111 N. Western Chicago, IL 60618 <i>To create Project Tool</i> \$50,000 00 2017	PC	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0.00
Links Hall 3111 N. Western Chicago, IL 60618 <i>To support the incubation of the Art Leaders of Color Network</i> \$20,000 00 2017	PC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0.00
Marwen Foundation 833 North Orleans Street Chicago, IL 60610 <i>For a new Deputy Director position</i> \$35,000 00 2017	PC	\$0 00	\$35,000 00	\$0 00	\$35,000.00	\$0 00
National Museum of Mexican Art 1852 West 19th Street Chicago, IL 60608-2706 <i>To support a build-out of its development staff.</i> \$300,000 00 2015	PC	\$100,000 00	\$0.00	\$0 00	\$100,000.00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
National Museum of Mexican Art 1852 West 19th Street Chicago, IL 60608-2706 <i>To support Enrich Chicago</i> \$24,000 00 2017	PC	\$0 00	\$24,000 00	\$0 00	\$24,000 00	\$0.00
Museum of Contemporary Art 220 East Chicago Avenue Chicago, IL 60611-2604 <i>To support the Howardena Pindell exhibition</i> \$25,000.00 2017	PC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
National Museum of Puerto Rican Arts & Culture 3015 W Division Street Chicago, IL 60622 <i>Secure an off-site storage to house and expand NMPRAC's current collection in order to create more exhibitions and educational opportunities</i> \$40,000 00 2017	PC	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0.00
Navy Pier Chicago 600 East Grand Avenue Chicago, IL 60611 <i>To commission site-specific work and public performances by noted African American artist, Nick Cave</i> \$100,000.00 2017		\$0 00	\$100,000 00	\$0.00	\$100,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Ordway Center for the Performing Arts 345 Washington Street Saint Paul, MN 55102 <i>To support Rosy Simas</i> \$50,000 00 2017	PC	\$0 00	\$50,000 00	\$0.00	\$50,000 00	\$0 00
Puerto Rican Arts Alliance 3000 N Elbridge Ave Chicago, IL 60618 <i>To support a Latin Music School</i> \$40,000 00 2017	PC	\$0 00	\$40,000 00	\$0.00	\$40,000 00	\$0 00
Red Clay Dance Company 1507 East 53rd Street #905 Chicago, IL 60615 <i>To Red Clay Dance Company to support the hiring and salary of its first executive director</i> \$70,000 00 2016	PC	\$35,000 00	\$0 00	\$0 00	\$35,000.00	\$0 00
Renaissance Society at the University of Chicago 5811 Ellis Avenue 4th Floor Chicago, IL 60637 <i>To support the work of Jennifer Packer</i> \$20,000 00 2017	PC	\$0.00	\$20,000 00	\$0 00	\$20,000 00	\$0 00



**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Steppenwolf Theater Co. 1700 N. Halsted Street Chicago, IL 60614 <i>To support their organization-wide Equity, Diversity, and Inclusion</i> \$40,000 00 2017	PC	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0.00
Teatro Vista Theatre with A View 2936 North Southport, Suite 210 Chicago, IL 60657 <i>For salary support for a managing and artistic director</i> \$225,000 00 2015	PC	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0 00
Terra Foundation for American Art 120 East Erie Street Chicago, IL 60611 <i>To support Art Design Chicago</i> \$40,000 00 2017	POF	\$0 00	\$40,000.00	\$0.00	\$40,000.00	\$0 00
threewalls 2738 W. North Ave Chicago, IL 60647 <i>To support the RaD Lab program</i> \$25,000 00 2017	PC	\$0 00	\$25,000.00	\$0.00	\$25,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
United States Artists Inc. 980 North Michigan Avenue Suite 1300 Chicago, IL 60611 <i>in support of USA's 3rd annual Artists Assembly in Chicago, March 27-30, 2017 at the Advocate Level</i> \$10,000 00 2017	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0.00
United States Artists Inc. 980 North Michigan Avenue Suite 1300 Chicago, IL 60611 <i>To support USA's 2018 Artists Assembly and to fund a landscape study to explore the possibility of hosting a large annual national convening on arts and culture in Chicago</i> \$25,000 00 2017	PC	\$0.00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
University of Illinois at Chicago Box 4348 Chicago, IL 60680 <i>To support the summer 2018 exhibition Out of Easy Reach</i> \$20,000 00 2017	PC	\$0.00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
West Point Fellowship Inc. West Point Fellowship, Inc 7206 S Oglesby Avenue Chicago, IL 60649 <i>To support the executive director salary and fringe</i> \$25,000 00 2017	PC	\$0.00	\$25,000 00	\$0 00	\$25,000 00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Total Culture (49 items)</b>		\$735,000 00	\$1,160,500 00	\$0 00	\$1,895,500 00	\$0 00
<b>Democracy</b>						
Asian Americans Advancing Justice- Chicago 4753 North Broadway, Suite 502 Chicago, IL 60640 <i>To support election administration advocacy, youth engagement, and coalition building</i> \$150,000 00 2016	PC	\$75,000.00	\$0 00	\$0 00	\$75,000 00	\$0 00
Campaign Legal Center 1411 K Street, NW, Suite 1400 Washington, DC 20005 <i>To support voting rights and redistricting work in the Midwest</i> \$150,000 00 2017	PC	\$0 00	\$150,000.00	\$0 00	\$150,000 00	\$0 00
CHANGE Illinois 205 W Randolph St Ste 510 Chicago, IL 60606 <i>To support coalition building, communications coordination, and strategic planning in Illinois</i> \$300,000 00 2016	PC	\$150,000.00	\$0 00	\$0 00	\$150,000 00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Chicago Votes 1122 W Addison St Chicago, IL 60613 <i>To educate young people in Illinois about political reform, provide intensive training to 50 youth fellows, and support coalition advocacy work on election administration and campaign finance reform</i> \$150,000 00 2016	PC	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0.00
Chicago Votes 1122 W Addison St Chicago, IL 60613 <i>To support its civic engagement work with young people in Chicago and its management of the NextGen Illinois coalition</i> \$150,000 00 2017	PC	\$0 00	\$150,000 00	\$0 00	\$150,000 00	\$0 00
Common Cause Education Fund 805 15th Street, NW, Suite 800 Washington, DC 20005 <i>For its Midwest Democracy program focused on advancing redistricting and election reforms</i> \$300,000 00 2017	PC	\$0.00	\$300,000 00	\$0.00	\$300,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Demos</b> 80 Broad Street, 4th Flr New York, NY 10004 <i>To train and mentor leaders of color in the Great Lakes region to advocate for campaign finance and other pro-democracy reforms.</i> \$100,000 00 2016	PC	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
<b>FairVote Minnesota Foundation</b> P.O. Box 19440 Minneapolis, MN 55149-0440 <i>For public education and coalition building to expand the use of ranked choice voting at the municipal level</i> \$150,000 00 2016	PC	\$75,000.00	\$0 00	\$0 00	\$75,000 00	\$0 00
<b>Forum of Regional Associations of Grantmakers</b> 1020 19th Street NW Suite 360 Washington, DC 20036 <i>to engage and activate regional funders in ensuring a thorough and accurate census count in 2020</i> \$220,000 00 2016	PC	\$110,000.00	\$0 00	\$0 00	\$110,000 00	\$0 00
<b>Headwaters Foundation for Justice</b> 2801 21st Avenue S, Suite 132-B Minneapolis, MN 55407 <i>To support a "Giving Project" focused on democracy reforms and civic engagement</i> \$50,000 00 2016	PC	\$25,000 00	\$0 00	\$0 00	\$25,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Illinois Campaign for Political Reform</b> 500 N Dearborn, Ste 518 Chicago, IL 60654 <i>To support its research of best practices                      for the administration of elections in                      Illinois</i> \$25,000 00 2017	PC	\$0 00	\$25,000 00	\$0.00	\$25,000 00	\$0 00
<b>Illinois Coalition for Immigrant and                      Refugee Rights</b> 55 East Jackson Boulevard, Suite 2075 Chicago, IL 60604 <i>To support work on increasing access to                      voting and reducing the influence of money                      in the electoral process</i> \$150,000 00 2016	PC	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0 00
<b>Illinois PIRG Education Fund</b> 328 South Jefferson Street, Suite 620 Chicago, IL 60661 <i>To expand campus-based student chapters,                      mobilize support for election                      administration and campaign finance                      reforms, and build strong coalitions for                      political reform</i> \$150,000 00 2016	PC	\$75,000 00	\$0.00	\$0.00	\$75,000.00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>League of Women Voters of Ohio</b> <b>Education Fund</b> 100 East Broad Street, Suite 1310 Columbus, OH 43215 <i>to continue advocacy and public education            on voting rights, redistricting, and judicial            selection as well as to support            organizational development work in            collaboration with the national League of            Women Voters Education Fund</i> \$160,000 00 2016	PC	\$80,000 00	\$0.00	\$0.00	\$80,000 00	\$0.00
<b>League of Women Voters of Wisconsin Inc</b> 612 West Main Street, Suite 200 Madison, WI 53703-2500 <i>To defend voting rights and support            positive local government reforms in            Wisconsin</i> \$60,000 00 2017	PC	\$0 00	\$60,000 00	\$0.00	\$60,000 00	\$0 00
<b>Massachusetts Institute of Technology</b> <b>Department of Political Science</b> Building E-51-104 Cambridge, MA 02139 <i>To establish the MIT Election Data and            Sciences Lab and produce a series of            reports on the state of election            administration in the Great Lakes states</i> \$200,000 00 2016	PC	\$100,000.00	\$0 00	\$0 00	\$100,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Mexican American Legal Defense and Educational Fund</b> 634 South Spring Street, 11th Floor Los Angeles, CA 90014 <i>To conduct public education, community outreach, and litigation to improve minority representation at the local government level in Illinois</i> \$75,000 00 2017	PC	\$0 00	\$75,000 00	\$0 00	\$75,000 00	\$0.00
<b>TakeAction Minnesota Education Fund</b> 705 Raymond Avenue, Suite 100 St Paul, MN 55414 <i>To build support for voting rights, restoration in Minnesota</i> \$100,000 00 2016	PC	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0.00
<b>Minnesota Civil Liberties Union Foundation</b> 2300 Myrtle Avenue, Suite 180 St Paul, MN 55114 <i>To support its felon voting rights and voter education project</i> \$40,000.00 2017	PC	\$0 00	\$40,000 00	\$0.00	\$40,000 00	\$0 00
<b>Minnesota Council of Nonprofits Inc.</b> 2314 University Avenue West, Suite 20 St Paul, MN 55114 <i>For public education and coalition building to advance automatic voter registration</i> \$100,000.00 2016	PC	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00



**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Minnesota Council on Foundations 800 Washington Ave Suite 703 Minneapolis, MN 55401-2575 <i>To promote awareness on democracy reforms and Census 2020/American Community Survey</i> \$100,000.00 2016	PC	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
Minnesota Voice 1600 University Avenue W, Suite 401 St Paul, MN 55104 <i>To coordinate and support a multi-organizational, multi-issue movement for political reform in Minnesota</i> \$250,000 00 2016	PC	\$125,000.00	\$0 00	\$0.00	\$125,000 00	\$0 00
New Venture Fund 1201 Connecticut Ave NW, Suite 300 Washington, DC 20036 <i>To support convenings of funders interested in civic engagement and democracy reforms in Minnesota, Ohio, and Michigan</i> \$75,000 00 2015	PC	\$25,000 00	\$0 00	\$0 00	\$25,000 00	\$0 00
New Venture Fund 1201 Connecticut Ave NW, Suite 300 Washington, DC 20036 <i>For its Redistricting Reform Project, an initiative to share strategies, resources and intelligence between funders and advocates for redistricting reform</i> \$50,000.00 2016	PC	\$25,000 00	\$0.00	\$0 00	\$25,000 00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>New Venture Fund</b> 1201 Connecticut Ave NW, Suite 300 Washington, DC 20036 <i>For its program, the Ohio Transformation Fund, to host a convening of funders and grantees, develop a strategic plan, and support capacity building</i> \$60,000.00 2016	PC	\$30,000 00	\$0 00	\$0 00	\$30,000.00	\$0 00
<b>Philanthropy for Active Civic Engagement</b> 1717 Rhode Island Ave. NW Suite 700 Washington, DC 20036 <i>To support a conference in Minnesota in 2017 and capacity building</i> \$30,000 00 2016	PC	\$15,000 00	\$0 00	\$0 00	\$15,000 00	\$0 00
<b>Prison Policy Initiative</b> P O Box 127 Northampton, MA 01061 <i>For technical assistance to policy and legal advocacy groups and on changing how prison populations are counted for redistricting</i> \$70,000 00 2016	PC	\$35,000 00	\$0 00	\$0 00	\$35,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Proteus Fund Inc.</b> 15 Research Drive, Suite B Amherst, MA 01002 <i>for the Piper Fund's Collaborative            Communications Initiative to increase the            communications capacity of democracy            reform groups in the Great Lakes region</i>  \$150,000 00 2016	PC	\$75,000 00	\$0.00	\$0 00	\$75,000 00	\$0.00
<b>The Franklin And Eleanor Roosevelt            Institute</b> 570 Lexington Avenue, 5th Floor New York, NY 10022 <i>To build a coalition of Illinois-based            grassroots and policy organizations to            bring young people into the policy process            and become invested in their government</i>  \$150,000 00 2016	PC	\$75,000 00	\$0.00	\$0.00	\$75,000 00	\$0.00
<b>The Franklin And Eleanor Roosevelt            Institute</b> 570 Lexington Avenue, 5th Floor New York, NY 10022 <i>To support its Great Lakes Growth            Initiative focused on increasing young            people's engagement in public policy            throughout the region</i> \$75,000.00 2017	PC	\$0 00	\$75,000 00	\$0 00	\$75,000.00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
State Voices 1625 Massachusetts Avenue, NW Suite 308 Washington, DC 20036 <i>for data services and technology to increase the effectiveness of policy advocacy by Illinois nonprofits through greater constituent mobilization and cross-organizational collaboration</i> \$150,000 00 2016	PC	\$75,000.00	\$0 00	\$0 00	\$75,000 00	\$0 00
State Voices 1625 Massachusetts Avenue, NW Suite 308 Washington, DC 20036 <i>To support its Ohio democracy program focused on voting rights</i> \$75,000 00 2017	PC	\$0.00	\$75,000.00	\$0 00	\$75,000.00	\$0 00
Voices for Racial Justice 2525 E. Franklin Ave. Suite 301 Minneapolis, MN 55406 <i>To integrate a democracy framework into its racial justice programs and to build a strong statewide coalition for political reform</i> \$100,000 00 2016	PC	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
William J. Brennan Jr. Center for Justice 120 Broadway Suite 1750 New York, NY 10271 <i>For research, technical assistance, and litigation on voting rights, redistricting, and fair courts in the Great Lakes states</i>	PC	\$200,000 00	\$0 00	\$0.00	\$200,000 00	\$0 00
\$400,000 00 2016						
Wisconsin Democracy Campaign Inc. 203 S. Paterson St., Suite 100 Madison, WI 53703 <i>For public education and coalition building on campaign finance, redistricting, voting rights, and an impartial judiciary</i>	PC	\$60,000.00	\$0 00	\$0 00	\$60,000.00	\$0 00
\$120,000 00 2016						
Wisconsin Voices 633 S Hawley Rd, Suite 112 Milwaukee, WI 53214 <i>To support its work on voting rights, non-partisan redistricting reform, implementation of online voter registration, defense of same-day registration and promotion of civic engagement</i>	PC	\$0 00	\$100,000 00	\$0 00	\$100,000.00	\$0 00
\$100,000 00 2017						
<b>Total Democracy (36 items)</b>		<b>\$1,830,000 00</b>	<b>\$1,050,000 00</b>	<b>\$0.00</b>	<b>\$2,880,000 00</b>	<b>\$0 00</b>

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Education</b>						
Advance Illinois 303 E. Wacker Dr., Ste. 1925 Chicago, IL 60601 <i>to help the Illinois State Board of Education roll out a new data reporting and accountability system aimed at strengthening teacher preparation programs</i> \$400,000 00 2016	PC	\$200,000.00	\$0 00	\$0 00	\$200,000 00	\$0 00
Advance Illinois 303 E. Wacker Dr., Ste. 1925 Chicago, IL 60601 <i>To provide operating support to Advance Illinois (AI) for its work on college and career readiness policies</i> \$600,000 00 2017	PC	\$0 00	\$600,000.00	\$0 00	\$300,000 00	\$300,000 00
Bank Street College of Education 610 West 112th Street New York, NY 10025 <i>To complete a research and policy paper on funding sustainability for residency-style teacher preparation programs</i> \$100,000 00 2017	PC	\$0.00	\$100,000 00	\$0 00	\$100,000.00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Bellwether Education Partners</b> 517 Boston Post Road, #171 Sudbury, MA 01776 <i>To publish and distribute a policy paper on residency style teacher preparation programs and two papers on early childhood educator preparation</i> \$243,000.00 2017	PC	\$0.00	\$243,000.00	\$0.00	\$243,000.00	\$0.00
<b>Center for American Progress</b> 1333 H Street NW, 10th Floor Washington, DC 20005 <i>to continue its national campaign to elevate the teaching profession and expand the work to include state-level efforts</i> \$125,000.00 2017	PC	\$0.00	\$125,000.00	\$0.00	\$125,000.00	\$0.00
<b>Chalkbeat</b> 1250 Broadway, 30th Floor New York, NY 10001 <i>to launch a bureau in Chicago to cover education news</i> \$200,000.00 2017	PC	\$0.00	\$200,000.00	\$0.00	\$100,000.00	\$100,000.00
<b>Chalkbeat</b> 1250 Broadway, 30th Floor New York, NY 10001 <i>to Chalkbeat in support of its Indiana chapter to cover education issues that affect low-income children in the greater Indianapolis area</i> \$115,000.00 2017	PC	\$0.00	\$115,000.00	\$0.00	\$75,000.00	\$40,000.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>The Chicago Public Education Fund</b> 200 West Adams Street, Suite 2150 Chicago, IL 60606 <i>to continue its principal quality work in Chicago Public Schools and to launch a principal quality learning community with at least four other cities</i> \$650,000 00 2017	PC	\$0 00	\$650,000 00	\$0 00	\$250,000.00	\$400,000.00
<b>Children First Fund the Chicago Public Schools Foundation</b> Children First Fund 42 West Madison Street, 3rd Floor Chicago, IL 60602 <i>to help launch Teach Chicago 2025, an initiative to build a more effective, diverse educator workforce</i> \$500,000.00 2017	PC	\$0 00	\$500,000 00	\$0 00	\$250,000 00	\$250,000 00
<b>Consortium for Educational Change</b> 530 East 22nd Street Building D Lombard, IL 60148 <i>to continue its communication and engagement campaign around implementation of teacher evaluations in Illinois</i> \$75,000 00 2017	PC	\$0 00	\$75,000 00	\$0 00	\$75,000 00	\$0 00
<b>Deans for Impact</b> 2000 East 6th Street, Suite 4 Austin, TX 78702 <i>for policy advocacy and communications on teacher preparation reform</i> \$150,000 00 2017	PC	\$0 00	\$150,000 00	\$0 00	\$150,000 00	\$0 00



**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Education First Consulting LLC PO Box 22871 Seattle, WA 98112 <i>To help facilitate partnerships between teacher training programs and the Minneapolis, Indianapolis, and Chicago public school districts to better align teacher supply and demand pipelines in each city</i> \$675,000 00 2017	NC	\$0 00	\$675,000 00	\$0 00	\$337,500 00	\$337,500 00
Education First Consulting LLC PO Box 22871 Seattle, WA 98112 <i>To help craft the state's Every Student Succeeds Act plan, and to provide support for advocates in Illinois and Minnesota</i> \$150,000.00 2017	NC	\$0.00	\$150,000.00	\$0 00	\$150,000 00	\$0 00
Education First Consulting LLC PO Box 22871 Seattle, WA 98112 <i>to provide technical support to the Illinois P-20 Council and the Illinois State Board of Education to help implement the state's ESSA plan</i> \$55,000 00 2017	NC	\$0 00	\$55,000 00	\$0 00	\$55,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>The Education Trust</b> 1250 H Street, NW, Suite 700 Washington, DC 20005 <i>to advance policies at federal, state, and            district levels that give students with the            greatest need access to the most effective            teachers</i> \$500,000 00 2017	PC	\$0 00	\$500,000 00	\$0 00	\$250,000 00	\$250,000 00
<b>Education Writers Association</b> 3516 Connecticut Avenue, NW Washington, DC 20008 <i>To build the capacity of Great Lakes            journalists reporting on education issues,            including teacher quality, early childhood            education, and postsecondary pathways</i> \$275,000 00 2017	PC	\$0 00	\$275,000 00	\$0 00	\$137,500 00	\$137,500 00
<b>Educators for Excellence</b> 80 Pine Street, 28th Floor New York, NY 10005 <i>to engage and mobilize teachers and            elevate their voice in policy conversations</i> \$300,000 00 2017	PC	\$0 00	\$300,000 00	\$0 00	\$300,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>IFF</b> 333 South Wabash Ave Suite 2800 Chicago, IL 60604 <i>to determine the supply of and demand            for high quality seats in Illinois' school            districts, which will be used to inform the            governor's office on a policy agenda to            increase access to good schools.</i> \$125,000.00 2016	PC	\$25,000.00	\$0.00	\$0.00	\$25,000.00	\$0.00
<b>Illinois Network of Charter Schools</b> 150 N Michigan Ave Suite 430 Chicago, IL 60601 <i>To support general operations</i> \$10,000.00 2017	PC	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
<b>National Academy of Sciences' National            Academy of Medicine</b> 500 Fifth Street, NW Washington, DC 20001 <i>To to work with policy leaders in Indiana            to develop a policy plan to improve the            state's early childhood workforce policies</i> \$90,000.00 2017	PC	\$0.00	\$90,000.00	\$0.00	\$90,000.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Joan Ganz Cooney Center for Educational Media and Research Inc.</b> One Lincoln Plaza New York, NY 10023 <i>To introduce its new national agenda for scaling family engagement innovations that use digital tools, and to spur the adoption of these tools in a handful of cities and states</i> \$200,000 00 2017	PC	\$0 00	\$200,000 00	\$0 00	\$200,000 00	\$0 00
<b>Latino Policy Forum</b> 180 North Michigan Avenue, Suite 1250 Chicago, IL 60601 <i>to advocate for successful implementation of strong teacher preparation policies, and ensure future education policies benefit English language learners</i> \$500,000 00 2016	PC	\$250,000 00	\$0 00	\$0 00	\$250,000 00	\$0 00
<b>Leadership for Educational Equity Foundation</b> 1805 7th St. NW 8th Fl Washington, DC 20001 <i>to support the placement of a policy fellow in the Illinois Governor's Office of Early Childhood Development to provide project management for the Governor's Cabinet on Children and Youth's Early Childhood Workforce Development Project</i> \$35,000.00 2017	PC	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Minnesota Comeback</b> 710 South 2nd Street, Suite 400 Minneapolis, MN 55401 <i>to support its Talent and Policy teams and their efforts to ensure high-quality teacher pipeline and teacher development policies</i> \$115,000.00 2017	PC	\$0.00	\$115,000.00	\$0.00	\$115,000.00	\$0.00
<b>National Center for Teacher Residencies</b> 1332 N. Halsted Street, Suite 304 Chicago, IL 60642 <i>To help integrate its policy, advocacy, communications and research strategies to advance the national movement toward residency-style teacher preparation</i> \$200,000.00 2017	PC	\$0.00	\$200,000.00	\$0.00	\$200,000.00	\$0.00
<b>National Council on Teacher Quality</b> 1120 G Street, NW, Suite 800 Washington, DC 20005 <i>to support its work to strengthen state teacher quality policies through the publication of its State Teacher Policy Yearbook and other policy reports</i> \$200,000.00 2017	PC	\$0.00	\$200,000.00	\$0.00	\$200,000.00	\$0.00
<b>New America Foundation</b> 740 15th St, N.W., Suite 900 Washington, DC 20005 <i>To conduct research that will help inform state-level policies to improve the early childhood workforce nationally and in the Great Lakes region</i> \$300,000.00 2017	PC	\$0.00	\$300,000.00	\$0.00	\$150,000.00	\$150,000.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
The Regents of the University of California 1156 High Street Santa Cruz, CA 95064 <i>to develop financing plans and policy recommendations in Indiana and Minnesota to guide state policy makers in the creation of a strong early childhood teacher workforce.</i> \$400,000 00 2016	PC	\$200,000 00	\$0.00	\$0 00	\$200,000 00	\$0.00
Ounce of Prevention Fund 33 West Monroe, Suite 2400 Chicago, IL 60603-5400 <i>to support state policy and advocacy on early childhood teacher quality issues, and to launch a new digital tool for family engagement to improve children's kindergarten readiness</i> \$500,000.00 2016	PC	\$100,000 00	\$0.00	\$0.00	\$100,000 00	\$0 00
Policy Innovators in Education Network Inc. 510 1st Ave N Ste 408 Minneapolis, MN 55403 <i>to support a network of Midwest-based education advocacy organizations working to improve K-12 education policies</i> \$150,000 00 2017	PC	\$0.00	\$150,000 00	\$0 00	\$150,000 00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Results in Education Foundation</b> 1360 N Milwaukee Ave, 3rd Floor Chicago, IL 60622 <i>To provide strategic communications            support to seven advocacy groups in the            Joyce Education Program portfolio</i> \$100,000 00 2017	PC	\$0 00	\$100,000.00	\$0 00	\$100,000 00	\$0.00
<b>Revolution Impact LLC</b> 1 North State Street, 15th Floor Chicago, IL 60602 <i>to help explore the possibility of creating a            statewide Illinois education research            consortium</i> \$25,000 00 2017	NC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
<b>Stand for Children Leadership Center</b> 2121 SW Broadway, Suite 111 Portland, OR 97201 <i>To advocate for teacher preparation            policies, and to support the effective            implementation of the Every Student            Succeeds Act (ESSA) in Illinois and            Indiana by building community support for            teacher quality policies and other reforms</i> \$300,000 00 2017	PC	\$0 00	\$300,000 00	\$0 00	\$300,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>The Surge Institute</b> 935 W Chestnut St Suite 515 Chicago, IL 60642 <i>To help fund a one-year fellowship for            emerging education leaders of color, and a            research project on the Institute's impact</i> \$100,000 00 2017	PC	\$0 00	\$100,000 00	\$0 00	\$100,000 00	\$0 00
<b>Teach Plus Incorporated</b> 27-43 Wormwood St Tower Point Suite 410 Boston, MA 02210 <i>to improve teacher quality policies in            Indiana and Illinois</i> \$275,000 00 2017	PC	\$0 00	\$275,000 00	\$0 00	\$275,000 00	\$0 00
<b>Third Way Foundation Inc.</b> Sloane Hurst 1200 New Hampshire Avenue, NW Suite 575 Washington, DC 20036 <i>To host the "Reinventing America's            Schools: An Educational Revolution in            Indianapolis" event in Indianapolis on            May 3 and 4</i> \$10,000 00 2017	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00



**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
TNTP Inc 500 7th Avenue, 8th Floor New York, NY 10018 <i>to complete a research project and policy paper that explores the academic rigor of students' school experiences, with a focus on how teachers' classroom practice contributes to those experiences</i> \$400,000 00 2017	PC	\$0 00	\$400,000 00	\$0 00	\$200,000 00	\$200,000 00
The University of Chicago 5801 S Ellis Ave, Suite 503 Chicago, IL 60637 <i>to continue its study of REACH, Chicago's teacher evaluation system</i> \$300,000 00 2016	PC	\$115,000.00	\$0.00	\$0 00	\$115,000.00	\$0.00
The University of Chicago 5801 S Ellis Ave, Suite 503 Chicago, IL 60637 <i>to help establish the Consortium Investment Council at the Chicago Consortium on School Research, which will provide dependable funding for putting research to work, refreshing the data archive, seeding new studies, and replicating previous studies</i> \$100,000 00 2017	PC	\$0 00	\$100,000 00	\$0 00	\$100,000 00	\$0 00
<b>Total Education (39 items)</b>		<b>\$890,000 00</b>	<b>\$7,323,000 00</b>	<b>\$0.00</b>	<b>\$6,048,000 00</b>	<b>\$2,165,000 00</b>

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Employee Matching</b>						
The Joyce Foundation Employee Matching Grants Program 321 N Clark Street Suite 1500 Chicago, IL 60654 <i>The Joyce Foundation Employee Matching Grants Program-FINAL</i> \$29,630 00 2017	PC	\$0 00	\$29,630 00	\$0 00	\$29,630 00	\$0 00
<b>Total Employee Matching (1 item)</b>		\$0 00	\$29,630 00	\$0 00	\$29,630.00	\$0 00
<b>Employment</b>						
The Aspen Institute Inc. 2300 N Street, NW, Suite 700 Washington, DC 20037 <i>to support the Aspen Prize for Community College Excellence, the Aspen Presidential Fellowship, and the spread of best practices derived from both efforts</i> \$600,000 00 2017	PC	\$0.00	\$600,000.00	\$0.00	\$600,000 00	\$0 00
Brandon Roberts + Associates 4818 Drummond Avenue Chevy Chase, MD 20815 <i>to support the Working Poor Families Project and state-based workforce policy advocacy</i> \$235,000 00 2017	NC	\$0 00	\$235,000 00	\$0 00	\$235,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Business Roundtable</b> 300 New Jersey Avenue NW, Suite 800 Washington, DC 20001 <i>for continued management of the National Network of Business and Industry Associations (National Network)</i> \$500,000.00 2016	NC	\$250,000 00	\$0 00	\$0 00	\$250,000.00	\$0.00
<b>Central Indiana Corporate Partnership Foundation (CICP)</b> 111 Monument Circle, Suite 1800 Indianapolis, IN 46204 <i>to establish and execute the Central Indiana Workforce Development Initiative, intended to create stronger alignment between the supply of skilled talent and demand from employers in Central Indiana</i> \$400,000 00 2016	SO I	\$200,000 00	\$0 00	\$0 00	\$200,000 00	\$0 00
<b>Chicago Community Foundation</b> 225 N Michigan Ave, Ste 2200 Chicago, IL 60601-7672 <i>to support a more effective workforce development system, including expanding connections to employers and to labor market demand</i> \$200,000 00 2017	PC	\$0 00	\$200,000 00	\$0 00	\$200,000.00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Chicago Community Trust 225 North Michigan Avenue, Suite 2200 Chicago, IL 60601 <i>To support the operations of Workforce Matters, a national affinity group of workforce development funders, and a project of Chicago Community Trust</i> \$25,000 00 2017	PC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0.00
Demos 80 Broad Street, 4th Flr. New York, NY 10004 <i>to conduct research on the accessibility barriers for students at selective public institutions</i> \$150,000 00 2017	PC	\$0 00	\$150,000 00	\$0 00	\$150,000.00	\$0 00
Georgetown University Center on Education and the Workforce 3300 Whitehaven Street, NW, Suite 5000 Washington, DC 20007 <i>to conduct research and to provide technical assistance to state government officials on effective use of data systems for aligning the education and workforce development systems, and making data-informed investments</i> \$400,000 00 2016	PC	\$200,000.00	\$0.00	\$0 00	\$200,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
German American Chamber of Commerce of the Midwest Inc. 321 North Clark Street, Suite 1425 Chicago, IL 60654-4714 <i>For a continued effort to scale the German dual education model in the Great Lakes region</i> \$125,000.00 2017	NC	\$0 00	\$125,000 00	\$0.00	\$125,000 00	\$0 00
Healthcare Career Advancement Program Education Association PO Box 2565 New York, NY 10108 <i>to continue its policy-oriented efforts to advance career progression through labor-management funds</i> \$150,000 00 2017	PC	\$0 00	\$150,000 00	\$0 00	\$150,000 00	\$0 00
Indiana Community Action Association 1845 West 18th Street Indianapolis, IN 46202 <i>to support state-level advocacy on future of work safety net issues</i> \$100,000 00 2017	PC	\$0 00	\$100,000 00	\$0 00	\$100,000 00	\$0 00
Institute for Higher Education Policy 1825 K Street NW, Suite 720 Washington, DC 20006 <i>to identify low-income and minority student trends at Great Lakes public flagship institutions and policies that may be inhibiting increases for those populations</i> \$150,000 00 2017	PC	\$0 00	\$150,000 00	\$0.00	\$150,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Jobs for the Future 88 Broad Street, 8th Floor Boston, MA 02110 <i>for continued management of the Congressional Staff Network for Workforce Development and Economic Security</i> \$350,000.00 2016	PC	\$175,000.00	\$0.00	\$0.00	\$175,000.00	\$0.00
Massachusetts Institute of Technology 77 Massachusetts Avenue, E94-1521 Cambridge, MA 02139-4307 <i>To support the delivery of the Inclusive Innovation Challenge</i> \$50,000.00 2017	PC	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Massachusetts Institute of Technology 77 Massachusetts Avenue, E94-1521 Cambridge, MA 02139-4307 <i>To identify state and federal policies that will help Great Lakes states adapt given changes in artificial intelligence, robotics and digital technologies</i> \$500,000.00 2017	PC	\$0.00	\$500,000.00	\$0.00	\$350,000.00	\$150,000.00
National Center for Research in Advanced Information and Digital Technologies 1001 Connecticut NW, Suite 935 Washington, DC 20036 <i>to increase the usage and effectiveness of adult education technology</i> \$175,000.00 2017	PC	\$0.00	\$175,000.00	\$0.00	\$175,000.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
National Fund for Workforce Solutions 1730 Rhode Island Avenue, NW Washington, DC 20036 <i>to support the expansion of the CareerStat network to spread best practices among healthcare employers</i> \$250,000.00 2017	PC	\$0 00	\$250,000.00	\$0.00	\$250,000 00	\$0.00
National Skills Coalition 1730 Rhode Island Avenue NW, Suite 712 Washington, DC 20036 <i>to support federal workforce policy advocacy, technical assistance to state workforce reform coalitions and policy makers, and national initiatives such as Business Leaders United and the Workforce Data Quality Campaign</i> \$850,000 00 2016	PC	\$425,000 00	\$0 00	\$0 00	\$425,000.00	\$0 00
National Vocational Technical Education Foundation dba Center to Advance CTE 8484 Georgia Avenue, Suite 320 Silver Spring, MD 20910 <i>to increase the effectiveness of post-secondary career and technical education (CTE) program review and approval</i> \$250,000 00 2017	SO II	\$0 00	\$250,000.00	\$0.00	\$200,000 00	\$50,000 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>New America Foundation</b> 740 15th St, N W, Suite 900 Washington, DC 20005 <i>To support research and advocacy around alternative approaches to career education and training</i> \$150,000 00 2017	PC	\$0 00	\$150,000 00	\$0 00	\$150,000 00	\$0.00
<b>New Venture Fund</b> 1201 Connecticut Ave NW, Suite 300 Washington, DC 20036 <i>to operate a donor collaborative focused on employment technology</i> \$500,000 00 2016	PC	\$250,000 00	\$0 00	\$0.00	\$250,000 00	\$0.00
<b>New Venture Fund</b> 1201 Connecticut Ave NW, Suite 300 Washington, DC 20036 <i>To launch and manage an Illinois Digital Learning Lab</i> \$250,000.00 2016	PC	\$125,000.00	\$0 00	\$0.00	\$125,000 00	\$0 00
<b>The Saint Paul Foundation</b> 101 Fifth Street East, Suite 2400 Saint Paul, MN 55101-1800 <i>To support MSPWin, a Twin Cities workforce development collaborative of twelve grant makers</i> \$150,000 00 2017	PC	\$0 00	\$150,000 00	\$0.00	\$150,000 00	\$0 00



**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Sargent Shriver National Center on Poverty Law Inc.</b> 67 E. Madison, Suite 2000 Chicago, IL 60603 <i>to support an advocacy workshop on the future of work and a resulting white paper with policy recommendations</i> \$5,000 00 2017	PC	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0.00
<b>Women Employed</b> 65 East Wacker Place, Suite 1500 Chicago, IL 60601 <i>to continue its work towards career pathways into and through City Colleges of Chicago and supporting stability and mobility for low-wage workers in an evolving labor market</i> \$150,000.00 2017	PC	\$0 00	\$150,000 00	\$0.00	\$150,000 00	\$0 00
<b>Young Invincibles</b> 1411 K St NW, Suite 400 Washington, DC 20005 <i>to support an expansion of apprenticeship in Illinois with policy recommendations and recommendations for education and youth-serving institutions</i> \$20,000 00 2017	PC	\$0 00	\$20,000 00	\$0 00	\$20,000.00	\$0 00
<b>Total Employment (26 items)</b>		\$1,625,000 00	\$3,435,000.00	\$0 00	\$4,860,000 00	\$200,000 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Environment</b>						
<b>Alliance for the Great Lakes</b> 150 N. Michigan Ave, Suite 700 Chicago, IL 60601 <i>To support its efforts to protect and restore the Great Lakes</i> \$400,000 00 2016	PC	\$100,000 00	\$0.00	\$0 00	\$100,000 00	\$0 00
<b>Center for Neighborhood Technology</b> 17 North State Street, Suite 1400 Chicago, IL 60602 <i>to support RainReady, an innovative approach to implementing and scaling cost-effective green infrastructure in the Chicago region</i> \$250,000 00 2016	PC	\$125,000 00	\$0 00	\$0.00	\$125,000 00	\$0.00
<b>Clean Energy Trust</b> 20 N Wacker Drive, Ste 734 Chicago, IL 60606 <i>To support Business Engagement in Support of Clean Energy</i> \$175,000.00 2017	PC	\$0.00	\$175,000 00	\$0 00	\$175,000 00	\$0.00
<b>Clean Wisconsin Inc.</b> 634 West Main Street, Suite 300 Madison, WI 53703 <i>To support its efforts to advance clean energy policy and protect the Great Lakes</i> \$600,000 00 2016	PC	\$300,000 00	\$0 00	\$0 00	\$300,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Conservation Minnesota</b> 1101 West River Parkway Suite 250 Minneapolis, MN 55415 <i>To continue and expand its community            engagement teams in communities across            Greater Minnesota to build support for            strong environmental policies in the state</i> \$100,000 00 2017	PC	\$0 00	\$100,000 00	\$0 00	\$100,000.00	\$0 00
<b>Council of Great Lakes Governors Inc.</b> 20 North Wacker Drive, Suite 2700 Chicago, IL 60606 <i>To support the Great Lakes            Governors/Premiers 2017 Leadership            Summit</i> \$25,000 00 2017	PC	\$0 00	\$25,000 00	\$0 00	\$25,000.00	\$0 00
<b>Council of Great Lakes Governors Inc.</b> 20 North Wacker Drive, Suite 2700 Chicago, IL 60606 <i>To support participation by not-for-profit            organizations in a review of the Great            Lakes Compact Council's decision-making            processes</i> \$48,000 00 2017	PC	\$0 00	\$48,000 00	\$0 00	\$48,000.00	\$0 00
<b>Council of Michigan Foundations Inc.</b> One South Harbor Avenue, Suite 3 Grand Haven, MI 49417 <i>To support the Great Lakes Funders            Collaborative</i> \$75,000 00 2017	PC	\$0 00	\$75,000 00	\$0 00	\$25,000.00	\$50,000 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Council of State Governments</b> 701 East 22nd Street, Suite 110 Lombard, IL 60148 <i>To support the Great Lakes Legislative Caucus</i> \$75,000 00 2017	PC	\$0 00	\$75,000 00	\$0 00	\$75,000 00	\$0 00
<b>CUB Consumer Education and Research Fund</b> 309 W Washington Street Suite 800 Chicago, IL 60606 <i>To support the Rethinking the Grid project</i> \$300,000.00 2017	PC	\$0 00	\$300,000 00	\$0 00	\$150,000 00	\$150,000 00
<b>Detroiters Working for Environmental Justice</b> 4750 Woodward, Suite 415 Detroit, MI 48201 <i>For state and local climate and energy policy engagement in Michigan</i> \$200,000 00 2017	PC	\$0 00	\$200,000 00	\$0 00	\$100,000 00	\$100,000 00
<b>Ecology Center Inc.</b> 339 East Liberty, Suite 300 Ann Arbor, MI 48104 <i>For advancing energy efficiency in Michigan</i> \$150,000 00 2017	PC	\$0 00	\$150,000 00	\$0 00	\$150,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>The Energy Foundation</b> 301 Battery Str 5th Floor San Francisco, CA 94111 <i>For the Midwest Clean Energy Communications Project</i> \$125,000.00 2017	PC	\$0 00	\$125,000 00	\$0 00	\$125,000 00	\$0 00
<b>Environmental Defence Canada Inc.</b> 116 Spadina Avenue, Suite 300 Toronto, Ontario M5V 2K6 Canada <i>To support its efforts to protect the Great Lakes and reduce nutrient loading in Western Lake Erie</i> \$50,000.00 2017	NC	\$0 00	\$50,000 00	\$0 00	\$50,000.00	\$0.00
<b>Environmental Defense Fund Inc.</b> 257 Park Avenue South 17th Floor New York, NY 10010 <i>To advance clean energy initiatives in the Midwest, particularly in Illinois and Ohio</i> \$700,000 00 2016	PC	\$350,000 00	\$0 00	\$0 00	\$350,000.00	\$0 00
<b>Environmental Defense Fund Inc.</b> 257 Park Avenue South 17th Floor New York, NY 10010 <i>To support its Sustainable Sourcing Initiative in the Western Lake Erie Basin</i> \$550,000 00 2017	PC	\$0 00	\$550,000 00	\$0 00	\$275,000 00	\$275,000 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Faith in Place</b> 70 East Lake Street, Suite 920 Chicago, IL 60601 <i>For implementation of the Future Energy Jobs Act in Illinois</i> \$120,000.00 2017	PC	\$0.00	\$120,000.00	\$0.00	\$120,000.00	\$0.00
<b>Fresh Energy</b> 408 St. Peter Street, Suite 220 St. Paul, MN 55102 <i>To support the work on Minnesota energy efficiency and carbon pollution policy.</i> \$300,000.00 2016	PC	\$150,000.00	\$0.00	\$0.00	\$150,000.00	\$0.00
<b>Fresh Energy</b> 408 St. Peter Street, Suite 220 St. Paul, MN 55102 <i>For continued support of Midwest Energy News</i> \$540,000.00 2017	PC	\$0.00	\$540,000.00	\$0.00	\$540,000.00	\$0.00
<b>Georgetown University</b> State-Federal Climate Resource Center 37th and O Streets, NW Washington, DC 20057 <i>For the Georgetown Climate Center's work with Midwest states regarding implementation of the federal Clean Power Plan</i> \$150,000.00 2016	PC	\$75,000.00	\$0.00	\$0.00	\$75,000.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Great Lakes and St. Lawrence Cities Initiative Inc. 20 North Wacker Drive, Suite 2700 Chicago, IL 60601 <i>To support its Water Program</i> \$250,000.00 2016	PC	\$125,000.00	\$0 00	\$0 00	\$125,000 00	\$0.00
Freshwater Future P O Box 2479 Petoskey, MI 49770 <i>To support the seven-group coalition working to reduce toxic algae in Lake Erie, and to participate in the Healing Our Waters Coalition</i> \$63,000 00 2017	PC	\$0 00	\$63,000 00	\$0 00	\$63,000 00	\$0 00
Great Lakes Commission 1300 Victors Way, Suite 1350 Ann Arbor, MI 48108 <i>To support (1) efforts to prevent invasive species from moving through the Chicago Area Waterways, (2) the Blue Accounting Source Water Initiative, and (3) a regional symposium on the risks associated with crude oil shipments in the Great Lakes</i> \$425,000 00 2016	PC	\$150,000 00	\$0 00	\$0 00	\$150,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Great Lakes Indian Fish and Wildlife Commission P.O. Box 9 72682 Maple Street Odanah, WI 54861 <i>To facilitate participation by Tribes and First Nations in the Great Lakes Compact Council's review of its decision-making processes</i> \$50,000.00 2017	PC	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Great Plains Institute for Sustainable Development Inc. 2801 21st Avenue South, Suite 220 Muncapolis, MN 55407 <i>To accelerate adoption of energy efficiency and reduce carbon pollution through policy interventions in Minnesota and regionally in the Midwest</i> \$640,000 00 2016	PC	\$320,000 00	\$0 00	\$0 00	\$320,000.00	\$0.00
Groundwork Center for Resilient Communities Inc 148 East Front Street, Suite 301 Traverse City, MI 49684-5725 <i>To support its partnership with other leading conservation groups in Michigan to engage business allies to protect the Great Lakes</i> \$120,000 00 2016	PC	\$60,000.00	\$0 00	\$0 00	\$60,000 00	\$0 00



**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Illinois Environmental Council Education Fund</b> 230 Broadway, Suite 150 Springfield, IL 62701 <i>For continued support of energy efficiency and carbon pollution reduction education and organizing efforts</i> \$180,000.00 2016	SO II	\$90,000.00	\$0.00	\$0 00	\$90,000 00	\$0.00
<b>Institute for Strategic and Equitable Development</b> P O Box 266 Bennettsville, SC 29512 <i>For the Inclusion, Diversity, and Equity in Environmental Philanthropy Initiative</i> \$150,000.00 2017	PC	\$0.00	\$150,000 00	\$0 00	\$75,000 00	\$75,000.00
<b>Institute for Journalism and Natural Resources</b> P.O. Box 1996 Missoula, MT 59806 <i>To support its Great Lakes Watershed Journalism Project</i> \$300,000.00 2017	PC	\$0 00	\$300,000 00	\$0 00	\$150,000 00	\$150,000.00
<b>Little Village Environmental Justice Organization</b> 2445 South Spaulding Avenue Chicago, IL 60623 <i>To support the implementation of the Our Great Rivers vision.</i> \$30,000 00 2017	PC	\$0 00	\$30,000.00	\$0.00	\$30,000.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Metropolitan Planning Council 140 South Dearborn Street, Suite 1400 Chicago, IL 60603 <i>To support Optimizing Water Management and Planning</i> \$250,000 00 2016	PC	\$125,000 00	\$0 00	\$0 00	\$125,000 00	\$0.00
Metropolitan Planning Council 140 South Dearborn Street, Suite 1400 Chicago, IL 60603 <i>To advance priorities identified in Our Great Rivers, a vision and action agenda for Chicago's rivers</i> \$50,000 00 2017	PC	\$0.00	\$50,000.00	\$0 00	\$50,000.00	\$0.00
Michigan Environmental Council 602 W. Ionia Lansing, MI 48933 <i>To support its efforts to advance clean energy policy in Michigan and protect the Great Lakes</i> \$1,000,000 00 2016	PC	\$600,000.00	\$0.00	\$0 00	\$300,000.00	\$300,000 00
Michigan League of Conservation Voters Education Fund 3029 Miller Road Ann Arbor, MI 48103 <i>To support a water campaign in Michigan</i>  \$300,000.00 2017	PC	\$0 00	\$300,000 00	\$0 00	\$150,000 00	\$150,000.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Michigan United Conservation Clubs</b> P.O. Box 30235 Lansing, MI 48909-7735 <i>To support a coalition of user groups to mobilize the sporting community in Illinois, Indiana, Ohio, and Michigan to call for action on Asian carp</i> \$200,000.00 2017	PC	\$0 00	\$200,000 00	\$0 00	\$100,000 00	\$100,000.00
<b>Midwest Energy Efficiency Alliance</b> 20 North Wacker Drive, Suite 1301 Chicago, IL 60606 <i>To promote and support the Midwest Campaign for Energy Efficiency</i> \$200,000.00 2017	PC	\$0 00	\$200,000 00	\$0 00	\$200,000 00	\$0 00
<b>Milwaukee Environmental Consortium</b> 1845 N. Farwell Avenue Suite 100 Milwaukee, WI 53202 <i>To support the Milwaukee Environmental Consortium's Milwaukee Water Commons project</i> \$50,000.00 2017	PC	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
<b>Minneapolis Foundation</b> 80 South 8th Street, Suite 800 Minneapolis, MN 55402 <i>For continued support of the RE-AMP Midwest clean energy network, including its energy efficiency rapid response fund</i> \$175,000 00 2017	PC	\$0 00	\$175,000 00	\$0 00	\$175,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Minnesota Environmental Partnership 546 Rice Street, Suite 100 St Paul, MN 55103 <i>To support its Great Lakes work and expanded engagement in indigenous communities.</i> \$324,000 00 2017	PC	\$0 00	\$324,000.00	\$0 00	\$162,000 00	\$162,000.00
National Caucus of Environmental Legislators 1228½ 31st Street NW, Suite 110, Washington, DC 20007 <i>To support its Midwest Environmental Legislators project</i> \$50,000.00 2017	PC	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0.00
National Fish and Wildlife Foundation 1133 Fifteenth Street., N W Suite 1100 Washington, DC 20005 <i>To continue support of the Chi-Cal Rivers Fund.</i> \$100,000 00 2016	PC	\$50,000.00	\$0.00	\$0 00	\$50,000 00	\$0 00
National Parks Conservation Association 777 6th Street NW, Suite 700 Washington, DC 20001 <i>To support the Healing Our Waters Coalition and expand the Coalition's communications capacity</i> \$600,000 00 2016	PC	\$300,000 00	\$0 00	\$0.00	\$300,000 00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
National Wildlife Federation 11100 Wildlife Center Drive Reston, VA 20190-5362 <i>to support its efforts to protect and restore the Great Lakes</i> \$480,000.00 2016	PC	\$240,000.00	\$0.00	\$0.00	\$240,000.00	\$0.00
Natural Resources Defense Council Inc. 40 West 20th Street New York, NY 10011 <i>To advance investments in energy efficiency and build a clean energy economy in the Great Lakes region</i> \$800,000.00 2016	PC	\$400,000.00	\$0.00	\$0.00	\$400,000.00	\$0.00
Natural Resources Defense Council Inc. 40 West 20th Street New York, NY 10011 <i>To support Great Lakes and water infrastructure advocacy</i> \$280,000.00 2017	PC	\$0.00	\$280,000.00	\$0.00	\$140,000.00	\$140,000.00
The Nature Conservancy Efroymson Conservation Center 620 East Ohio Street Indianapolis, IN 46202-3811 <i>To support the Western Lake Erie Project</i> \$499,678.00 2017	PC	\$0.00	\$499,678.00	\$0.00	\$499,678.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Northeast-Midwest Institute 50 F Street N W., Suite 950 Washington, DC 20001 <i>To support the Northeast-Midwest Institute's (NEMWI's) Great Lakes Washington Program</i> \$80,000 00 2017	PC	\$0.00	\$80,000 00	\$0 00	\$80,000 00	\$0 00
Ohio Environmental Council 1145 Chesapeake Avenue, Suite 1 Columbus, OH 43212 <i>For continued support of its efforts to leverage state policy to increase energy efficiency in Ohio, and to protect, conserve, and restore Ohio's portion of the Lake Erie basin</i> \$660,000 00 2016	PC	\$167,000.00	\$0.00	\$0 00	\$167,000 00	\$0.00
Ohio State University Foundation 1480 West Lane Ave Columbus, OH 43221 <i>to support the Ohio Sea Grant program</i> \$50,000 00 2017	PC	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Southeastern Wisconsin Watersheds Trust 600 East Greenfield Avenue Milwaukee, WI 53204-2944 <i>To support efforts to achieve clean water in the Greater Milwaukee Watersheds</i> \$800,000.00 2016	PC	\$400,000.00	\$0 00	\$0.00	\$400,000.00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Union of Concerned Scientists Inc. Two Brattle Square Cambridge, MA 02238-9105 <i>For its Toward a Sustainable and Equitable Energy Future in the Midwest project</i> \$250,000 00 2017	PC	\$0 00	\$250,000.00	\$0 00	\$125,000.00	\$125,000 00
The University of Chicago 5801 S Ellis Ave, Suite 503 Chicago, IL 60637 <i>For Improving State Implementation of the Clean Power Plan in the Great Lakes Region</i> \$225,000.00 2015	PC	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0 00
The University of Chicago 5801 S Ellis Ave, Suite 503 Chicago, IL 60637 <i>To evaluate Illinois' approach to screening children for lead exposure.</i> \$46,491 00 2017	PC	\$0 00	\$46,491 00	\$0 00	\$46,491 00	\$0.00
US Water Alliance 1010 Vermont Ave. Suite 1100, NW Washington, DC 20005 <i>To support the Water Infrastructure and Equity Task Force</i> \$170,000 00 2017	PC	\$0 00	\$170,000 00	\$0 00	\$85,000.00	\$85,000 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
US Water Alliance 1010 Vermont Ave. Suite 1100, NW Washington, DC 20005 <i>To prepare "An Equitable Water Future for the Great Lakes", a report that will provide regional stakeholders with a more focused look at the challenges and opportunities for advancing equitable water management in the Great Lakes</i> \$15,000 00 2017	PC	\$0.00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
<b>Total Environment (55 items)</b>		<b>\$4,202,000 00</b>	<b>\$5,866,169 00</b>	<b>\$0 00</b>	<b>\$8,206,169.00</b>	<b>\$1,862,000.00</b>
<b>Gun Violence Prevention</b>						
American College of Preventive Medicine 455 Massachusetts Avenue, NW, Suite 200 Washington, DC 20001. <i>To continue efforts that maintain support for the National Violent Death Reporting System</i> \$190,000 00 2017	PC	\$0 00	\$190,000 00	\$0.00	\$190,000 00	\$0 00
American University Washington, DC 20016 <i>For its Justice Programs Office to support the Prosecutors Against Gun Violence coalition</i> \$60,000 00 2017	PC	\$0 00	\$60,000 00	\$0 00	\$60,000.00	\$0 00



**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Americans for Responsible Solutions Foundation PO Box 15642 Washington, DC 20003 <i>For support of general operations</i> \$50,000.00 2017	PC	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Ann & Robert H. Lurie Children's Hospital of Chicago 225 East Chicago Avenue, Box 157 Chicago, IL 60611 <i>To expand data collection for the Illinois Violent Death Reporting System</i> \$7,700.00 2017	PC	\$0.00	\$7,700.00	\$0.00	\$7,700.00	\$0.00
Campaign to Keep Guns Off Campus PO Box 658 Croton Falls, NY 10519 <i>For education and outreach about the dangers of guns on college campuses</i> \$25,000.00 2017	PC	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
CeaseFire Pennsylvania Education Fund 1518 Walnut Street, Suite 1406 Philadelphia, PA 19102 <i>For public education and coalition building to reduce gun violence in Pennsylvania</i> \$200,000.00 2017	PC	\$0.00	\$200,000.00	\$0.00	\$200,000.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Center for American Progress 1333 H Street NW, 10th Floor Washington, DC 20005 <i>To support the gun safety team and the gun violence prevention efforts of Generation Progress</i> \$429,000.00 2017	PC	\$0 00	\$429,000 00	\$0.00	\$429,000.00	\$0.00
Congressional Black Caucus Foundation Inc. 1720 Massachusetts Ave NW Washington, DC 20036 <i>To sponsor a public policy forum at the Congressional Black Caucus Foundation's 2017 Annual Legislative Conference held in Washington, DC September 20 - 24</i> \$10,000.00 2017	PC	\$0 00	\$10,000 00	\$0.00	\$10,000.00	\$0 00
Council on Foundations Inc. 2121 Crystal Drive, Suite 700 Arlington, VA 22202 <i>For sponsorship of the 2017 annual conference</i> \$5,000 00 2017	PC	\$0.00	\$5,000 00	\$0 00	\$5,000 00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>The Educational Fund to Stop Gun Violence</b> 805 15th Street NW, Suite 502 Washington, DC 20005 <i>For continued work to advance risk-based firearms policies and implement model policies on the removal of firearms from prohibited persons</i> \$190,000.00 2017	PC	\$0 00	\$190,000 00	\$0 00	\$190,000 00	\$0 00
<b>Illinois Council Against Handgun Violence</b> 222 S Morgan Street, Suite 4A Chicago, IL 60607 <i>For policy education and advocacy to reduce gun violence in Illinois</i> \$125,000 00 2017	PC	\$0 00	\$125,000 00	\$0.00	\$125,000 00	\$0.00
<b>Law Center to Prevent Gun Violence</b> 268 Bush Street, Suite 555 San Francisco, CA 94104 <i>To support state policy research and education, and litigation</i> \$500,000 00 2017	PC	\$0 00	\$500,000.00	\$0 00	\$500,000 00	\$0 00
<b>MomsRising Education Fund</b> 12011 Bel-Red Road, Suite 100B Bellevue, WA 98005 <i>To support its gun safety program</i> \$45,000 00 2017	PC	\$0 00	\$45,000 00	\$0 00	\$45,000 00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>New Venture Fund</b> 1201 Connecticut Ave NW, Suite 300 Washington, DC 20036 <i>To support the Fund for a Safer Future</i>  \$100,000.00 2017	PC	\$0.00	\$100,000.00	\$0.00	\$100,000.00	\$0.00
<b>New York University</b> 25 West Fourth Street 4th Floor New York, NY 10012 <i>To support the Policing Project's planning phase for a series of community engagement initiatives with the Chicago Police Department</i> \$20,000.00 2017	PC	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
<b>The Newtown Foundation</b> P.O. Box 3325 Newtown, CT 06470 <i>To support the fifth annual National Vigil for Victims of Gun Violence, marking the anniversary of the Newtown shooting</i>  \$10,000.00 2017	PC	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
<b>Northeastern University</b> 360 Huntington Avenue Boston, MA 02115-5005 <i>For research on preventing firearm violence</i> \$540,000.00 2016	PC	\$189,570.00	\$0.00	\$0.00	\$189,570.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Northeastern University 360 Huntington Avenue Boston, MA 02115-5005 <i>To support students presenting gun violence prevention research at the 2017 American Public Health Association Annual Meeting</i> \$4,500.00 2017	PC	\$0.00	\$4,500.00	\$0 00	\$4,500 00	\$0 00
PICO National Network 999 N. Capitol St. NE Suite 200 Washington, DC 20002 <i>To support the LIVE FREE campaign to reduce gun violence and create more opportunities for youth in urban neighborhoods in the Great Lakes region</i> \$150,000 00 2017	PC	\$0 00	\$150,000 00	\$0 00	\$150,000.00	\$0 00
The Police Foundation 1201 Connecticut Avenue NW, Suite 200 Washington, DC 20036-2636 <i>To support general operations</i> \$5,000.00 2017	PC	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
President and Fellows of Harvard College Harvard University 677 Huntington Avenue Boston, MA 02115 <i>For its Kennedy School of Government to support research in connection with a book by Thomas Abt on urban gun violence reduction</i> \$15,000 00 2017	PC	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Protect Minnesota</b> 285 Dale St N St. Paul, MN 55103 <i>To support a director of research and operations</i> \$25,000.00 2017	PC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0.00
<b>Protect Minnesota</b> 285 Dale St N St. Paul, MN 55103 <i>To support a director of research and operations, and coalition building in Greater Minnesota</i> \$25,000 00 2017	PC	\$0 00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
<b>Resource Impact</b> 1341 G St NW, 5th Fl Washington, DC 20005 <i>To support the Guns Down project</i> \$200,000 00 2017	PC	\$0 00	\$200,000 00	\$0 00	\$200,000 00	\$0 00
<b>St. Sabina Church dba The Faith Community of St. Sabina</b> 1210 W 78th Pl Chicago, IL 60620 <i>For the Purpose Over Pain program to provide support to parents and guardians whose children have been victims of gun violence</i> \$25,000.00 2017	PC	\$0 00	\$25,000.00	\$0 00	\$25,000.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
St. Sabina Church dba The Faith Community of St. Sabina 1210 W 78th Pl Chicago, IL 60620 <i>For the Purpose Over Pain program to provide issue education and support to parents and guardians whose children have been victims of gun violence</i> \$15,000 00 2017	PC	\$0.00	\$15,000.00	\$0 00	\$15,000 00	\$0 00
St. Sabina Church dba The Faith Community of St. Sabina 1210 W 78th Pl Chicago, IL 60620 <i>To support participation in the Urban Institute survey of young people in Chicago who are at risk of gun violence</i> \$3,000.00 2017	PC	\$0 00	\$3,000.00	\$0.00	\$3,000.00	\$0.00
Stanford University 520 Galvez Mall Stanford, CA 94305 <i>For research on the risks associated with firearm ownership</i> \$160,000 00 2017	PC	\$0 00	\$160,000.00	\$0 00	\$160,000 00	\$0 00
States United to Prevent Gun Violence PO Box 1359 New York, NY 10276 <i>For software, communications, technical, and digital support to its network of 31 state gun violence prevention groups</i> \$40,000 00 2017	PC	\$0.00	\$40,000.00	\$0.00	\$40,000 00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Uhlich Children's Advantage Network 3605 W Fillmore St Chicago, IL 60624 <i>To support participation in the Urban Institute survey of young people in Chicago who are at risk of gun violence</i> \$3,000.00 2017	PC	\$0.00	\$3,000.00	\$0.00	\$3,000.00	\$0.00
Violence Policy Center 1025 Connecticut Avenue NW, Suite 1210 Washington, DC 20036 <i>For research, public education, and communications in support of effective gun violence prevention policies in the Midwest and across the nation</i> \$200,000.00 2017	PC	\$0.00	\$200,000.00	\$0.00	\$200,000.00	\$0.00
WAVE Educational Fund PO Box 170393 Milwaukee, WI 53217-8031 <i>To support a comprehensive plan to prevent gun violence in Wisconsin</i> \$270,000.00 2017	PC	\$0.00	\$270,000.00	\$0.00	\$270,000.00	\$0.00
William J. Brennan Jr. Center for Justice 120 Broadway Suite 1750 New York, NY 10271 <i>For the Second Amendment Fellowship project</i> \$300,000.00 2017	PC	\$0.00	\$300,000.00	\$0.00	\$300,000.00	\$0.00



**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Wisconsin Voices 633 S Hawley Rd, Suite 112 Milwaukee, WI 53214 <i>To support the African American Roundtable to improve capacity and leadership in the African American community to promote gun violence prevention</i> \$10,000 00 2017	PC	\$0 00	\$10,000 00	\$0 00	\$10,000.00	\$0 00
<b>Total Gun Violence Prevention (34 items)</b>		<b>\$189,570.00</b>	<b>\$3,417,200 00</b>	<b>\$0 00</b>	<b>\$3,606,770 00</b>	<b>\$0 00</b>
<b><u>Gun Violence Prevention &amp; Justice Reform</u></b>						
New York University 25 West Fourth Street 4th Floor New York, NY 10012 <i>For a pilot police-community engagement initiative in Chicago</i> \$300,000.00 2017	PC	\$0 00	\$300,000 00	\$0 00	\$300,000 00	\$0 00
Research Foundation of the City University of New York 230 W 41 St New York, NY 10036 <i>For a project at the National Network for Safe Communities at John Jay College to inform and improve law enforcement discretion in the interests of criminal justice reform</i> \$300,000 00 2017	PC	\$0 00	\$300,000 00	\$0 00	\$150,000.00	\$150,000 00
<b>Total Gun Violence Prevention &amp; Justice Reform (2 items)</b>		<b>\$0 00</b>	<b>\$600,000 00</b>	<b>\$0 00</b>	<b>\$450,000 00</b>	<b>\$150,000 00</b>

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b><u>Incubator Fund</u></b>						
Chicago Community Trust 225 North Michigan Avenue, Suite 2200 Chicago, IL 60601 <i>To support the Chicago Fund for Safe and Peaceful Communities</i>	PC	\$0.00	\$25,000.00	\$0.00	\$25,000 00	\$0 00
\$25,000.00 2017						
New York University 25 West Fourth Street 4th Floor New York, NY 10012 <i>For its School of Law to support the Policing Project's Chicago Community Engagement Initiative</i>	PC	\$0 00	\$140,000.00	\$0.00	\$140,000 00	\$0.00
\$140,000 00 2017						
Police Executive Research Forum 1120 Connecticut Avenue, NW Suite 930 Washington, DC 20036 <i>For leadership development and technical support for the Chicago Police Department</i>	PC	\$0 00	\$200,000 00	\$0 00	\$200,000 00	\$0 00
\$200,000 00 2017						
Race Forward 32 Broadway, Suite 1801 New York, NY 10004 <i>For training and strategic coaching in racial equity for gun violence prevention advocates</i>	PC	\$15,000 00	\$0 00	\$0 00	\$15,000 00	\$0 00
\$25,000 00 2016						

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>The University of Chicago</b> 5801 S Ellis Ave, Suite 503 Chicago, IL 60637 <i>To support the University of Chicago Crime Lab's development of an early intervention system for the Chicago Police Department</i> \$200,000.00 2017	PC	\$0 00	\$200,000.00	\$0 00	\$200,000 00	\$0 00
<b>Urban Institute</b> 2100 M Street, NW Washington, DC 20037 <i>For a survey of young people in Chicago who are at risk of gun violence</i> \$186,651 00 2017	PC	\$0.00	\$186,651 00	\$0.00	\$186,651 00	\$0 00
<b>Total Incubator Fund (6 items)</b>		\$15,000 00	\$751,651.00	\$0.00	\$766,651 00	\$0.00
<b>Joint Fund for Education and Employment</b>						
<b>Advance Illinois</b> 303 E. Wacker Dr , Ste. 1925 Chicago, IL 60601 <i>To Advance Illinois (AI) with a specific focus on the teacher quality, college-and-career readiness and early childhood work.</i> \$400,000 00 2017	PC	\$0 00	\$400,000 00	\$0.00	\$200,000.00	\$200,000 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
The Aspen Institute Inc. 2300 N Street, NW, Suite 700 Washington, DC 20037 <i>to help convene a national commission on social, emotional and academic learning and issue policy and practice recommendations in a "Report to the Nation."</i> \$300,000 00 2016	PC	\$150,000.00	\$0.00	\$0.00	\$150,000 00	\$0.00
CESA#1 N25 W23131 Paul Road Suite 100 Pewaukee, WI 53072 <i>to enable its Institute for Personalized Learning (IPL) to execute research and capacity-building in CESA#1 classrooms, schools and districts, with a focus on understanding the effectiveness of personalized learning, and the role personal success skills p</i> \$300,000 00 2016	PC	\$25,000.00	\$0.00	\$0.00	\$25,000.00	\$0 00
Civic Nation 1120 G St NW Washington, DC 20005 <i>to increase college-going among recent high school graduates and to promote effective free community college programs</i> \$200,000 00 2017	PC	\$0 00	\$200,000 00	\$0 00	\$100,000 00	\$100,000.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>ConnectEd: The California Center for College and Career</b> 2150 Shattuck Avenue Suite 1200 Berkeley, CA 94704 <i>for College and Career to co-lead with Jobs for the Future Joyce's Great Lakes College and Career Pathways Partnership</i> \$2,575,000 00 2017	PC	\$0 00	\$2,575,000 00	\$0 00	\$1,300,000 00	\$1,275,000 00
<b>Education Commission of the States</b> 700 Broadway, Suite 810 Denver, CO 80203-3443 <i>to develop national policy reports, conduct state policy analyses in the Great Lakes region, and host policy academies to improve STEM dual enrollment and work-based learning policies in our region</i> \$140,000 00 2017	PC	\$0 00	\$140,000 00	\$0 00	\$140,000.00	\$0 00
<b>Education Strategy Group</b> 4716 Drummond Avenue Chevy Chase, MD 20815 <i>to partner with the Indiana Commission on Higher Education and the Indiana Department of Education to develop strategies to reduce the need for remedial education when high school graduates reach college.</i> \$350,000 00 2017	NC	\$0 00	\$350,000 00	\$0 00	\$250,000 00	\$100,000.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Jobs for the Future 88 Broad Street, 8th Floor Boston, MA 02110 <i>to co-lead Joyce's Great Lakes College and Career Pathways Partnership in four Great Lakes communities</i> \$425,000.00 2017	PC	\$0.00	\$425,000.00	\$0.00	\$225,000.00	\$200,000.00
LEAP Innovations 222 W Merchandise Mart Plaza, Suite 1212 Chicago, IL 60654 <i>to evaluate its model for deploying whole-school personalized learning</i> \$260,000.00 2016	PC	\$30,000.00	\$0.00	\$0.00	\$30,000.00	\$0.00
Massachusetts Institute of Technology 77 Massachusetts Avenue, E94-1521 Cambridge, MA 02139-4307 <i>To support the Media Lab's new Learning Initiative</i> \$700,000.00 2015	PC	\$250,000.00	\$0.00	\$0.00	\$250,000.00	\$0.00
Mathematica Policy Research P O. Box 2393 Princeton, NJ 08543 <i>to support broader use of models to build executive function in workforce settings</i> \$125,000.00 2017	NC	\$0.00	\$125,000.00	\$0.00	\$125,000.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Michigan State University 620 Farm Lane, Room 516 Erickson Hall East Lansing, MI 48824 <i>To fund research and disseminate communication on the policies that will promote better learning environments from a standpoint of healthy student mindsets towards learning</i> \$150,000 00 2017	PC	\$0 00	\$150,000 00	\$0.00	\$150,000.00	\$0.00
New America Foundation 740 15th St., N.W., Suite 900 Washington, DC 20005 <i>To support research and advocacy around alternative approaches to career education and training</i> \$75,000 00 2017	PC	\$0.00	\$75,000 00	\$0.00	\$75,000.00	\$0 00
New Profit Inc. 200 Clarendon Street 44th Floor Boston, MA 02116 <i>To help launch a prize competition focused on finding tools to help young adults build the "power skills" necessary for thriving at work</i> \$250,000 00 2017	PC	\$0 00	\$250,000 00	\$0.00	\$250,000.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Northern Illinois University 1425 W. Lincoln Hwy DeKalb, IL 60115 <i>for the Education Systems Center to advance college and career readiness policies in Illinois, and to provide strategic advisement to other Great Lakes states</i> \$425,000.00 2017	PC	\$0 00	\$425,000 00	\$0 00	\$273,000 00	\$152,000.00
Stanford University 450 Serra Mall, Jordan Hall, Bldg 420 Stanford, CA 94305 <i>For its Project for Education Research that Scales (<a href="https://www.perts.net/">https://www.perts.net/</a>) to scale evidence-based mindset programs in higher education</i> \$500,000 00 2016	PC	\$300,000 00	\$0 00	\$0.00	\$300,000 00	\$0.00
Stanford University 520 Galvez Mall Stanford, CA 94305 <i>To develop a toolkit that will assist college administrators in developing more effective communication to students on academic probation</i> \$75,000.00 2017	PC	\$0.00	\$75,000 00	\$0 00	\$75,000 00	\$0.00
Thrive Chicago 211 W Wacker Drive, Suite 1000 Chicago, IL 60606 <i>to build a systemic response to "summer melt" in the city of Chicago</i> \$100,000 00 2017	PC	\$0.00	\$100,000.00	\$0 00	\$100,000 00	\$0.00



**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
University of Virginia PO Box 400807 Charlottesville, VA 22904-4807 <i>to demonstrate how psychology-based "mindset" interventions, which change students' beliefs about learning and school, can improve employment outcomes and increase student engagement.</i> \$540,000.00 2016	PC	\$270,000 00	\$0 00	\$0.00	\$270,000 00	\$0.00
<b>Total Joint Fund for Education and Employment (19 items)</b>		<b>\$1,025,000 00</b>	<b>\$5,290,000.00</b>	<b>\$0.00</b>	<b>\$4,288,000.00</b>	<b>\$2,027,000 00</b>
<b>Membership Grants</b>						
Consultative Group on Biological Diversity PC P O Box 29361 San Francisco, CA 94129 <i>2017 Membership Grant</i> \$10,000.00 2017		\$0 00	\$10,000 00	\$0.00	\$10,000.00	\$0 00
Council on Foundations Inc. 2121 Crystal Drive, Suite 700 Arlington, VA 22202 <i>2017 Membership Grant</i> \$23,500 00 2017	PC	\$0 00	\$23,500 00	\$0.00	\$23,500.00	\$0.00
Environmental Grantmakers Association PC 475 Riverside Drive, Suite 960 New York, NY 10115 <i>2017 Membership Grant</i> \$17,610.00 2017		\$0 00	\$17,610 00	\$0.00	\$17,610.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Forcfront</b> 208 South LaSalle St, Suite 1540 Chicago, IL 60604-1006 <i>2017 Membership Grant</i> \$27,750 00 2017	PC	\$0 00	\$27,750 00	\$0.00	\$27,750.00	\$0 00
<b>Foundation Financial Officers Group</b> 19 Mantua Road Mt. Royal, NJ 08061 <i>2017 Membership Grant</i> \$4,800.00 2017	PC	\$0.00	\$4,800 00	\$0 00	\$4,800 00	\$0 00
<b>Funders' Committee for Civic Participation</b> 221 NW Second Avenue, Suite 207 Portland, OR 97209 <i>2017 Membership Grant</i> \$15,000 00 2017	PC	\$0 00	\$15,000.00	\$0.00	\$15,000 00	\$0.00
<b>Grantmakers for Education</b> 851 SW 6th Avenue, Suite 350 Portland, OR 97204 <i>2017 Membership Grant</i> \$5,500.00 2017	PC	\$0.00	\$5,500.00	\$0 00	\$5,500.00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Grantmakers in the Arts</b> 4055 21st Avenue West, Suite 100 Seattle, WA 98199-1247 <i>2017 Membership Grant</i> \$2,500.00 2017	PC	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
<b>PEAK Grantmaking Inc</b> 1666 K Street, NW Suite 440 Washington, DC 20006 <i>2017 Membership Grant</i> \$3,500.00 2017	PC	\$0.00	\$3,500.00	\$0.00	\$3,500.00	\$0.00
<b>GuideStar</b> 4801 Courthouse Street, Suite 220 Williamsburg, VA 23188 <i>2017 Membership Grant</i> \$5,000.00 2017	PC	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
<b>Independent Sector</b> 1602 L Street NW, Suite 900 Washington, DC 20036 <i>2017 Membership Grant</i> \$15,000.00 2017	PC	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
<b>Media Impact Funders</b> 200 W. Washington Square Suite 220 Philadelphia, PA 19106 <i>2017 Membership Grant</i> \$3,000.00 2017	PC	\$0.00	\$3,000.00	\$0.00	\$3,000.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
National Public Education Support Fund 1825 K Street NW Suite 400 Washington, DC 20006 2017 Membership Grant \$25,000 00 2017	PC	\$0.00	\$25,000.00	\$0 00	\$25,000 00	\$0 00
Technology Affinity Group 23 Briar Road Wayne, PA 19087 2017 Membership Grant \$2,000.00 2017	PC	\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
<b>Total Membership Grants (14 items)</b>		<b>\$0.00</b>	<b>\$160,160.00</b>	<b>\$0.00</b>	<b>\$160,160.00</b>	<b>\$0.00</b>
<b>Special Opportunities</b>						
365 Media Foundation Inc. PO Box 842 Madison, WI 53701 To support its continued growth as a source of news and community engagement for communities of color in South Central Wisconsin \$75,000 00 2017	PC	\$0 00	\$75,000.00	\$0 00	\$75,000 00	\$0.00
The Aspen Institute Inc. 2300 N Street, NW, Suite 700 Washington, DC 20037 To support the Opportunity Youth Investment Fund \$100,000 00 2017	PC	\$0 00	\$100,000 00	\$0 00	\$100,000.00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Campaign Legal Center</b> 1411 K Street, NW, Suite 1400 Washington, DC 20005 <i>To support the Fair Maps Campaign, a communications and public education on redistricting</i> \$200,000 00 2017	PC	\$0 00	\$200,000 00	\$0 00	\$200,000 00	\$0 00
<b>Center for American Progress</b> 1333 H Street NW, 10th Floor Washington, DC 20005 <i>To support the Smart on Crime conference</i> \$5,000 00 2017	PC	\$0.00	\$5,000.00	\$0 00	\$5,000 00	\$0.00
<b>The Center for Michigan</b> 4100 N Dixboro Road Ann Arbor, MI 48105 <i>For Bridge Magazine to support in-depth, data-driven, public service journalism covering important policy issues in that state, in particular the environment and state governance</i> \$150,000.00 2017	PC	\$0.00	\$150,000.00	\$0 00	\$150,000.00	\$0.00
<b>Chicago Community Foundation</b> 225 N. Michigan Ave, Ste. 2200 Chicago, IL 60601-7672 <i>to support Chicago Police Reform Consent Decree Public Engagement Fund</i> \$50,000.00 2017	PC	\$0 00	\$50,000.00	\$0.00	\$50,000.00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Chicago Public Media Inc. Navy Pier 848 East Grand Ave Chicago, IL 60611 <i>To continue their successful Every Other Hour programming through the fall of 2017</i> \$50,000.00 2017	PC	\$0.00	\$50,000 00	\$0 00	\$50,000.00	\$0 00
Chicago Public Media Inc. Navy Pier 848 East Grand Ave Chicago, IL 60611 <i>To (1) provide in-depth reporting coverage of the Illinois statehouse and of regional issues that impact Great Lakes residents and (2) continue a series of personal stories focused on the issue of gun violence in Chicago</i> \$250,000.00 2017	PC	\$0.00	\$250,000 00	\$0.00	\$250,000.00	\$0 00
Chicago Run 3611 N Kedzie Chicago, IL 60618 <i>to support the Chicago Run program</i> \$5,000.00 2017	PC	\$0.00	\$5,000 00	\$0 00	\$5,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Chicago Urban League 4510 South Michigan Avenue Chicago, IL 60653 <i>To develop a research and policy center that will inform the League's program development, as well as the League's advocacy and policy agendas</i> \$200,000.00 2016	PC	\$100,000.00	\$0.00	\$0 00	\$100,000 00	\$0 00
Civic Consulting Alliance 21 South Clark St, Suite 4301 Chicago, IL 60603 <i>To provide strategic consulting to the City of Chicago and the State of Illinois in the areas of public safety and education</i> \$400,000 00 2017	PC	\$0.00	\$400,000 00	\$0 00	\$200,000 00	\$200,000.00
Civic Nation 1120 G St NW Washington, DC 20005 <i>to support the United State of Women and the Galvanize Program</i> \$10,000 00 2017	PC	\$0.00	\$10,000 00	\$0 00	\$10,000.00	\$0 00
Cleveland Water Alliance 1240 Huron Rd E Cleveland, OH 44115 <i>To produce the AquaHacking Summit 2017 United for Lake Erie</i> \$150,000.00 2016	PC	\$75,000 00	\$0.00	\$0 00	\$75,000.00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Concerned Christian Men 901 East 95th Street, Suite 101 Chicago, IL 60619 <i>for general support</i> \$10,000.00 2017	PC	\$0 00	\$10,000.00	\$0 00	\$10,000.00	\$0.00
Equal Justice Initiative 122 Commerce Street Montgomery, AL 36104 <i>to support efforts to improve racial inequality and injustice in America</i> \$25,000.00 2017	PC	\$0.00	\$25,000 00	\$0.00	\$25,000.00	\$0 00
Erikson Institute 451 North LaSalle Street Chicago, IL 60654 <i>to support Erikson luncheon with Ta-Nehisi Coates</i> \$12,000.00 2017	PC	\$0.00	\$12,000.00	\$0 00	\$12,000 00	\$0 00
Field Museum of Natural History 1400 South Lake Shore Drive Chicago, IL 60605 <i>to support the Chicago Community Climate Forum</i> \$5,000.00 2017	PC	\$0 00	\$5,000 00	\$0 00	\$5,000.00	\$0 00



**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>Forefront</b> 208 South LaSalle St, Suite 1540 Chicago, IL 60604-1006 <i>To enhance its public policy and advocacy work and create a new Census 2020 initiative</i> \$200,000 00 2017	PC	\$0 00	\$200,000.00	\$0.00	\$100,000.00	\$100,000 00
<b>The Foundation for Research on Equal Opportunity</b> 3267 Bee Caves Road Suite 107-375 Austin, TX 78746-6773 <i>gift in honor of Daniel P. Kearney,</i> \$10,000 00 2017	PC	\$0.00	\$10,000.00	\$0 00	\$10,000.00	\$0 00
<b>Friends of Wisconsin Public Television Inc.</b> PC 821 University Avenue Madison, WI 53706 <i>To support continued development and testing of a new, collaborative, web-based news and information service, WisContext The project is a collaboration of Wisconsin Public Television (WPT), Wisconsin Public Radio (WPR), and the University of</i> \$75,000.00 2017	PC	\$0.00	\$75,000.00	\$0 00	\$75,000.00	\$0.00
<b>Girls Inc. of Chicago</b> 325 North LaSalle Street Suite 750 Chicago, IL 60654 <i>to support the Girls Inc programs</i> \$25,000 00 2017	PC	\$0.00	\$25,000 00	\$0.00	\$25,000 00	\$0 00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Great Lakes Commission 1300 Victors Way, Suite 1350 Ann Arbor, MI 48108 <i>To support development of an estimated Rate of Return for the Great Lakes Restoration Initiative</i> \$150,000 00 2017	PC	\$0 00	\$150,000.00	\$0 00	\$150,000 00	\$0 00
Heartland Alliance for Human Needs & Human Rights 208 S LaSalle Street, Suite 1300 Chicago, IL 60604 <i>to support the National Immigrant Justice Center for its rapid response team</i> \$50,000 00 2017	PC	\$0.00	\$50,000.00	\$0 00	\$50,000.00	\$0 00
Independent Sector 1602 L Street NW, Suite 900 Washington, DC 20036 <i>general operating support</i> \$50,000 00 2017	PC	\$0.00	\$50,000.00	\$0 00	\$50,000 00	\$0 00
Institute for Nonprofit News 714 W Olympic Blvd #931 Los Angeles, CA 90015 <i>To support establishment of Amplify News Midwest-a central news distribution, placement, and collaboration hub to facilitate increased sharing of public interest stories among Midwest nonprofit news sites</i> \$50,000 00 2017	PC	\$0.00	\$50,000.00	\$0 00	\$50,000.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
John F. Kennedy Library Foundation Columbia Point Boston, MA 02125 <i>to support education programs</i> \$25,000 00 2017	PC	\$0.00	\$25,000.00	\$0 00	\$25,000 00	\$0.00
Mikva Challenge Grant Foundation Inc. 200 S Michigan Ave, Suite 1000 Chicago, IL 60604 <i>To support a police youth council in Chicago</i> \$50,000.00 2017	PC	\$0 00	\$50,000 00	\$0.00	\$50,000.00	\$0.00
MinnPost 900 6th Avenue SE, Suite 220 Minneapolis, MN 55414 <i>To support expanded coverage of Joyce issues and help MinnPost at a time of leadership transition requiring increased editorial salaries</i> \$120,000 00 2016	PC	\$60,000 00	\$0.00	\$0 00	\$60,000.00	\$0 00
National Academy of Sciences 500 Fifth Street, NW Washington, DC 20001 <i>To develop a consensus study on strategies to halve child poverty</i> \$250,000 00 2017	PC	\$0.00	\$250,000 00	\$0 00	\$250,000.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
National Association for Urban Debate Leagues 200 South Michigan Avenue, Suite 1040 Chicago, IL 60604 <i>To support the National Association for Urban Debate Leagues' Annual Gala</i> \$25,000 00 2017	PC	\$0 00	\$25,000.00	\$0 00	\$25,000.00	\$0 00
New Moms Inc. 5317 W Chicago Ave. Chicago, IL 60651 <i>to support general operations</i> \$10,000 00 2017	PC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0.00
New Schools for Chicago 21 S. Clark, Suite 4301 Chicago, IL 60603 <i>to support the GoCPS project</i> \$10,000 00 2017	PC	\$0 00	\$10,000 00	\$0.00	\$10,000.00	\$0 00
New Venture Fund 1201 Connecticut Ave NW, Suite 300 Washington, DC 20036 <i>To support its 2020 Census Initiative, which seeks a full and accurate count of the US population in the 2020 US Census</i> \$100,000 00 2017	PC	\$0 00	\$100,000.00	\$0 00	\$100,000.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>The Night Ministry</b> 4711 N. Ravenswood Avenue Chicago, IL 60640 <i>to support general operations</i> \$10,000 00 2017	PC	\$0 00	\$10,000.00	\$0.00	\$10,000.00	\$0 00
<b>One Million Degrees</b> 226 West Jackson, Suite 528 Chicago, IL 60606 <i>to support their scholars program</i> \$25,000.00 2017	PC	\$0.00	\$25,000.00	\$0 00	\$25,000 00	\$0.00
<b>Pilot Light</b> 1516 W. Carroll Ave., Suite 1 Chicago, IL 60607 <i>for general support</i> \$5,000 00 2017	PC	\$0 00	\$5,000 00	\$0 00	\$5,000.00	\$0 00
<b>PolicyLink</b> 1438 Webster St, Suite 303 Oakland, CA 94612 <i>To support the Equity Summit 2018</i> <i>Persist, Resist, Innovate to take place in</i> <i>Chicago in April 2018</i> \$50,000 00 2017	PC	\$0 00	\$50,000 00	\$0.00	\$50,000 00	\$0.00
<b>The Posse Foundation Inc.</b> 111 West Jackson Boulevard, Suite 1900 Chicago, IL 60604 <i>to support general operations of the</i> <i>Chicago office</i> \$25,000 00 2017	PC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00

## Fiscal Year 2017

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>ProPublica Inc.</b> 155 Avenue of the Americas 13th Floor New York, NY 10013 <i>To support its new regional investigative journalism initiative in Illinois</i>  \$150,000.00 2017	PC	\$0 00	\$150,000 00	\$0.00	\$150,000 00	\$0.00
<b>Puerto Rico Community Foundation</b> PO Box 70362 San Juan, PR 00936-8362 <i>to support the Puerto Rico Recovery Fund</i> \$50,000 00 2017	PC	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
<b>Rebuild Foundation</b> 6916 South Dorchester Avenue Chicago, IL 60637 <i>To support "Tamir, An Ongoing Memorial"</i> \$15,000 00 2017	PC	\$0 00	\$15,000.00	\$0 00	\$15,000 00	\$0 00
<b>Sandy Hook Promise Foundation</b> PO Box 3489 Newtown, CT 06470 <i>for general support</i> \$10,000 00 2017	PC	\$0 00	\$10,000 00	\$0.00	\$10,000.00	\$0 00

## Fiscal Year 2017

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
<b>The Seventh Circuit Bar Association Foundation</b> C/o Thomas Campbell Baker & McKenzie LLP 300 East Randolph Suite 5000 Chicago, IL 60601 <i>To support "What To Do About Gun Violence"</i> \$5,000.00 2017	PC	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
<b>St. Sabina Church dba The Faith Community of St. Sabina</b> 1210 W 78th Pl Chicago, IL 60620 <i>for general support</i> \$7,500.00 2017	PC	\$0.00	\$7,500.00	\$0.00	\$7,500.00	\$0.00
<b>The Stephen C. Rose Legacy Foundation</b> P O Box 9070 Providence, RI 02904 <i>to support the Steve Fund</i> \$25,000.00 2017	PC	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
<b>Trace Media Inc.</b> 428 Broadway, Floor 4 New York, NY 10013 <i>For an in-depth reporting project on gun violence in the Great Lakes region</i> \$150,000.00 2017	PC	\$0.00	\$150,000.00	\$0.00	\$150,000.00	\$0.00

**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
Vera Institute of Justice Inc. 233 Broadway 12th Floor New York, NY 10279 <i>To support SAFE (Safety and Fairness for Everyone) Cities Network that provides immigration legal services</i> \$150,000.00 2017	PC	\$0.00	\$150,000.00	\$0.00	\$150,000.00	\$0.00
The Vieques Conservation and Historical Trust 138 Calle Flamboyán Street BO Esperanza Vieques, PR 00765 <i>gift in honor of Roger R. Fross</i> \$25,000.00 2017	PC	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
WCIJ Inc. 5006 Vilas Communication Hall 821 University Avenue Madison, WI 53706 <i>To support in-depth coverage of several Joyce issues, including gun violence prevention, democracy, and environment</i> \$100,000.00 2016	PC	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Women Employed 65 East Wacker Place, Suite 1500 Chicago, IL 60601 <i>to support the Anne Ladky Leadership Fund</i> \$10,000.00 2017	PC	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00



**Fiscal Year 2017**

Recipient and/or Purpose	Tax Status	Beginning Balance 2017	Newly Allocated 2017	Amended 2017	Amount Paid 2017	Ending Balance 2017
World Business Chicago 177 North State St, Suite 500 Chicago, IL 60601 <i>For the North American Mayors' Summit on Climate</i> \$100,000 00 2017	PC	\$0.00	\$100,000 00	\$0.00	\$100,000 00	\$0.00
The Young Center for Immigrant Children's Rights 6020 S University Ave Chicago, IL 60637 <i>to support general operations in Chicago</i> \$25,000 00 2017	PC	\$0 00	\$25,000.00	\$0 00	\$25,000 00	\$0 00
<b>Total Special Opportunities (52 items)</b>		<b>\$285,000 00</b>	<b>\$3,264,500.00</b>	<b>\$0 00</b>	<b>\$3,249,500.00</b>	<b>\$300,000 00</b>
<b>Grand Totals (333 items)</b>		<b>\$10,796,570 00</b>	<b>\$32,347,810.00</b>	<b>\$0 00</b>	<b>\$36,440,380 00</b>	<b>\$6,704,000.00</b>

THE JOYCE FOUNDATION

2017 FORM 990-PF

36-6079185

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 22

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER INCOME			14	26,310	
NET INVESTMENT PARTNERSHIP INCOME	523000	-2,387,097	14	3,514,852	
TOTALS		<u>-2,387,097</u>		<u>3,541,162</u>	

**BY-LAWS  
of  
THE JOYCE FOUNDATION**

**ARTICLE I**

**Purposes**

The purposes of the corporation as stated in its certificate of incorporation are charitable, scientific, literary and educational purposes, no part of the net earnings of which shall inure to the benefit of any member or individual.

The corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

**ARTICLE II**

**Offices**

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the board of directors may from time to time determine.

**ARTICLE III**

**Members**

**SECTION 1. MEMBERSHIP.** The corporation shall have one class of members, to be designated Regular Members.

**SECTION 2. ELECTION AND TENURE OF MEMBERS.** Applicants for membership shall be nominated by a member and shall be elected and reelected to full status as a regular member of the corporation by an affirmative vote of a majority of members. All members shall serve terms of three years.

**SECTION 3. VOTING RIGHTS.** Each member shall be entitled to one vote on each matter submitted to a vote of the members.

*(Includes all amendments through December 1, 2017)*

SECTION 4. TERMINATION OF MEMBERSHIP. The members by affirmative vote of two-thirds of all of the members may suspend or expel a member with or without cause.

SECTION 5. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

SECTION 6. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the members may by the affirmative vote of two-thirds of the members reinstate such former member to membership upon such terms as the members may deem appropriate.

SECTION 7. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

## ARTICLE IV

### Meetings of Members

SECTION 1. ANNUAL MEETING AND ELECTION AND REMOVAL OF DIRECTORS. An annual meeting of the members shall be held on the second Tuesday in December of each year, at the hour of 9:15 o'clock A.M., for the purpose of electing directors and the consideration of the election of directors emeritus and for the transaction of such other business as may come before the meeting. If such day be a legal holiday, the meeting shall be held at the same hour on the next succeeding business day. If the election of directors and the consideration of the election of directors emeritus shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the members shall cause the election and consideration to be held at a special meeting of the members called as soon thereafter as conveniently may be. Members shall elect and reelect directors and directors emeritus by a majority vote. Members may remove directors by a two-thirds vote and may remove directors emeritus by a majority vote, in either case with or without cause.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called either by the president or not less than one-third of the members having voting rights.

SECTION 3. PLACE OF MEETING. The president may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting of the members. If no designation is made, the place of meeting shall be the registered office of the corporation in the State of Illinois, provided, however, that if all of the members shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 4. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meetings, not less than five nor more than forty days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail,

addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. QUORUM. The members holding one-half of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 7. PROXIES. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

## ARTICLE V

### Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its board of directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be not less than eleven and not more than fifteen. Each director except the Chairman shall hold office until the next annual meeting of members and until his or her successor shall have been elected and qualified. The Chairman's term is governed by Article VI.6. Directors need not be residents of Illinois or members of the corporation.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the board of directors shall be held without other notice other than this by-law, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the board of directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. 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

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 need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 6. QUORUM. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING. 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, except where otherwise provided by law or by these by-laws.

SECTION 8. VACANCIES. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the members. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION. In the discretion of the board of directors the directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid an annual or other periodic retainer and/or a fixed sum for attendance at each meeting of the board of directors. No such payment shall preclude any director who is not a governmental official (as defined in Section 4946(c) of the Internal Revenue Code) from serving the corporation in any other capacity and receiving compensation therefor. Furthermore, directors who are governmental officials shall not be paid any compensation for any services they have in the past or may in the future furnish the corporation, nor shall their travel expenses be reimbursed except to the extent described in Section 4941(b)(2)(G)(vii) of the Internal Revenue Code, nor shall the corporation enter into any agreement to make any payments for such services or unpermitted expenses. Members of special or standing committees who are not governmental officials may be allowed additional compensation for service on such committee.

SECTION 10. ELECTION OF DIRECTORS EMERITUS.

(a) Term. The members may elect any number of directors emeritus who shall hold office for four years.

(b) Eligibility. Eligibility for service as a director emeritus shall be available to any director who has served with distinction as a director for at least four one year terms. A director emeritus may not also serve as a regular director or member at the same time as serving as a director emeritus. Reference in the Bylaws to "directors" shall not mean or include directors emeritus.

SECTION 11. RIGHTS AND RESPONSIBILITIES OF DIRECTOR EMERITUS.

(c) Access to Director Information. A Directors emeritus shall be included in all director communications including but not limited to all notices, minutes, reports and similar director materials.

(d) Nonvoting Status. Directors emeritus may participate in meetings of directors but shall not be permitted to vote on any matters and shall not be counted for a necessary quorum.

(e) Compensation. Service as a director emeritus shall be without compensation but expenses to attend director meetings will be paid by the corporation.

(f) Committee Participation. Directors emeritus shall be eligible for committee appointment, except for the Executive and the Governance and Nominating Committees. Participation in such committee activities shall be on a nonvoting basis and directors emeritus shall not be counted for a necessary quorum. Expenses to attend meetings of committees to which a director emeritus has been appointed will be paid by the corporation.

(g) Limitation of Rights and Liability. Directors emeritus shall have no other rights, powers, privileges, duties, responsibilities or liabilities other than those stated in these Bylaws herein. Directors emeritus shall have no liability for any action or failure to take action of the board of directors.

## ARTICLE VI

### Officers

SECTION 1. OFFICERS. The officers of the corporation shall be a chairman of the board of directors, a vice-chairman of the board of directors, a president, one or more vice presidents (the number thereof to be determined by the board of directors), a treasurer, a secretary, a chairman emeritus and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors, except for the chairman whose term is governed by Article VI.6. If the election of directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

SECTION 5. SELECTION AND NOMINATION PROCESS Whenever there is an officer vacancy or a need for selection of an officer, the Governance and Nominating Committee shall promptly identify nominees for such position(s). The nominees shall have demonstrated accomplishments, leadership qualities and high ethical standards and shall bring a range of skills, diverse perspectives and backgrounds to the position. The Committee shall establish and share with the board a process and criteria for evaluation of the candidates and their suitability for

service as an officer. The Committee shall evaluate candidates and their suitability for services as an officer in whatever fashion the committee deems appropriate.

(a) For officers to be selected at the regular annual meeting of the board of directors, the Committee shall convene in person, by telephone or by electronic conferencing no later than 90 days prior to the regular annual meeting. At the initial meeting, the Committee shall review a list of the current officers, potential candidates and any additional information the chairman of the committee shall deem appropriate. At the initial meeting, the Committee shall also adopt a schedule for its deliberations so as to submit to the board no later than 30 days prior to the regular annual meeting a slate of nominees for the board's consideration. The Chairman of the board shall in turn advise the entire board of the names of the nominees.

(b) The Committee schedule and a solicitation of comments or suggestions shall be distributed to the members of the board of directors promptly after the initial meeting of the Committee.

(c) In the event of a selection of officers to fill vacancies at other times, the same procedures shall be followed except the timeframe may be adjusted as deemed suitable by the Committee.

(d) The Committee shall consult with the Chairman of the board in determining its slate of nominees.

SECTION 6. CHAIRMAN OF THE BOARD. The chairman of the board shall preside at all meetings of the members and of the board of directors and shall perform such other duties as may from time to time be prescribed by the members or the board of directors. The term of the chairman of the board shall be three (3) years and until his or her successor shall have been elected and qualified. The chairman may be elected to a maximum of two three (3) year terms.

SECTION 7. VICE-CHAIRMAN OF THE BOARD. The vice-chairman of the board shall preside at meetings of the members and of the board of directors in the absence of the chairman of the board and shall perform such other duties as may from time to time be prescribed by the members or the board of directors.

SECTION 8. PRESIDENT. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

SECTION 9. VICE PRESIDENT. In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents, in the order designated, or in the absence of any designation, then in the order of their election) 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. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.



SECTION 10. TREASURER. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 11. SECRETARY. The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 12. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the board of directors.

SECTION 13. CHAIRMAN EMERITUS. The board of directors may elect a chairman emeritus. The chairman emeritus shall be entitled to receive notice of all meetings of the board of directors and attend and participate in all meetings and shall have the right to vote. The chairman emeritus may be appointed to sit as a voting member of any committee. Election of chairman emeritus shall be by a majority of the members of the board of directors and shall be elected for a one year term renewable for as many terms as the board shall choose.

## ARTICLE VII

### Committees

SECTION 1. EXECUTIVE COMMITTEE. The chairman of the board, with the approval of the majority of the board, shall establish an executive committee, which shall consist of two or more directors who shall be appointed by the chairman of the board and approved by a majority of the board of directors. Between meetings of the board of directors, the executive committee shall have and may exercise all of the authority of the board of directors in the management of the corporation, but the designation of such committee shall not operate to relieve the board of directors or any individual director of responsibility imposed on him by law. The chairman of the board shall chair the executive committee. The executive committee members shall serve at the pleasure of the board of directors. Action taken by the executive committee shall be reported to the board of directors promptly after adoption. The executive committee may not:

- (1) Adopt a plan for the distribution of the assets of the corporation, or for dissolution;
- (2) Approve or recommend to members any act the General Not For Profit Corporation Act or these by-laws requires to be approved by members;
- (3) Fill vacancies on the board or on any of its committees;
- (4) Elect, appoint or remove any officer or director or member of any committee, or fix the compensation of any member of a committee;
- (5) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation; or
- (6) Amend, alter, repeal or take action inconsistent with any resolution or action of the board of directors when the resolution or action of the board of directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

**SECTION 2. OTHER COMMITTEES.** The chairman of the board, with the approval of the majority of the board, may create one or more other committees to serve such purpose or perform such functions as the chairman of the board specifies. The chairman of the board, with the approval of the majority of the board of directors shall appoint the committee chairs and shall appoint directors or such other persons to serve on the committee or committees. Each committee shall have two or more members, who serve at the pleasure of the board.

**SECTION 3. PROCEDURE.** Unless the appointment by the board of directors requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to the action of the board of directors, the committee by majority vote of its members shall determine the time and place of its meetings and the notice required therefor.

## **ARTICLE VIII**

### **Contracts, Checks, Deposits and Funds**

**SECTION 1. CONTRACTS.** The board of directors may authorize any officer or officers, agent or agents of the corporation, 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 corporation 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 corporation, shall be signed by such officer or officers, agent or agents of the corporation 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 the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

**SECTION 3. DEPOSITS.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

**SECTION 4. GIFTS.** The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE IX**

### **Certificates of Membership**

**SECTION 1. CERTIFICATES OF MEMBERSHIP.** The board of directors may provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the board. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the board of directors may determine.

**SECTION 2. ISSUANCE OF CERTIFICATES.** When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section I of this Article.

## **ARTICLE X**

### **Books and Records**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE XI**

### **Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE XII**

### **Seal**

The board of directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, Illinois."

## **ARTICLE XIII**

### **Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provision of the articles of incorporation or the by-laws of this corporation, 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 XIV**

### **Amendments to By-laws**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the members present at any regular meeting or at any special meeting, provided that at least two days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

## **ARTICLE XV**

### **Indemnification of Directors and Officers**

**SECTION 1. RIGHT TO INDEMNIFICATION.** Each person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, (including, without limitation, an action, suit or proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, director emeritus or officer of the corporation or, as a director, director emeritus or officer of the corporation, is or was serving at the request of the corporation's Board of Directors or its designee as a director, director emeritus or officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such Proceeding is alleged action in an official capacity as a director, officer or director emeritus, trustee, employee or agent or in any other capacity, shall be indemnified and held harmless by the corporation to the fullest extent not prohibited by law, including but not limited to Section 108.75 of the Illinois General Not For Profit Act of 1986 (the "Act"), as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said Act permitted the corporation to provide prior to such amendment), against all expenses, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith; provided, however, that the corporation shall indemnify any such person seeking indemnity in connection with an action, suit

or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding ( or part thereof) initiated by such person was authorized by the board of directors of the corporation.

SECTION 2. RIGHT TO ADVANCEMENT OF EXPENSES. The right to indemnification granted in Section 1 shall include the right to be paid by the corporation expenses (including reasonable attorneys' fees) incurred in defending any such Proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of such Proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director, director emeritus or officer, in which such director, director emeritus or officer, agrees to repay all amounts so advanced if it should be ultimately determined that such person is not entitled to be indemnified under Section 1 or otherwise.

SECTION 3. RIGHT OF CLAIMANT TO BRING SUIT.

(a) If a claim under Sections 1 or 2 is not paid in full by the corporation within thirty days after a written claim therefor has been received by the corporation, the claimant may any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim (including reasonable attorneys' fees). It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the corporation) that the claimant has engaged in conduct which prohibits the corporation under the applicable law from indemnifying the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation.

(b) None of (i) the failure of the corporation (including its board of directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met any required standard of conduct, (ii) an actual determination by the corporation (including its board of directors, independent legal counsel, or its members) that the claimant has not met any required standard of conduct, nor (iii) the termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall be a defense to the action or create a presumption that the claimant has not met any required standard of conduct.

SECTION 4. CONTRACTUAL RIGHTS: APPLICABILITY. The right to be indemnified or to the reimbursement or advancement of expenses pursuant hereto (i) is a contract right based upon good and valuable consideration, pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the corporation and the director or officer, (ii) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (iii) shall continue to exist after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

SECTION 5. NON-EXCLUSIVITY OF RIGHTS. The rights conferred on any person by Sections 1, 2 and 3 shall not be exclusive of and shall be in addition to any other right which such person may have or may hereafter acquire under any statute, provision of the Articles of Incorporation, bylaw, agreement, vote of members or disinterested directors or otherwise, and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 6. NOTICE TO MEMBERS. If the corporation has paid indemnity or has advanced expenses under this Article to a director, director emeritus officer, employee or agent, the corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

SECTION 7. AUTHORITY TO INSURE. The corporation is authorized to purchase and maintain insurance on behalf of any person who is or was a director, director emeritus or officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, director emeritus, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article or otherwise, provided the purchase or maintenance of such insurance shall not be prohibited by law, including but not limited to Section 108.75 of the Act.

SECTION 8. SAVINGS CLAUSE. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each person afforded indemnification under this Article as to expenses, liability and loss (including attorneys' fees reasonably incurred, judgments, fines and amounts paid in settlement) with respect to any Proceeding or appeal to the full extent permitted by any applicable portion of this Article which shall not have been invalidated by the Act or by any other applicable law.

*(Includes all amendments through December 1, 2017)*