

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

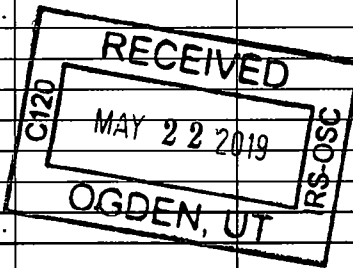
2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation THE PIERCE FAMILY CHARITABLE FOUNDATION		A Employer identification number 26-1459612
Number and street (or P O box number if mail is not delivered to street address) FOUNDATION SOURCE 501 SILVERSIDE RD		B Telephone number (see instructions) (800) 839-1754
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		C If exemption application is pending, check here. ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1 Foreign organizations, check here. ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,148,027.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	300,000.			
2	Check ☐ if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	2,160.	2,160.		
4	Dividends and interest from securities	112,564.	112,564.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	407,090.			
b	Gross sales price for all assets on line 6a	2,237,075.			
7	Capital gain net income (from Part IV, line 2)		407,090.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH. 1	86.	86.		
12	Total Add lines 1 through 11	821,900.	521,900.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) [2]	516,676.	48,634.		468,042.
17	Interest	52.			
18	Taxes (attach schedule) (see instructions) [3]	5,100.			
19	Depreciation (attach schedule) and depletion	167.			
20	Occupancy				
21	Travel, conferences, and meetings	27,688.			27,688.
22	Printing and publications	1,065.			1,065.
23	Other expenses (attach schedule) ATCH. 4	47,954.	803.		47,151.
24	Total operating and administrative expenses. Add lines 13 through 23.	598,702.	49,437.		543,946.
25	Contributions, gifts, grants paid	993,376.			993,376.
26	Total expenses and disbursements Add lines 24 and 25	1,592,078.	49,437.		1,537,322.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-770,178.			
b	Net investment income (if negative, enter -0-)		472,463.		
c	Adjusted net income (if negative, enter -0-)				



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	245,248.	245,413.	245,413.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable.			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use.			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule) [5]	292,631.	217,433.	213,835.
	b	Investments - corporate stock (attach schedule) ATCH 6	3,573,302.	2,993,530.	3,406,336.
	c	Investments - corporate bonds (attach schedule) ATCH 7	426,380.	307,844.	279,280.
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶ 3,330.			ATCH 8	
	Less accumulated depreciation ▶ 167.		3,163.	3,163.	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,537,561.	3,767,383.	4,148,027.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons. .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . . . ▶ ☐				
	and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund.			
	29	Retained earnings, accumulated income, endowment, or other funds . .	4,537,561.	3,767,383.	
30	Total net assets or fund balances (see instructions)	4,537,561.	3,767,383.		
31	Total liabilities and net assets/fund balances (see instructions)	4,537,561.	3,767,383.		

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	4,537,561.
2	Enter amount from Part I, line 27a	2	-770,178.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,767,383.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,767,383.

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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					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
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))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	407,090.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8			3	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

(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))
2017	1,575,316.	6,064,072.	0.259779
2016	1,745,902.	6,872,160.	0.254054
2015	2,022,097.	8,549,623.	0.236513
2014	2,298,326.	10,094,025.	0.227692
2013	2,276,759.	10,828,785.	0.210251
2 Total of line 1, column (d)			2 1.188289
3 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			3 0.237658
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 5,025,880.
5 Multiply line 4 by line 3.			5 1,194,441.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 4,725.
7 Add lines 5 and 6.			7 1,199,166.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 1,540,652.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	1	4,725.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	
3	Add lines 1 and 2	3	4,725.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,725.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	10,303.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	10,303.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,578.
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 5,578. Refunded ☐ ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?		
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 ☐ DE, IL, ☐		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2018 or the tax year beginning in 2018? 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

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 ▶ N/A	X	
14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754 Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377		
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 2018, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ 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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2018 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 2018)	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 2018?	4b	X

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

5a	During the year, did the foundation pay or incur any amount to		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes	☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b	
	Organizations relying on a current notice regarding disaster assistance, check here	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b
	If "Yes" to 6b, file Form 8870			X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes	☒ No	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and 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 9		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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 10		393,842.

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE ATTACHED	
	438,547.
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.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,665,403.
b	Average of monthly cash balances	1b	437,013.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	5,102,416.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d.	3	5,102,416.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	76,536.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,025,880.
6	Minimum investment return. Enter 5% of line 5	6	251,294.

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

1	Minimum investment return from Part X, line 6	1	251,294.
2a	Tax on investment income for 2018 from Part VI, line 5 2a		4,725.
b	Income tax for 2018 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b.	2c	4,725.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	246,569.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	246,569.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	246,569.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26.	1a	1,537,322.
b	Program-related investments - total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	3,330.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,540,652.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	4,725.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,535,927.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				246,569.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20 <u>16</u> , 20 <u>15</u> , 20 <u>14</u>				
3 Excess distributions carryover, if any, to 2018				
a From 2013	1,747,249.			
b From 2014	1,810,776.			
c From 2015	1,604,166.			
d From 2016	1,407,720.			
e From 2017	1,281,394.			
f Total of lines 3a through e	7,851,305.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>1,540,652.</u>				
a Applied to 2017, but not more than line 2a				
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 2018 distributable amount.				246,569.
e Remaining amount distributed out of corpus.	1,294,083.			
5 Excess distributions carryover applied to 2018 (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	9,145,388.			
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 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				
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 2013 not applied on line 5 or line 7 (see instructions)	1,747,249.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	7,398,139.			
10 Analysis of line 9				
a Excess from 2014	1,810,776.			
b Excess from 2015	1,604,166.			
c Excess from 2016	1,407,720.			
d Excess from 2017	1,281,394.			
e Excess from 2018	1,294,083.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 11

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 12				
Total			3a	993,376.
b Approved for future payment				
Total			3b	

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 .			14	2,160.	
4	Dividends and interest from securities			14	112,564.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	407,090.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b	ATCH 13				86.	
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				521,900.	
13	Total Add line 12, columns (b), (d), and (e)					521,900.

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

[illegible]

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) | Cash | 1a(1) | | X |
| (2) | Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) | Reimbursement arrangements | 1b(4) | | X |
| (5) | Loans or loan guarantees | 1b(5) | | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

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

**Sign
Here**

Signature of officer or trustee: Mark Pierce Date: 5/3/19 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below?
See instructions ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name JEFFREY D HASKELL	Preparer's signature JEFFREY D HASKELL	Date 04/26/2019	Check ☐ if self-employed	PTIN P01345770
Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶ 510398347	
Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2018▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Go to www.irs.gov/Form990 for the latest information.**

Name of the organization

Employer identification number

THE PIERCE FAMILY CHARITABLE FOUNDATION

26-1459612

Organization type (check one)**Filers of.****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE PIERCE FAMILY CHARITABLE FOUNDATION

Employer identification number
26-1459612**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PIERCE, DENIS 1231 OAK AVENUE EVANSTON, IL 60202	\$ 300,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE PIERCE FAMILY CHARITABLE FOUNDATION

Employer identification number

26-1459612

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CLASS ACTION LAWSUIT PROCEEDS	86.	86.
TOTALS	<u>86.</u>	<u>86.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADMINISTRATION OF FOUNDATION	30,790.		30,790.
INVESTMENT MANAGEMENT SERVICES	48,634.	48,634.	
PHILANTHROPIC CONSULTING SRVCS	425,140.		425,140.
TECHNOLOGY SUPPORT SERVICES	12,112.		12,112.
TOTALS	<u>516,676.</u>	<u>48,634.</u>	<u>468,042.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2018	5,100.
TOTALS	<u>5,100.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	29,274.		29,274.
BANK CHARGES	803.		
CELL PHONE PLAN	4,194.	803.	4,194.
COMPUTERS/ELECTRONIC DEVICES	526.		526.
EQUIPMENT MAINTENANCE	850.		850.
WEBSITE HOSTING/SUPPORT	3,104.		3,104.
FOUNDATION DUES & MEMBERSHIPS	3,423.		3,423.
INDEMNIFICATION INSURANCE	1,048.		1,048.
OFFICE SUPPLIES	4,707.		4,707.
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	<u>47,954.</u>	<u>803.</u>	<u>47,151.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDERAL NATIONAL MORTGAGE ASSO	14.	14.
FEDERAL NATIONAL MORTGAGE ASSO	1,667.	1,603.
FEDERAL NATIONAL MORTGAGE ASSO	8,189.	7,694.
FEDERAL NATIONAL MORTGAGE ASSO	2,057.	2,074.
FEDERAL NATIONAL MORTGAGE ASSO	2,623.	2,528.
FEDERAL NATIONAL MORTGAGE ASSO	1,886.	1,867.
FEDERAL NATL MTG ASSN NOTE - 1	22,007.	22,331.
FEDL HOME LN MTG CRPPOOL - 4.5	1,239.	1,204.
FEDL NATL MTG ASSN - 3.500% -	11,620.	11,343.
FEDL NATL MTG ASSN POOL - 3.00	8,766.	8,613.
FHLM POOL #G08624 - 4.000% - 0	7,643.	7,283.
FHLM PPOOL #G08601 - 4.000% -	5,301.	5,055.
FHLM PPOOL #G08620 - 3.500% -	5,657.	5,391.
FHLMC - 3.500% - 08/01/2045	19,981.	19,337.
FHLMC - 4.000% - 05/01/2045	7,662.	7,346.
FHLMC A89385 - 4.500% - 10/01/	1,304.	1,285.
FNMA POOL #962589 - 5.500% - 0	2,259.	2,147.
FNMA POOL #995672 - 4.500% - 0	1,406.	1,395.
FNMA POOL #AD8529 - 4.500% - 0	2,627.	2,524.
FNMA POOL #AL0160 - 4.500% - 0	1,042.	1,021.
FNMA POOL #AL6745 - 4.000% - 0	570.	543.
FNMA POOL #AS1758 - 3.500% - 0	5,376.	5,159.
FNMA POOL #AS4783 - 3.500% - 0	2,048.	1,959.
FNMA POOL #BC2849 - 0.000% - 0	11,589.	10,906.
FNMA POOL #MA3443 - 4.000% - 0	1,981.	1,995.
FNMA POOL 889579 - 6.000% - 05	1,943.	1,947.
US T BDS - 2.875% - 11/15/2046	15,654.	15,557.
US T BOND - 3.125% - 08/15/204	13,343.	13,271.
US T NTS - 2.250% - 11/15/2024	24,059.	24,569.
US TURV - 3.000% - 07/01/2043	1,732.	1,680.
USA NOTE - 2.250% - 08/15/2027	24,188.	24,194.
US OBLIGATIONS TOTAL	<u>217,433.</u>	<u>213,835.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
3M CO	9,251.	22,293.
ABBOTT LABS	9,911.	14,249.
ABIOMED	3,286.	3,250.
ACCENTURE PLC	16,781.	37,650.
ACS ACTIVIDADES CO UNSP ADR	2,872.	3,781.
ACTIVISION BLIZZARD INC	6,966.	7,870.
ADOBE SYSTEMS, INC	9,080.	17,873.
AERCAP HOLDING N.V	4,744.	4,514.
AGILENT TECHNOLOGIES INC	4,087.	3,913.
AIA GROUP LTD ADR	2,789.	3,650.
AIRBUS GROUP	1,983.	3,234.
AKAMAI TECH COM STK	1,837.	2,504.
AKBANK TURK ANONIM SIRKETI ADR	2,040.	932.
ALBEMARLE CP	3,016.	2,389.
ALEXION PHARMACEUTICALS, INC	10,553.	8,568.
ALIBABA GROUP HOLDING LTD	33,877.	34,679.
ALIGN TECHNOLOGY, INC	11,781.	9,424.
ALLEGHENY TECH	2,678.	2,046.
ALLIANZ FIXED INCOME SHARES SE	114,092.	100,691.
ALLIANZ FIXED INCOMESHARES SER	106,295.	103,021.
ALLIANZ SE ADR	3,556.	4,834.
ALLSTATE CORP	6,326.	8,263.
ALPHABET INC CL A	4,200.	9,405.
ALPHABET INC CL C	4,969.	9,320.
ALTRIA GROUP INC	3,779.	2,667.
AMADEUS IT HLDS SA	1,723.	2,941.
AMAZON COM	28,176.	46,561.
AMCOR LTD	3,839.	3,422.
AMDOCS LIMITED	1,078.	1,054.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMER INTERNATIONAL GROUP INC	9,333.	6,936.
AMERICAN TOWER REIT INC	6,797.	8,384.
ANSYS INC	1,626.	4,002.
ANTERO RESOURCES CORPORATION	1,389.	667.
AON PLC	3,825.	5,088.
APPLE INC	32,003.	32,021.
APPLIED MATERIALS INC	12,509.	8,185.
ARCELORMITTAL	3,188.	2,811.
ARCHER DANIELS MDLND	7,246.	8,112.
ARCHROCK INC	2,359.	1,962.
ARROW ELECTRONICS INC	2,624.	2,137.
AT&T, INC	10,177.	8,591.
AUTODESK, INC	1,597.	4,887.
AUTOMATIC DATA PROCESSING INC	3,366.	3,934.
AXA ADS	3,441.	3,209.
BAE SYSTEMS PLC	4,310.	3,045.
BAIDU.COM - ADR	7,118.	6,027.
BANCO BRADESCO S.A. SPONS ADR	3,900.	4,085.
BANCO SANTANDER CEN	5,203.	3,427.
BANK NEW YORK MELLON CORP COM	8,548.	8,990.
BANK OF AMER CORP SER G PFD CL	70,698.	72,679.
BASF AG SPONS ADR	4,318.	3,166.
BB&T CP	7,969.	8,664.
BECTON DICKINSON & CO	15,415.	38,980.
BHP BILLITON SP ADR	4,771.	5,613.
BIO RAD LABS INC CL A	1,066.	2,322.
BLACK KNIGHT, INC	2,549.	3,289.
BLACKROCK FUNDS II, STRATEGIC	445,663.	418,375.
BOEING CO	8,490.	8,063.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BOOKING HOLDINGS INC	14,727.	27,559.
BORG WARNER INC	2,301.	2,154.
BOSTON PPTYS INC	1,590.	1,801.
BRAMBLES LTD UNSP AD	4,100.	3,667.
BRISTOL-MYERS SQUIBB CO	10,053.	9,045.
BRITISH AMERICAN TOBACCO PLC	11,863.	6,499.
BROADCOM INC	5,187.	7,120.
CABOT CP	1,768.	1,589.
CALRSBERG AS SP ADR REP B	6,039.	7,693.
CANADA GOOSE HOLDINGS INC	6,568.	4,285.
CANADIAN NATL RAILWAY CO	1,815.	3,261.
CARDINAL HEALTH INC	13,444.	8,742.
CBRE GROUP	2,063.	3,524.
CDK GLOBAL INC	3,622.	11,012.
CENTENE CORP	2,418.	4,151.
CENTRAL GARDEN & PET CO	2,555.	2,033.
CGI INC CAD	4,169.	5,874.
CHARLES SCHWAB CORP	8,365.	9,967.
CHEVRON CORP	28,141.	30,244.
CHUBB LIMITED	6,588.	6,459.
CIGNA CORPORATION	8,583.	9,496.
CISCO SYSTEMS INC	24,885.	51,216.
CITIGROUP INC	7,397.	6,924.
CK HUTCHISON HLDGS	2,606.	1,915.
COGNEX CORPORATION	7,816.	6,303.
COMCAST CORP	45,497.	43,686.
COMPAGNIE FINANCIERE RICHEMONT	3,857.	3,341.
COMPASS GROUP PLC ADR	3,707.	4,828.
CONOCOPHILLIPS	8,191.	8,542.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COSTAR GROUP, INC	1,695.	3,373.
COSTCO WHOLESALE CORPORATION	28,074.	39,316.
CRITEO SA	2,040.	1,795.
CROWN CASTLE INTL	16,007.	21,726.
CSL LTD	863.	1,553.
CSX CORP	1,509.	3,914.
CTRIIP.COM INTERNATIONAL LTD	10,488.	6,981.
CVS CAREMARK CORP	10,209.	8,583.
D R HORTON	1,157.	2,738.
DAIMLER AG ADR	4,758.	3,212.
DANAHER CORP	3,176.	4,847.
DARDEN RESTAURANTS INC	1,107.	2,596.
DBS GROUP HLDGS SPON ADR	2,487.	3,625.
DEERE CO	9,628.	17,602.
DERMIRA INC	2,025.	1,402.
DEUTSCHE BOERSE ADR	5,885.	6,430.
DEUTSCHE POST AG	7,281.	5,220.
DIGITAL RLTY TR INC	13,340.	24,507.
DNB NOR ASA SPONSOR ADR	3,331.	3,806.
DOLLAR TREE INC	9,877.	10,748.
DOWDUPONT INC	31,972.	42,356.
DUKE ENERGY CO	7,134.	7,422.
DUN & BRADSTREET CORP	32,234.	32,259.
DXC TECHNOLOGY COMPANY	3,033.	2,233.
E.ON AG SPON ADR REP 1/3 ORD N	3,577.	4,165.
EASTMAN CHEMICAL CO	1,075.	1,608.
EATON CORP PLC	5,882.	5,355.
EATON VANCE CORP COM	1,062.	1,266.
EDISON INTL	9,161.	8,572.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EDWARDS LIFESCIENCES	4,477.	7,352.
ELECTRONIC ARTS	5,332.	3,709.
ELI LILLY & CO	3,173.	3,356.
ENGIE	4,140.	3,838.
EOG RESOURCES INC	2,052.	2,616.
EQUITY RESIDENTIAL PTYS TR	10,116.	10,694.
ESSILOR INTL ADR	6,302.	6,695.
EXACT SCIENCES CORPORATION	6,262.	5,300.
EXPEDIA INC	3,826.	3,717.
FACEBOOK INC	15,799.	12,978.
FANUC LIMITED UNSPONSORED	9,717.	8,012.
FERRARI NV	5,297.	4,375.
FIDELITY NATIONAL INFORMATION	7,382.	10,255.
FIRSTCASH INC	981.	2,677.
FISERV INC	8,506.	10,730.
FOMENTO ECONOMICO MEXICANO	5,054.	5,335.
FORTIVE CORPORATION	3,329.	3,857.
GATX CORP INC	1,568.	2,762.
GEA GROUP AG ADR	3,286.	1,852.
GENERAL MILLS INC	4,611.	3,466.
GLOBAL PAYMENTS INC	880.	3,713.
GODADDY INC	781.	853.
GOLDMAN SACHS GROUP	8,261.	6,849.
GOLDMAN SACHS PFD SER D - 4.00	88,248.	70,000.
GROUPE DANONE ADS	4,194.	3,705.
HALLIBURTON COMPANY	9,435.	6,486.
HEXCEL CP DELAWARE	1,214.	2,695.
HOLOGIC, INC	3,238.	3,165.
HONEYWELL INTL	7,577.	9,909.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HORACE MANN EDUCATOR	1,394.	1,798.
HOULIHAN LOKEY INC	2,390.	1,840.
HOYA CORP SPONS ADR	5,467.	5,534.
HSBC HOLDINGS PLC	3,361.	3,618.
HUNTINGTON INGALLS INDUSTRIES	1,278.	3,426.
IDEXX CORP	6,495.	6,883.
ILLINOIS TOOL WORKS	2,714.	3,294.
ILLUMINA INC COM	9,671.	16,496.
INDUSTRIA DE DISENO	3,991.	3,254.
INFORMA PLC SPONSORED ADR	3,544.	3,339.
ING GROUP N V SPONSORED ADR	5,221.	3,369.
INGERSOL-RAND PLC	4,892.	5,018.
INTEL CORP	7,803.	10,090.
INTERCONTINENTAL EXCHANGE, INC	8,037.	9,642.
INTESA SANPAOLO SPA	6,869.	6,187.
INTL CONSOLIDATED AIRLINES GRO	1,824.	1,683.
INTUIT	4,738.	6,693.
INTUITIVE SURGICAL	5,308.	4,789.
JAPAN TOB INC	1,755.	1,257.
JETBLUE AIRWAYS CORP	2,966.	2,136.
JOHNSON & JOHNSON	37,402.	57,556.
JOHNSON CONTROLS INTERNATIONAL	5,948.	4,566.
JP MORGAN CHASE	27,147.	46,565.
JULIUS BAER GROUP LTD	5,989.	4,794.
KAO CORP	1,557.	2,518.
KASIKORNBANK PUB CO LTD ADR CM	2,806.	2,201.
KEYCORP	1,206.	2,143.
KIMBERLY CLARK CORP	4,529.	4,672.
KONINKLIJKE DSM NV ADR	2,084.	3,221.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
KUBOTA CORPORATION	3,979.	3,523.
L3 TECHNOLOGIES, INC	12,816.	32,822.
LABORATORY CORP AMER HLDGS	27,062.	31,590.
LAS VEGAS SANDS CORP	3,873.	3,487.
LEAR CORP	2,914.	2,580.
LENNAR CORP	20,340.	18,909.
LINDE PLC COM	5,899.	5,617.
LLOYDS BANKING GROUP PLC	4,882.	3,400.
LOCKHEED MARTIN CORP	4,868.	3,928.
LOWES COMPANIES INC	14,497.	15,794.
LYONDELLBASELL INDUSTRIES NV	21,978.	20,790.
MARATHON OIL CORP COM	8,290.	6,338.
MARSH AND MCLENNAN COMPANIES I	6,931.	9,969.
MASTERCARD INC	4,574.	9,621.
MCKESSON CORP	3,507.	2,541.
MEDICAL PROPERTIES TRUST, INC	1,747.	2,316.
MEDIOBANCA SPA	4,241.	3,371.
MEDTRONIC PLC	6,680.	8,004.
MERCADOLIBRE, INC	5,990.	6,443.
MERCK & CO INC	7,992.	11,232.
METLIFE INC	1,837.	2,176.
MICROSOFT CORP	18,234.	23,971.
MONDELEZ INTERNATIONAL INC	13,837.	12,770.
MONOLITHIC POWER SYSTEMS, INC	660.	3,604.
MOODYS CORP	5,471.	6,442.
MOOG INC CL A	1,266.	2,169.
MSCI INC	6,045.	5,897.
MURATA MFG INC UNSP/ADR	3,728.	3,367.
NASDAQ OMX GROUP	1,847.	3,589.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NESTLE S.A	4,873.	5,748.
NETFLIX INC	5,480.	6,156.
NEW ORIENTAL ED & TECHNOLOGY G	10,034.	7,564.
NEWFIELD EXPLORATION CO	1,758.	850.
NIKE INC-CL B	15,528.	19,128.
NORDEA BANK ABP	4,252.	3,289.
NORFOLK SOUTHERN CORP	17,816.	32,600.
NORTHROP GRUMMAN CORP	19,143.	16,898.
NOVARTIS AG ADR	4,612.	4,977.
NUTRIEN LTD	4,572.	3,901.
NVIDIA CORP	16,825.	44,856.
NXP SEMICONDUCTORS	3,511.	3,444.
OCCIDENTAL PETROLEUM CORP	9,052.	7,488.
ON SEMICONDUCTOR	1,738.	3,550.
OPEN TEXT CORP	3,880.	3,716.
ORACLE CORP	7,927.	8,985.
ORANGE	4,044.	3,837.
OTSUKA HOLDINGS CO	3,223.	3,680.
PADDY POWER BETFAI	4,292.	3,298.
PAGSEGURO DIGITAL LTD.	4,229.	2,828.
PAYPAL HOLDINGS, INC	17,510.	19,257.
PENN NATIONAL GAMING	2,014.	1,921.
PEPSICO INC	26,177.	47,396.
PERNOD-RECARD SA	3,554.	4,125.
PFIZER INC	13,908.	18,464.
PHILIP MORRIS INTL	15,150.	12,284.
PIONEER NAT RES CO	6,298.	4,472.
PNC FINANCIAL GROUP INC	4,714.	5,846.
PPG INDUSTRIES INC	7,647.	7,769.

FORM 990PF, PART II - CORPORATE STOCK.ATTACHMENT 6 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PT BK MANDIR PRS UNSP/ADR	3,563.	4,489.
QUEST DIAGNOSTICS	6,508.	7,994.
QUINSTREET, INC.	1,992.	2,061.
RAYMOND JAMES FINANCIAL INC	1,383.	2,679.
RAYTHEON CO	11,309.	12,728.
RECKITT BENCKISER GROUP	4,753.	3,888.
REINSURANCE GROUP AMER INC	1,354.	3,085.
RELX PLC	3,575.	4,268.
REPSOL YPF S A ADR	6,219.	5,162.
REPUBLIC SVCS INC	1,224.	2,884.
ROCHE HOLDING LTD ADR	8,064.	8,143.
ROYAL DUTCH SHELL PLC SPONS ADR	3,255.	2,697.
ROYAL DUTCH SHELL CL A	2,909.	3,321.
RPC INC	1,598.	642.
RYDER SYSTEM	2,010.	1,445.
SALESFORCE.COM	13,567.	24,107.
SAP AKTIENGESSELL ADS	9,442.	9,855.
SBA COMMUNICATIONS CORP	3,326.	5,666.
SCHLUMBERGER LTD	46,832.	21,540.
SCHNEIDER ELEC UNSP/ADR	5,252.	5,124.
SCOTTS CO. CLASS A	1,339.	1,537.
SECOM CO LTD ADR OTC	3,232.	3,957.
SERVICE NOW	4,096.	11,751.
SEVEN & I HOLDINGS C	4,265.	4,574.
SHERWIN-WILLIAMS CO	2,775.	3,541.
SMITH & NEPHEW PLC ADR	4,394.	4,673.
SNAP ON INC	1,619.	3,632.
SONOCO PRODUCTS COMPANY	1,206.	1,860.
SPLUNK INC	5,460.	9,227.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SQUARE INC	9,754.	7,684.
STATE STREET CORPORATION	7,038.	5,298.
STERICYCLE INC	2,514.	1,358.
STERLING BANCORP (N.Y.)	1,043.	1,535.
STRYKER CORPORATION	4,638.	4,232.
SUMITOMO MITSUI FINCL GRP	4,108.	3,470.
SUNCOR ENERGY INC	3,487.	2,685.
TAIWAN SEMICONDUCTOR MFG CO LT	2,653.	4,835.
TARGET CORPORATION	35,373.	30,600.
TECHNIPFMC PLC	4,229.	2,878.
TELEDYNE TECH INC	1,287.	3,520.
TEXAS INSTRUMENTS INC	4,520.	6,143.
THERMO FISHER SCIENTIFIC INC	5,778.	9,399.
TJX COMPANIES INC	1,638.	4,474.
TORAY INDUSTRIES INC	5,153.	3,634.
TOTAL FINA ELF S.A	3,238.	3,444.
TRAVELERS COMPANIES INC	22,753.	40,835.
UBS AG	2,310.	1,708.
UNILEVER N V N Y	2,974.	3,981.
UNION PACIFIC	8,072.	10,091.
UNITED NATURAL FOODS, INC	2,304.	572.
UNITED OVRSEAS BK LTD ADR	5,230.	5,490.
UNITED PARCEL SERVICE	26,052.	39,012.
UNITED TECHNOLOGIES CORP	19,485.	29,388.
UNITEDHEALTH GROUP INC	14,346.	21,424.
US BANCORP	5,972.	6,489.
V F CORP	14,850.	28,536.
VANGUARD FTSE EMERGING MARKETS	34,875.	32,309.
VAREX IMAGING CORPORATION	5,158.	5,588.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VARIAN MEDICAL SYSTEMS INC	14,258.	33,993.
VEEVA SYSTEMS INC	3,384.	3,751.
VERIZON COMMUNICATIONS	8,992.	11,019.
VERTEX PHARMCTLS INC	7,254.	10,605.
VINCI SA ADR	6,593.	5,394.
VISA INC	5,806.	25,069.
VIVENDI SA	4,015.	3,478.
WASTE MANAGEMENT INC	6,424.	10,679.
WEC ENERGY GROUP, INC	1,455.	2,563.
WELLS FARGO & CO	7,723.	7,327.
WH GROUP LIMITED SPON ADR EACH	2,629.	3,348.
WOLTERS KLUWER S/ADR	3,652.	4,988.
WOLVERINE WORLDWIDE	2,774.	2,392.
WOODWARD INC	1,675.	2,526.
WORKDAY INC	1,304.	1,277.
XCEL ENERGY INC	4,400.	5,075.
XILINX INC	7,996.	9,113.
YUM CHINA HOLDINGS INC	2,406.	2,213.
ZOETIS INC	3,222.	5,475.
TOTALS	<u>2,993,530.</u>	<u>3,406,336.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AUSTRALIAN GOVT BOND - 5.750%	62,608.	47,883.
CONAGRA FOODS INC - 7.125% - 1	16,351.	14,746.
JEFFERIES GROUP INC - 6.450% -	55,252.	52,282.
NEW ZEALAND GOVT - 6.000% - 05	98,436.	93,620.
UNITED KINGDOM TREAS BONDS - 4	75,197.	70,749.
TOTALS	<u>307,844.</u>	<u>279,280.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 8

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
COMPUTER	SL		3,330			167	167
TOTALS							<u>167</u>

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)	
2,237,075.		PUBLICLY-TRADED SECURITIES 1,829,985.					407,090.	
TOTAL GAIN (LOSS)							<u>407,090.</u>	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<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>
DENIS PIERCE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES, DIR 1.00	0.	0.	0.
MARTHA V PIERCE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	SEC 1.00	0.	0.	0.
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
MCCALLA RAYMER LEIBERT PIERCE, LLC 1 N DEARBORN ST, SUITE 1200 CHICAGO, IL 60602	PHILANTHROPIC	393,842.
TOTAL COMPENSATION		<u>393,842.</u>

Part IX-A (990-PF) – Summary of Direct Charitable Activities

The Pierce Family Foundation is working to increase the efficiency and effectiveness of local public charities committed to addressing urban housing and homelessness issues by providing these charities with operational and strategic consultants, upgraded computer hardware and software, and management training

ATTACHMENT 11

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

DENIS PIERCE
MARTHA V PIERCE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
A JUST HARVEST PO BOX 608033 CHICAGO, IL 60626	N/A	PC	GENERAL & UNRESTRICTED	500
ACCESS LIVING OF METROPOLITAN CHICAGO 115 W CHICAGO AVE CHICAGO, IL 60654	N/A	PC	GENERAL & UNRESTRICTED	10,000
ADLER SCHOOL OF PROFESSIONAL PSYCHOLOGY 17 N DEARBORN ST CHICAGO, IL 60602	N/A	PC	INSTITUTE ON PUBLIC SAFETY AND SOCIAL JUSTICE	1,000
AFFINITY COMMUNITY SERVICES 2850 S WABASH AVE STE 108 CHICAGO, IL 60616	N/A	PC	GENERAL & UNRESTRICTED	500
ALAMEDA EMERGENCY FOOD PO BOX 2167 ALAMEDA, CA 94501	N/A	PC	GENERAL & UNRESTRICTED	1,000
ALBANY PARK THEATER PROJECT PO BOX 25072 CHICAGO, IL 60625	N/A	PC	GENERAL & UNRESTRICTED	500

ATTACHMENT 12

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
ALL CHICAGO MAKING HOMELESSNESS HISTORY 651 W WASHINGTON BLVD STE 504 CHICAGO, IL 60661	N/A PC		GENERAL & UNRESTRICTED	20,000
ALL CHICAGO MAKING HOMELESSNESS HISTORY 651 W WASHINGTON BLVD STE 504 CHICAGO, IL 60661	N/A PC		GENERAL OPERATING FUND	500
ALL CHICAGO MAKING HOMELESSNESS HISTORY 651 W WASHINGTON BLVD STE 504 CHICAGO, IL 60661	N/A PC		EMAIL SECURITY TRAINING PROJECT	1,100
ALLIANCE FOR THE GREAT LAKES 150 N MICHIGAN AVE CHICAGO, IL 60601	N/A PC		GENERAL & UNRESTRICTED	1,000
ART WORKS PROJECTS 625 N KINGSBURY ST CHICAGO, IL 60654	N/A PC		GENERAL & UNRESTRICTED	500
BAY EYE CHARITABLE FOUNDATION 7474 SECOR RD TRAVERSE CITY, MI 49685	N/A PC		GRACE COMMUNITY BIRTH CENTER	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
BETTY SHABAZZ INTERNATIONAL CHARTER SCHOOL 7823 S ELLIS AVE CHICAGO, IL 60619	N/A	PC	GENERAL & UNRESTRICTED	250
BETWEEN FRIENDS 2301 W HOWARD ST CHICAGO, IL 60645	N/A	PC	GENERAL & UNRESTRICTED	2,000
BEYOND EMANCIPATION 675 HEGENBERGER RD STE 100 OAKLAND, CA 94621	N/A	PC	GENERAL & UNRESTRICTED	1,000
BRIDGE COMMUNITIES INC 505 CRESCENT BLVD GLEN ELLYN, IL 60137	N/A	PC	GENERAL & UNRESTRICTED	5,000
CARA PROGRAM 237 S DESPLAINES ST CHICAGO, IL 60661	N/A	PC	GENERAL & UNRESTRICTED	1,000
CENTER FOR CHANGING LIVES 1955 N ST LOUIS AVE STE 101 CHICAGO, IL 60647	N/A	PC	GENERAL & UNRESTRICTED	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
CENTER FOR CHANGING LIVES 1955 N ST LOUIS AVE STE 101 CHICAGO, IL 60647	N/A	PC	GENERAL OPERATING FUND	500
CENTER FOR CHANGING LIVES 1955 N ST LOUIS AVE STE 101 CHICAGO, IL 60647	N/A	PC	IT RISK ASSESSMENT PROJECT	1,110
CENTER FOR CHANGING LIVES 1955 N ST LOUIS AVE STE 101 CHICAGO, IL 60647	N/A	PC	PROFESSIONAL DEVELOPMENT FUND	695
CENTER FOR CHANGING LIVES 1955 N ST LOUIS AVE STE 101 CHICAGO, IL 60647	N/A	PC	CAPACITY BUILDING FUND	5,000
CENTER FOR CHANGING LIVES 1955 N ST LOUIS AVE STE 101 CHICAGO, IL 60647	N/A	PC	NEW WEBSITE FUND	5,000
CENTER FOR CHANGING LIVES 1955 N ST LOUIS AVE STE 101 CHICAGO, IL 60647	N/A	PC	PROFESSIONAL DEVELOPMENT FUND	2,000

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR CHANGING LIVES 1955 N ST LOUIS AVE STE 101 CHICAGO, IL 60647		N/A	PC	TECHNOLOGY EXPENSES	5,000
CENTER FOR INTERNATIONAL PERFORMANCE & EXHIBITION 5555 N SHERIDAN RD APT 1107 CHICAGO, IL 60640		N/A	PC	GENERAL OPERATING AND STRATEGIC PLANNING EXPENSES	1,500
CENTER FOR VICTIMS OF TORTURE 2356 UNIVERSITY AVE W ST PAUL, MN 55114		N/A	PC	GENERAL & UNRESTRICTED	1,000
CHICAGO COALITION FOR THE HOMELESS 70 E LAKE ST STE 720 CHICAGO, IL 60601		N/A	PC	THE LAW PROJECT	10,000
CHICAGO COALITION FOR THE HOMELESS 70 E LAKE ST STE 720 CHICAGO, IL 60601		N/A	PC	BRING CHICAGO HOME PROJECT	5,000
CHICAGO COMMUNITY BOND FUND 601 S CALIFORNIA AVE CHICAGO, IL 60612		N/A	PC	GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHICAGO FAIR TRADE 637 S DEARBORN ST 3RD FL CHICAGO, IL 60605	N/A PC		GENERAL & UNRESTRICTED	1,000
CHICAGO FOUNDATION FOR WOMEN 140 S DEARBORN ST STE 400 CHICAGO, IL 60603	N/A PC		GENERAL & UNRESTRICTED	10,000
CHICAGO HOUSE AND SOCIAL SERVICE AGENCY 1925 N CLYBOURN AVE STE 401 CHICAGO, IL 60614	N/A PC		GENERAL & UNRESTRICTED	20,000
CHICAGO HOUSE AND SOCIAL SERVICE AGENCY 1925 N CLYBOURN AVE STE 401 CHICAGO, IL 60614	N/A PC		GENERAL OPERATING FUND	500
CHICAGO JAZZ PHILHARMONIC 1111 N WELLS ST STE 501 CHICAGO, IL 60610	N/A PC		GENERAL & UNRESTRICTED	500
CHICAGO LAWYERS CMTE FOR CIVIL RIGHTS UNDER LAW 100 N LASALLE ST STE 600 CHICAGO, IL 60606	N/A PC		COMMUNITY LAW PROJECT	2,500

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CHICAGO RELIGIOUS LEADERSHIP NETWORK LATIN AMERICA 4750 N SHERIDAN RD STE 429 CHICAGO, IL 60640	N/A	PC	GENERAL & UNRESTRICTED	20,000
CHICAGO RELIGIOUS LEADERSHIP NETWORK LATIN AMERICA 4750 N SHERIDAN RD STE 429 CHICAGO, IL 60640	N/A	PC	GENERAL OPERATING FUND	500
CHICAGO VIDEO PROJECT 733 ASBURY AVE EVANSTON, IL 60202	N/A	PC	CONTRACT BUYERS LEAGUE RESEARCH ACTION PROJECT	5,000
CHICAGO WOMEN IN PHILANTHROPY 4210 W IRVING PARK RD CHICAGO, IL 60641	N/A	PC	CHARITABLE EVENT	1,500
CITY LIT THEATRE COMPANY 1020 W BRYN MAWR AVE CHICAGO, IL 60660	N/A	PC	GENERAL & UNRESTRICTED	500
CLARETIAN ASSOCIATES INC 9108 S BRANDON AVE CHICAGO, IL 60617	N/A	PC	GENERAL & UNRESTRICTED	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR *, AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
COALITION FOR EQUITABLE COMMUNITY DEVELOPMENT NFP 1525 E 53RD ST STE 902 CHICAGO, IL 60615	N/A	PC	GENERAL & UNRESTRICTED	500
COMMON HOPE INC 1400 ENERGY PARK DR, STE 23 SAINT PAUL, MN 55108	N/A	PC	GENERAL & UNRESTRICTED	500
CONNECTIONS FOR THE HOMELESS INC 2121 DEWEY AVE EVANSTON, IL 60201	N/A	PC	GENERAL & UNRESTRICTED	1,000
CONNECTIONS FOR THE HOMELESS INC 2121 DEWEY AVE EVANSTON, IL 60201	N/A	PC	GENERAL OPERATING FUND	10,000
CONNECTIONS FOR THE HOMELESS INC 2121 DEWEY AVE EVANSTON, IL 60201	N/A	PC	HILDA'S PLACE	1,000
COVENANT HOUSE ILLINOIS INC 5 PENN PLZ FL 3 NEW YORK, NY 10001	N/A	PC	HOMEWORKS PROJECT (SMART BOARD TECHNOLOGY)	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CROSSHATCH CENTER FOR ART AND ECOLOGY PO BOX 929 BELLAIRE, MI 49615	N/A	PC	GENERAL & UNRESTRICTED	1,000
CROSSROADS FUND 3411 W DIVERSEY AVE STE 20 CHICAGO, IL 60647	N/A	PC	CHARITABLE EVENT	2,500
CROSSROADS FUND 3411 W DIVERSEY AVE STE 20 CHICAGO, IL 60647	N/A	PC	CHICAGO YOUTH STORAGE INITIATIVE	10,000
DEBORAH'S PLACE 2822 W JACKSON BLVD CHICAGO, IL 60612	N/A	PC	GENERAL & UNRESTRICTED	10,000
DEBORAH'S PLACE 2822 W JACKSON BLVD CHICAGO, IL 60612	N/A	PC	GENERAL OPERATING FUND	500
DISABILITY NETWORK NORTHERN MICHIGAN 415 E 8TH ST TRAVERSE CITY, MI 49686	N/A	PC	GENERAL OPERATING FUND	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS			RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FACING FORWARD TO END HOMELESSNESS 642 N KEDZIE AVE CHICAGO, IL 60612	N/A	PC			GENERAL OPERATING FUND	500
FACING FORWARD TO END HOMELESSNESS 642 N KEDZIE AVE CHICAGO, IL 60612	N/A	PC			GENERAL OPERATING FUND	25,000
FACING FORWARD TO END HOMELESSNESS 642 N KEDZIE AVE CHICAGO, IL 60612	N/A	PC			CHARITABLE EVENT	2,000
FACING FORWARD TO END HOMELESSNESS 642 N KEDZIE AVE CHICAGO, IL 60612	N/A	PC			FUNDRAISING CONSULTING FUND	5,000
FACING FORWARD TO END HOMELESSNESS 642 N KEDZIE AVE CHICAGO, IL 60612	N/A	PC			PROFESSIONAL DEVELOPMENT	2,000
FACING FORWARD TO END HOMELESSNESS 642 N KEDZIE AVE CHICAGO, IL 60612	N/A	PC			TECHNOLOGY EXPENSES	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
FATHERS FAMILIES HEALTHY COMMUNITIES 3901 S STATE ST 2ND FL CHICAGO, IL 60609	N/A PC		GENERAL & UNRESTRICTED	500
FCNL EDUCATION FUND 245 2ND ST NE WASHINGTON, DC 20002	N/A PC		GENERAL & UNRESTRICTED	3,000
FOR LOVE OF WATER 153 1/2 E FRONT ST STE 203C TRAVERSE CITY, MI 49684	N/A PC		GENERAL & UNRESTRICTED	5,000
FOREFRONT 208 S LA SALLE ST STE 1540 CHICAGO, IL 60604	N/A PC		MISSION SUSTAINABILITY INITIATIVE	10,000
FOREFRONT 208 S LA SALLE ST STE 1540 CHICAGO, IL 60604	N/A PC		PEER SKILL SHARE	17,500
FOREFRONT 208 S LA SALLE ST STE 1540 CHICAGO, IL 60604	N/A PC		CHICAGO AFRICAN AMERICANS IN PHILANTHROPY PROJECT	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
FRIENDS OF THE CHILDREN - NATIONAL OFFICE 44 NE MORRIS ST PORTLAND, OR 97212	N/A	PC	CHICAGO CHAPTER	500
FUNDERS TOGETHER TO END HOMELESSNESS INC 89 S ST STE 803 BOSTON, MA 02111	N/A	PC	GENERAL & UNRESTRICTED	1,000
GARFIELD PARK COMMUNITY COUNCIL 300 N CENTRAL PARK AVE CHICAGO, IL 60624	N/A	PC	GENERAL & UNRESTRICTED	5,000
GARFIELD PARK COMMUNITY COUNCIL 300 N CENTRAL PARK AVE CHICAGO, IL 60624	N/A	PC	IT SUPPORT	5,000
GARFIELD PARK COMMUNITY COUNCIL 300 N CENTRAL PARK AVE CHICAGO, IL 60624	N/A	PC	CAPACITY BUILDING PROJECT	5,000
GOLDIES PLACE 5705 N LINCOLN AVE CHICAGO, IL 60659	N/A	PC	GENERAL & UNRESTRICTED	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
GOLDIES PLACE 5705 N LINCOLN AVE CHICAGO, IL 60659	N/A	PC	GENERAL OPERATING FUND	500
GOOD NEWS PARTNERS 1600 W JONQUIL TERRACE CHICAGO, IL 60626	N/A	PC	GENERAL & UNRESTRICTED	10,000
GOOD NEWS PARTNERS 1600 W JONQUIL TERRACE CHICAGO, IL 60626	N/A	PC	GENERAL OPERATING FUND	500
GOODWILL INDUSTRIES OF NORTHERN MICHIGAN INC 2279 S AIRPORT RD W TRAVERSE CITY, MI 49684	N/A	PC	FOOD RESCUE PROJECT	2,000
GROUNDWORK CENTER FOR RESILIENT COMMUNITIES INC 148 E FRONT ST STE 301 TRAVERSE CITY, MI 49684	N/A	PC	GENERAL & UNRESTRICTED	15,000
GROWING HOME INC 2732 N CLARK CHICAGO, IL 60614	N/A	PC	GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HARMONY HOPE & HEALING 703 W MONROE ST CHICAGO, IL 60661		N/A PC		GENERAL & UNRESTRICTED	2,500
HEALTH AND MEDICINE POLICY RESEARCH GROUP 29 E MADISON ST STE 602 CHICAGO, IL 60602		N/A PC		CHICAGOLAND EQUITY NETWORK FUND	2,500
HEARTLAND ALLIANCE FOR HUMAN NEEDS & HUMAN RIGHTS 208 S LASALLE ST STE 1300 CHICAGO, IL 60604		N/A PC		GENERAL & UNRESTRICTED	3,000
HELPHOPELIVE INC 2 RADNOR CORPORATE CTR STE 100, 100 RADNOR, PA 19087		N/A PC		GENERAL & UNRESTRICTED	1,000
HORNOR PARK ADVISORY COUNCIL 2741 W MONTROSE AVE CHICAGO, IL 60618		N/A PC		GENERAL & UNRESTRICTED	500
HOUSE THEATRE OF CHICAGO 4611 N RAVENSWOOD AVE STE 206 CHICAGO, IL 60640		N/A PC		GENERAL & UNRESTRICTED	500

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSING ACTION ILLINOIS 11 E ADAMS ST STE 1601 CHICAGO, IL 60603	N/A PC		GENERAL & UNRESTRICTED	5,000
HOUSING OPES & MAINTENANCE FOR THE ELDERLY 1419 W CARROLL AVE STE 2 CHICAGO, IL 60607	N/A PC		GENERAL & UNRESTRICTED	5,000
HOUSING OPES & MAINTENANCE FOR THE ELDERLY 1419 W CARROLL AVE STE 2 CHICAGO, IL 60607	N/A PC		CLIENT MANAGEMENT DATABASE	4,690
HOUSING OPES & MAINTENANCE FOR THE ELDERLY 1419 W CARROLL AVE STE 2 CHICAGO, IL 60607	N/A PC		CLIENT MANAGEMENT DATABASE	5,310
HOUSING OPPORTUNITIES FOR WOMEN INC 1607 W HOWARD ST, 2ND FL CHICAGO, IL 60626	N/A PC		GENERAL & UNRESTRICTED	11,000
HOUSING OPPORTUNITIES FOR WOMEN INC 1607 W HOWARD ST, 2ND FL CHICAGO, IL 60626	N/A PC		GENERAL OPERATING FUND	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HUMAN NATURE SCHOOL 1200 W 11TH ST TRAVERSE CITY, MI 49684	N/A PC	GENERAL & UNRESTRICTED	1,000
HUMAN RIGHTS FIRST 75 BROAD ST 31ST FL NEW YORK, NY 10004	N/A PC	GENERAL & UNRESTRICTED	500
INSPIRATION CORPORATION 4554 N BROADWAY ST STE 207 CHICAGO, IL 60640	N/A PC	GENERAL & UNRESTRICTED	5,000
INTERFAITH COMMITTEE FOR DETAINED IMMIGRANTS 10024 S CENTRAL PARK AVE CHICAGO, IL 60655	N/A PC	CHARITABLE EVENT	5,000
INVISIBLE PEOPLE 7119 W SUNSET BLVD LOS ANGELES, CA 90046	N/A PC	GENERAL & UNRESTRICTED	5,000
JAMES B MORAN CENTER FOR YOUTH ADVOCACY 1123 EMERSON ST, STE 203 EVANSTON, IL 60201	N/A PC	GENERAL & UNRESTRICTED	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KAN-WIN 1440 RENAISSANCE DR STE 460 PARK RIDGE, IL 60068	N/A PC		GENERAL & UNRESTRICTED	500
KARTEMQUIN EDUCATIONAL FILMS 1901 W WELLINGTON AVE CHICAGO, IL 60657	N/A PC		LADY PARTS JUSTICE PROJECT	5,000
KENWOOD-OAKLAND COMMUNITY ORGANIZATION 4242 S COTTAGE GROVE AVE CHICAGO, IL 60653	N/A PC		GENERAL & UNRESTRICTED	500
KENWOOD-OAKLAND COMMUNITY ORGANIZATION 4242 S COTTAGE GROVE AVE CHICAGO, IL 60653	N/A PC		LIFT THE BAN COALITION PROJECT	5,000
LA CASA NORTE 3533 W N AVE CHICAGO, IL 60647	N/A PC		GENERAL & UNRESTRICTED	13,000
LA CASA NORTE 3533 W N AVE CHICAGO, IL 60647	N/A PC		GENERAL OPERATING FUND	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LATIN AMERICA WORKING GROUP EDUCATION FUND 2029 P ST NW STE 301 WASHINGTON, DC 20036		N/A	PC	GENERAL & UNRESTRICTED	10,000
LATINO POLICY FORUM 180 N MICHIGAN AVE STE 1250 CHICAGO, IL 60601		N/A	PC	CHARITABLE EVENT	1,000
LITTLE BLACK PEARL WORKSHOP 1060 E 47TH ST CHICAGO, IL 60653		N/A	PC	GENERAL & UNRESTRICTED	1,000
LITTLE SISTERS OF THE POOR CHICAGO INC 2325 N LAKEWOOD AVE CHICAGO, IL 60614		N/A	PC	ST MARY'S HOME	500
LYTE COLLECTIVE 2333 N KILDARE AVE CHICAGO, IL 60639		N/A	PC	GENERAL & UNRESTRICTED	50,000
MARGARETS VILLAGE 7315 S YALE AVE CHICAGO, IL 60621		N/A	PC	GENERAL & UNRESTRICTED	11,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARGARETS VILLAGE 7315 S YALE AVE CHICAGO, IL 60621		N/A PC		GENERAL OPERATING FUND	500
MARY CRANE LEAGUE 4006 W LAKE ST CHICAGO, IL 60624		N/A PC		GENERAL & UNRESTRICTED	500
MATTHEW HOUSE PO BOX 53326 CHICAGO, IL 60653		N/A PC		GENERAL & UNRESTRICTED	20,000
MATTHEW HOUSE PO BOX 53326 CHICAGO, IL 60653		N/A PC		GENERAL OPERATING FUND	500
METROPOLITAN FAMILY SERVICES ONE N DEARBORN ST STE 1000 CHICAGO, IL 60602		N/A PC		PRESIDENT'S SUMMER FELLOWSHIP PROJECT	7,500
METROPOLITAN PLANNING COUNCIL 140 S DEARBORN ST STE 1400 CHICAGO, IL 60603		N/A PC		CHARITABLE EVENT	1,000

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)			
RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
METROPOLITAN PLANNING COUNCIL 140 S DEARBORN ST STE 1400 CHICAGO, IL 60603	N/A PC	RACIAL EQUITY AND STORMWATER PROJECTS	1,500
METROPOLITAN TENANTS ORGANIZATION 1727 S INDIANA AVE CHICAGO, IL 60616	N/A PC	GENERAL & UNRESTRICTED	5,000
MICHIGAN ENVIRONMENTAL COUNCIL 602 W IONIA ST LANSING, MI 48933	N/A PC	MICAN PROJECT	5,000
MOTHER HEALTH INTERNATIONAL INCORPORATED 8004 TREVOR PL VIENNA, VA 22182	N/A PC	GENERAL & UNRESTRICTED	500
MOTHERS DEMAND ACTION CORPORATION 11 MARLBORO ST HAMDEN, CT 06517	N/A PC	GENERAL & UNRESTRICTED	1,000
MRELIEF 321 N CLARK ST STE 2550 CHICAGO, IL 60654	N/A PC	GENERAL & UNRESTRICTED	2,500

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEAHTAWANTA RESEARCH AND EDUCATION CENTER 1308 NEAHTAWANTA RD TRAVERSE CITY, MI 49686		N/A PC		GENERAL & UNRESTRICTED	60,000
NEAHTAWANTA RESEARCH AND EDUCATION CENTER 1308 NEAHTAWANTA RD TRAVERSE CITY, MI 49686		N/A PC		SCHOLARSHIP FUND	1,000
NEIGHBORHOOD HOUSING SERVICES OF CHICAGO INC 1279 N MILWAUKEE AVE CHICAGO, IL 60622		N/A PC		GENERAL OPERATING FUND	5,000
NEIGHBORSCAPES NFP 710 ARGYLE AVE FLOSSMOOR, IL 60422		N/A PC		INNOVATION HOUSES PROJECT	2,000
NEW MOMS INC 5317 W CHICAGO AVE CHICAGO, IL 60651		N/A PC		GENERAL & UNRESTRICTED	3,000
NEW MOMS INC 5317 W CHICAGO AVE CHICAGO, IL 60651		N/A PC		GENERAL OPERATING FUND	500

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW MOMS INC 5317 W CHICAGO AVE CHICAGO, IL 60651		N/A PC		GENERAL OPERATING FUND	25,000
NEW MOMS INC 5317 W CHICAGO AVE CHICAGO, IL 60651		N/A PC		TECHNOLOGY EXPENSES	5,000
NEW MOMS INC 5317 W CHICAGO AVE CHICAGO, IL 60651		N/A PC		PROFESSIONAL DEVELOPMENT	2,000
NEW MOMS INC 5317 W CHICAGO AVE CHICAGO, IL 60651		N/A PC		TECHNOLOGY UPGRADES	5,000
NIGHT MINISTRY 4711 N RAVENSWOOD AVE CHICAGO, IL 60640		N/A PC		GENERAL & UNRESTRICTED	1,000
NIGHT MINISTRY 4711 N RAVENSWOOD AVE CHICAGO, IL 60640		N/A PC		GENERAL OPERATING FUND	500

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
NIGHT MINISTRY 4711 N RAVENSWOOD AVE CHICAGO, IL 60640	N/A	PC	THE CRIB PROGRAM	25,000
NIGHT MINISTRY 4711 N RAVENSWOOD AVE CHICAGO, IL 60640	N/A	PC	TECHNOLOGY EXPENSES	4,719
NIGHT MINISTRY 4711 N RAVENSWOOD AVE CHICAGO, IL 60640	N/A	PC	SUPPORT MOVE TO NEW FACILITY	5,000
NIGHT MINISTRY 4711 N RAVENSWOOD AVE CHICAGO, IL 60640	N/A	PC	PROFESSIONAL DEVELOPMENT	2,000
NISGUA PO BOX 70494 OAKLAND, CA 94612	N/A	PC	GENERAL & UNRESTRICTED	1,000
NON-PROFIT TECHNOLOGY ENTERPRISE NETWORK 621 SW ALDER ST STE 310 PORTLAND, OR 97205	N/A	PC	SCHOLARSHIP FUND	2,000

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
NORTH VALLEY ANIMAL DISASTER GROUP PO BOX 441 CHICO, CA 95927	N/A	PC	GENERAL & UNRESTRICTED	1,000
NORTH VALLEY COMMUNITY FOUNDATION 240 MAIN ST STE 260 CHICO, CA 95928	N/A	PC	CAMP FIRE RELIEF FUND	1,000
NORTHWEST MICHIGAN SUPPORTIVE HOUSING 3588 VETERANS DR STE 1 TRAVERSE CITY, MI 49684	N/A	PC	TRAVERSE HOUSE	1,000
NORTHWEST SIDE HOUSING CENTER 5233 W DIVERSEY AVE CHICAGO, IL 60639	N/A	PC	GENERAL & UNRESTRICTED	25,000
NORTHWEST SIDE HOUSING CENTER 5233 W DIVERSEY AVE CHICAGO, IL 60639	N/A	PC	GENERAL OPERATING FUND	500.
NORTHWEST SIDE HOUSING CENTER 5233 W DIVERSEY AVE CHICAGO, IL 60639	N/A	PC	IT SECURITY TRAINING	1,100

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTHWEST SIDE HOUSING CENTER 5233 W DIVERSEY AVE CHICAGO, IL 60639		N/A PC		PROFESSIONAL DEVELOPMENT	2,000
NORTHWEST SIDE HOUSING CENTER 5233 W DIVERSEY AVE CHICAGO, IL 60639		N/A PC		SUPPORT SPECIALIST REQUEST	5,000
NORTHWEST SIDE HOUSING CENTER 5233 W DIVERSEY AVE CHICAGO, IL 60639		N/A PC		TECHNOLOGY EXPENSES	5,000
ORGANIZATION FOR YOUTH EMPOWERMENT 3351 18TH ST NW WASHINGTON, DC 20010		N/A PC		GENERAL & UNRESTRICTED	500
ORPHANAGE OUTREACH INC 7954 W FETLOCK TRL PEORIA, AZ 85383		N/A PC		GENERAL & UNRESTRICTED	500
RAVENSWOOD COMMUNITY SERVICES INC 4550 N HERMITAGE AVE CHICAGO, IL 60640		N/A PC		SUSTAINABILITY AND CAPACITY BUILDING PROJECT	7,500

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)			
RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RENAISSANCE SOCIAL SERVICES INC 333 N OAKLEY BLVD, STE 205 CHICAGO, IL 60612	N/A PC	GENERAL & UNRESTRICTED	10,000
RESILIENCE PARTNERS NFP 58 E 26TH STRET CHICAGO, IL 60616	N/A PC	CHASING 23 YOUTH EMPOWERMENT GROUP	1,000
SAFE HUMANE PO BOX 7342 CHICAGO, IL 60680	N/A PC	GENERAL & UNRESTRICTED	500
SARAHS CIRCLE 4838 N SHERIDAN RD CHICAGO, IL 60640	N/A PC	GENERAL & UNRESTRICTED	25,000
SARAHS CIRCLE 4838 N SHERIDAN RD CHICAGO, IL 60640	N/A PC	GENERAL OPERATING FUND	500
SARAHS CIRCLE 4838 N SHERIDAN RD CHICAGO, IL 60640	N/A PC	CAPITAL CAMPAIGN FUND	50,000

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SARAHS CIRCLE 4338 N SHERIDAN RD CHICAGO, IL 60640		N/A PC		TECHNOLOGY TRAINING	1,100
SARAHS CIRCLE 4838 N SHERIDAN RD CHICAGO, IL 60640		N/A PC		PROFESSIONAL DEVELOPMENT	2,000
SARAHS CIRCLE 4338 N SHERIDAN RD CHICAGO, IL 60640		N/A PC		STRATEGIC PLANNING	3,800
SARAHS CIRCLE 4038 N SHERIDAN RD CHICAGO, IL 60640		N/A PC		TECHNOLOGY EXPENSES	5,000
SEEDS PO BOX 2454 TRAVERSE CITY, MI 49685		N/A PC		GENERAL & UNRESTRICTED	5,000
SEPHARDIC COMMUNITY SHAARE MIZRAH 2347 W TOUHY AVE # 53 CHICAGO, IL 60645		N/A PC		GENERAL & UNRESTRICTED	5,000

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SKYART NEP 3026 E 91ST ST CHICAGO, IL 60617	N/A PC		GENERAL & UNRESTRICTED	2,000
SNOW CITY ARTS FOUNDATION 1653 W CONGRESS PKWY, KIDSTON 103 CHICAGO, IL 60612	N/A PC		GENERAL & UNRESTRICTED	500
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVE MONTGOMERY, AL 36104	N/A PC		GENERAL & UNRESTRICTED	500
SPANISH COALITION FOR HOUSING 1922 N PULASKI RD CHICAGO, IL 60639	N/A PC		GENERAL & UNRESTRICTED	20,000
SPANISH COALITION FOR HOUSING 1922 N PULASKI RD CHICAGO, IL 60639	N/A PC		GENERAL OPERATING FUND	500
ST LEONARD'S MINISTRIES 2100 W WARREN BLVD CHICAGO, IL 60612	N/A PC		GENERAL OPERATING FUND	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ST LEONARD'S MINISTRIES 2100 W WARREN BLVD CHICAGO, IL 60612	N/A	PC	DATA EVALUATION AND SOFTWARE UPGRADE	10,000
STORYCATCHERS THEATRE 544 W OAK ST, STE 1005 CHICAGO, IL 60610	N/A	PC	GENERAL & UNRESTRICTED	1,000
TEEN LIVING PROGRAMS INC 180 N MICHIGAN AVE STE 1900 CHICAGO, IL 60601	N/A	PC	GENERAL & UNRESTRICTED	10,000
TEEN LIVING PROGRAMS INC 180 N MICHIGAN AVE STE 1900 CHICAGO, IL 60601	N/A	PC	GENERAL OPERATING FUND	500
THE BOULEVARD OF CHICAGO INC 3456 W FRANKLIN BLVD CHICAGO, IL 60624	N/A	PC	GENERAL & UNRESTRICTED	10,000
THE BOULEVARD OF CHICAGO INC 3456 W FRANKLIN BLVD CHICAGO, IL 60624	N/A	PC	GENERAL OPERATING FUND	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
THE RENAISSANCE COLLABORATIVE INC 3757 S WABASH AVE CHICAGO, IL 60653	N/A	•	GENERAL & UNRESTRICTED	25,000
THE RENAISSANCE COLLABORATIVE INC 3757 S WABASH AVE CHICAGO, IL 60653	N/A	•	GENERAL OPERATING FUND	500
THE RENAISSANCE COLLABORATIVE INC 3757 S WABASH AVE CHICAGO, IL 60653	N/A	PC	PROFESSIONAL DEVELOPMENT	1,400
THE RENAISSANCE COLLABORATIVE INC 3757 S WABASH AVE CHICAGO, IL 60653	N/A	PC	STRATEGIC PLANNING	3,610
THE RENAISSANCE COLLABORATIVE INC 3757 S WABASH AVE CHICAGO, IL 60653	N/A	PC	TECHNOLOGY EXPENSES	3,090
THE RENAISSANCE COLLABORATIVE INC 3757 S WABASH AVE CHICAGO, IL 60653	N/A	PC	TECHNOLOGY UPGRADES	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE SIERRA CLUB FOUNDATION 50 F ST, 8TH FL WASHINGTON, DC 20001	N/A PC		MICHIGAN CHAPTER	1,000
THE VIVIAN G HARSH SOCIETY INC PO BOX 438157 CHICAGO, IL 60643	N/A PC		GENERAL & UNRESTRICTED	250
TORTURE ABOLITION AND SURVIVORS SUPPORT COALITION 4121 HAREWOOD RD NE STE B WASHINGTON, DC 20017	N/A PC		GENERAL & UNRESTRICTED	500
UNDERScore THEATER COMPANY PO BOX 408748 CHICAGO, IL 60640	N/A PC		GENERAL & UNRESTRICTED	500
UNITY PARENTING AND COUNSELING INC 600 W CERMAK RD STE 300 CHICAGO, IL 60616	N/A PC		UJIMA VILLAGE LOW THRESHOLD OVERNIGHT SHELTER	2,500
UNIVERSITY CHURCH 5655 S UNIVERSITY AVE CHICAGO, IL 60637	N/A PC		MAYA BOOK PROJECT	3,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
URBAN GATEWAYS 205 W RANDOLPH ST STE 1700 CHICAGO, IL 60606	N/A	PC	TEEN ARTS PASS	500
WITNESS FOR PEACE 1611 CONNECTICUT AVE NW STE 400 WASHINGTON, DC 20009	N/A	PC	GENERAL & UNRESTRICTED	1,000
WOMENS DAYTIME DROP-IN CENTER 2218 ACTON ST BERKELEY, CA 94702	N/A	PC	GENERAL & UNRESTRICTED	1,000
YOUTH JOB CENTER INC 1114 CHURCH ST EVANSTON, IL 60201	N/A	PC	GENERAL & UNRESTRICTED	2,500
YOUTH OUTLOOK 1828 OLD NAPERVILLE RD NAPERVILLE, IL 60563	N/A	PC	GENERAL & UNRESTRICTED	2,000
FOREFRONT 208 SOUTH LASALLE ST, STE 1540 CHICAGO, IL 60604	N/A	PC	GENERAL & UNRESTRICTED	2,023

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)							
FEECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION					AMOUNT
GRASSROOTS COLLABORATIVE 637 S DEARBORN 3RD FL CHICAGO, IL 60605	N/A PC	GENERAL & UNRESTRICTED					129
		TOTAL CONTRIBUTIONS PAID					993,376

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 13

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
CLASS ACTION LAWSUIT PROCEEDS			01	86.	
TOTALS				<u>86.</u>	