

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2011

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011, or tax year beginning _____, **2011, and ending** _____

Name of foundation
Stuart Family Foundation

Number and street (or P O box number if mail is not delivered to street address) Room/suite
150 Field Drive Suite 100

City or town State ZIP code
Lake Forest IL 60045

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method Cash Accrual
 Other (specify) _____
\$ 9,543,075. (Part I, column (d) must be on cash basis)

A Employer identification number
36-3422731

B Telephone number (see the instructions)
(847) 295-7100

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)	5,005,617.			
2	Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	248.	248.		
4	Dividends and interest from securities	206,697.	206,697.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	2,251,475.			
b	Gross sales price for all assets on line 6a	2,526,482.			
7	Capital gain net income (from Part IV, line 2)		2,251,475.		
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/(loss) (att sch)				
11	Other income (attach schedule) Class Action lawsuit proceeds	109.	109.		
12	Total. Add lines 1 through 11	7,464,146.	2,458,529.		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch)				
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	46,317.	1,317.		
19	Depreciation (attach sch) and depletion	366.			
20	Occupancy				
21	Travel, conferences, and meetings	37,875.			37,875.
22	Printing and publications	898.			898.
23	Other expenses (attach schedule) See Line 23 Stmt	298,773.	12,121.		286,382.
24	Total operating and administrative expenses. Add lines 13 through 23	384,229.	13,438.		325,155.
25	Contributions, gifts, grants paid	2,333,305.			2,333,305.
26	Total expenses and disbursements. Add lines 24 and 25	2,717,534.	13,438.		2,658,460.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	4,746,612.			
b	Net investment income (if negative, enter -0-)		2,445,091.		
c	Adjusted net income (if negative, enter -0-)				

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ADMINISTRATIVE AND OPERATING EXPENSES

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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			
A S S E T S	1	Cash – non-interest-bearing					
	2	Savings and temporary cash investments		189,989.	34,865.	34,865.	
	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 sch)					
		Less allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges			150,000.	150,000.	
	10a	Investments – U S and state government obligations (attach schedule)					
		b Investments – corporate stock (attach schedule) L-10b Stmt			3,240,588.	3,265,858.	9,357,046.
		c Investments – corporate bonds (attach schedule)					
	11	Investments – land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)						
12	Investments – mortgage loans						
13	Investments – other (attach schedule) L-13 Stmt			270,401.	0.	0.	
14	Land, buildings, and equipment basis		9,373.				
	Less accumulated depreciation (attach schedule)		8,209.	248.	1,164.	1,164.	
15	Other assets (describe)						
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)			3,701,226.	3,451,887.	9,543,075.	
L I A B I L I T I E S	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)					
N E U T R A L A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, building, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds			3,701,226.	3,451,887.	
30	Total net assets or fund balances (see instructions)			3,701,226.	3,451,887.		
31	Total liabilities and net assets/fund balances (see instructions)			3,701,226.	3,451,887.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,701,226.
2	Enter amount from Part I, line 27a	2	4,746,612.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	8,447,838.
5	Decreases not included in line 2 (itemize) Fair market value in excess of tax basis of stock contributed	5	4,995,951.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,451,887.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See schedule attached			
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) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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	2,251,475.
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 does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	2,763,170.	8,303,759.	0.332761
2009	2,961,827.	7,319,054.	0.404673
2008	4,682,694.	12,365,319.	0.378696
2007	4,415,035.	17,546,669.	0.251617
2006	3,327,798.	18,851,967.	0.176523

2 Total of line 1, column (d)	2	1.544270
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.308854
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,098,931.
5 Multiply line 4 by line 3	5	2,810,241.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	24,451.
7 Add lines 5 and 6	7	2,834,692.
8 Enter qualifying distributions from Part XII, line 4	8	2,658,460.

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

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

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	48,902.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	48,902.
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	48,902.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	46,197.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	20,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	66,197.	
8 Enter any penalty for underpayment of estimated tax Check here <input 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	17,295.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 17,295. Refunded <input type="checkbox"/>	11		

Part VII A Statements Regarding Activities

	Yes	No
1 a 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 definition)? <i>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</i>		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) IL - Illinois		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

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 ▶ Teresa Acuna Telephone no ▶ (847) 735-7089 Located at ▶ 150 Field Dr., Suite 100, Lake Forest, IL ZIP + 4 ▶ 60045			
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 2011, 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 Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶		Yes	No 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 type="checkbox"/> Yes <input checked="" 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 ▶ <input type="checkbox"/>	1b	NA
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2b	NA
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2011 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 2011)	3b	NA
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 2011?	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

(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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b	NA	
6b		X
7b	NA	

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
Robert D. Stuart, Jr. 150 Field Dr., Suite 100 Lake Forest, IL 60045	Director, President Minimal	0.	0.	0.
Alexander D. Stuart 150 Field Dr., Suite 100 Lake Forest, IL 60045	Director, V.P. Minimal	0.	0.	0.
Marian S. Pillsbury 150 Field Dr., Suite 100 Lake Forest, IL 60045	Director, V.P. Minimal	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		6,977.	209.	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				
0				
0				
0				
0				

Total number of other employees paid over \$50,000 None

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
None		
Total number of others receiving over \$50,000 for professional services		None

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

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	0.
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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	8,720,329.
b Average of monthly cash balances	1b	516,124.
c Fair market value of all other assets (see instructions)	1c	1,040.
d Total (add lines 1a, b, and c)	1d	9,237,493.
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	9,237,493.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	138,562.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,098,931.
6 Minimum investment return. Enter 5% of line 5	6	454,947.

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	454,947.
2a Tax on investment income for 2011 from Part VI, line 5	2a	48,902.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	48,902.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	406,045.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	406,045.
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	406,045.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	2,658,460.
b Program-related investments – total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,658,460.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,658,460.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				406,045.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			0.	
b Total for prior years: 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2011.				
a From 2006	2,446,716.			
b From 2007	3,595,706.			
c From 2008	4,110,684.			
d From 2009	2,596,990.			
e From 2010	2,351,932.			
f Total of lines 3a through e	15,102,028.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,658,460.				
a Applied to 2010, 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 2011 distributable amount				406,045.
e Remaining amount distributed out of corpus	2,252,415.			
5 Excess distributions carryover applied to 2011 (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	17,354,443.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	2,446,716.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	14,907,727.			
10 Analysis of line 9				
a Excess from 2007	3,595,706.			
b Excess from 2008	4,110,684.			
c Excess from 2009	2,596,990.			
d Excess from 2010	2,351,932.			
e Excess from 2011	2,252,415.			

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

N/A

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 2011, 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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 organization had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

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
None

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

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

a The name, address, and telephone number of the person to whom applications should be addressed
N/A

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

c Any submission deadlines
N/A

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

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)				
<i>a Paid during the year</i>				
See Schedule Attached				

During the 2011 calendar year, the Stuart Family Foundation contributed \$ 2,333,305 to the organizations listed on the attached schedule, each of which was organized and is operated exclusively for religious, educational or charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. No donee is related to the Stuart Family Foundation or to any Foundation manager or contributor.

Total			▶ 3a	2,333,305.
<i>b Approved for future payment</i>				
Nature Conservancy in Wyoming 258 Main Street Lander WY 82520		Public	General Support Pledge	2,000.
America Abroad Media 1020 19th Street NW, #650 Washington DC 20036		Public	General Support Pledge	150,000.
Total			▶ 3b	152,000.

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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

b Other transactions.

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

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

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

b If 'Yes,' complete the following schedule

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

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: Albert [Signature] Date: 11/6/12 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	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name	Firm's EIN			
Firm's address	Phone no			

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2011

Name of the organization

Stuart Family Foundation

Employer identification number

36-3422731

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 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 foundation

Check 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, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- For a section 501(c)(3) organization 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), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not 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 Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

Stuart Family Foundation

36-3422731

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Robert D. Stuart, Jr. ----- 150 Field Drive, Suite 100 ----- Lake Forest IL 60045 -----	\$ 5,005,617. -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

Stuart Family Foundation

36-3422731

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	71,300 shares of Pepsico common stock	\$ 5,005,617.	06/30/11
		\$	
		\$	
		\$	
		\$	
		\$	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Tax Payments	1,317.	1,317.		
Federal Tax Payments	45,000.			
Total	46,317.	1,317.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Administrative Expenses	294,564.	12,121.		282,443.
Delivery	945.			945.
Office Expense	644.			644.
Bank Fees	270.			
Filing Fees	50.			50.
Books & Subscriptions	2,225.			2,225.
Miscellaneous	75.			75.
Total	298,773.	12,121.		286,382.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Blair Pillsbury Enders 150 Field Dr., Suite 100 Lake Forest, IL 60045	Director Minimal	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Robert D. Stuart, III 150 Field Dr., Suite 100 Lake Forest, IL 60045	Director Minimal	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> James M. Stuart 150 Field Dr., Suite 100 Lake Forest, IL 60045	Director Minimal	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Teresa Acuna 150 Field Dr., Suite 100 Lake Forest IL 60045	Treasurer 2.00	6,977.	209.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Catherine A. Bertini 150 Field Dr., Suite 100 Lake Forest IL 60045	Director Minimal	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Maren M. Stuart 150 Field Dr., Suite 100 Lake Forest IL 60045	Director Minimal	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Trevor Potter 150 Field Dr., Suite 100 Lake Forest, IL 60045	Director Minimal	0.	0.	0.

Total

6,977. 209. 0.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Credit Suisse	13,161.	6,508,935.
Vanguard	3,252,697.	2,848,111.
Total	<u>3,265,858.</u>	<u>9,357,046.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Vanguard Intermediate Bond Fund	0.	0.
Total	<u>0.</u>	<u>0.</u>

STUART FAMILY FOUNDATION
2011 Form 990-PF
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Part I, Line 19

<u>Type</u>	<u>Date Acq.</u>	<u>Cost</u>	<u>Life</u>	<u>Method</u>	<u>A/D</u> <u>12/31/10</u>	<u>2011</u> <u>Rate</u>	<u>Depr</u> <u>2011</u>	<u>A/D</u> <u>12/31/11</u>
Furniture	06/01/2002	520.00	7 yrs	SL	520 00	N/A	0.00	520.00
Apple Computer	12/03/2003	2,262.79	5 yrs	SL	2,262 79	N/A	0.00	2,262.79
Software (Norton Anti-virus)	12/03/2003	141.27	3 yrs.	SL	141.27	N/A	0.00	141.27
Software (Microsoft Office)	12/03/2003	139.75	3 yrs.	SL	139.75	N/A	0.00	139.75
Toshiba TV/VCR/DVD	12/01/2004	335.46	7 yrs.	SL	291.52	14.29%	43.94	335.46
Dell Laptop Computer (Inspiron 6000)	06/27/2005	1,232.49	5 yrs.	SL	1,232.49	N/A	0.00	1,232.49
TV Stand	03/28/2005	269.00	7 yrs.	SL	224.17	14.29%	38.43	262.59
Apple iMAC G5 (model Power Mac 12,1)	01/20/2006	1,574.06	5 yrs	SL	1,574.06	N/A	0.00	1,574.06
Maxtor One Touch II backup	01/20/2006	249.05	5 yrs	SL	249 05	N/A	0.00	249.05
MS Office 2004 (Mac)	01/20/2006	382.34	3 yrs.	SL	382 34	N/A	0.00	382.34
Printer	07/24/2006	655.60	5 yrs.	SL	590.03	20.00%	65.57	655.60
File Cabinet	01/25/2006	329.29	7 yrs.	SL	235 21	14.29%	47.04	282.25
Apple IMAC G5 (model IMAC 11,2)	04/08/2011	1,281.87	5 yrs	SL		20.00%	170.92	170.92
Total		<u>9,372.97</u>			<u>7,842.66</u>		<u>365.90</u>	<u>8,208.56</u>

STUART FAMILY FOUNDATION
2011 Form 990-PF
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Part IV - Capital Gains Schedule, Line 1

(a) <u>Security</u>	(b) <u>How Acquired</u>	(c) <u>Date Acquired</u>	(d) <u>Date Sold</u>	(e) <u>Gross Sales Price</u>	(g) <u>Cost</u>	(h) <u>Gain/Loss</u>
LONG TERM CAPITAL GAINS / (LOSSES)						
28,225.556 shs Vanguard Intermediate Term Bond Fund	purchased	08/01/2007	01/27/2011	\$280,280	\$270,401	\$9,879
3,800 shs Pepsico	donated	various	02/01/2011	246,893	509	246,384
3,000 shs Pepsico	donated	various	03/10/2011	194,122	402	193,721
3,000 shs Pepsico	donated	various	04/06/2011	196,678	402	196,277
3,000 shs Pepsico	donated	various	04/11/2011	198,077	398	197,679
2,200 shs Pepsico	donated	various	04/15/2011	147,298	287	147,011
4,000 shs Pepsico	donated	various	10/07/2011	242,539	522	242,018
4,000 shs Pepsico	donated	various	10/12/2011	251,795	522	251,273
4,000 shs Pepsico	donated	various	10/27/2011	251,797	522	251,275
2,000 shs Pepsico	donated	various	11/16/2011	129,978	261	129,717
2,000 shs Pepsico	donated	various	12/01/2011	128,398	261	128,137
3,000 shs Pepsico	donated	various	12/19/2011	193,478	391	193,087
1,000 shs Pepsico	donated	various	12/20/2011	65,149	130	65,018
Subtotal - Net Long Term Capital Gain Income				\$2,526,482	\$275,007	\$2,251,475
L. 2 Capital Gain net income						<u><u>2,251,475</u></u>
L. 3 Net Short Term Capital Gain						<u><u>0</u></u>

Stuart Family Foundation

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Part XV, Line 3a

Acumen Fund	500
America Abroad Media	100,000
America Abroad Media	50,000
American Council of Trustees and Alumni	75,000
American Enterprise Institute	2,500
Art Institute of Chicago	3,500
Arts Guild of Old Forge	3,200
Autism Speaks	1,500
Big Shoulders Fund	2,500
Bipartisan Policy Center	25,000
Boston College	27,000
Camden Wesleyan Church	3,000
Campaign Legal Center	300,000
Center for Successful Parenting	174,305
Center for Strategic & International Studies	75,000
Center for Strategic & International Studies	25,000
Center for Strategic & International Studies	30,000
Channel 11 WTTW	5,000
Channel 13 Educational Broadcasting Corporation	1,000
Chatham Hall	12,000
Chicago Botanic Garden	2,500
Chicago Council on Global Affairs	50,000
Chicago Public Radio	2,500
Chicago Public Radio	2,000
Chicago Symphony Orchestra	5,000
Children's Memorial Foundation	1,500
Chinati Foundation	2,000
Church of the Lakes	2,000
Colonial Williamsburg Foundation	1,000
Consortium to Lower Obesity in Chicago Children (CLOCC)	25,000
Constitutional Rights Foundation Chicago	40,000
Convergence-Consensus Building Institute	25,000
Dreamyard Project	300
Duke University-Islamic Studies Center	10,000
ENDEAVOR	500
Executive Service Corps of Chicago	5,000
FPRI	5,000
Fresh Taste	10,000
Friends of Polar Bears Inc.	3,000
Fulton Chain of Lakes Performing Arts Council	2,730
Girl Scouts of Greater Chicago	2,000

Stuart Family Foundation

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Part XV, Line 3a

Global Citizen Year	500
Global Youth Leadership Institute	10,000
Gorton Community Center	5,000
Grace Episcopal Church	10,000
Greater Yellowstone Coalition	1,000
Greenwich Land Trust	250
Hospital for Special Surgery	1,000
Hunt Preservation Society	1,000
Inlet Public Library	3,000
Inlet Volunteer Emergency Services	2,570
Inlet, Town of	5,500
Intercollegiate Studies Institute	90,000
Interfaith Youth Core	75,000
International Women's Health Coalition	25,000
International Women's Health Coalition	500
International Women's Health Coalition	2,500
Jamestown Foundation	85,000
Jamestown Foundation	10,000
Junior Achievement	5,000
Lake County Community Foundation	5,000
Lake Forest Academy	1,500
Lake Forest Cemetery Commission	1,500
Lake Forest College	6,000
Lake Forest College	2,000
Lake Forest Country Day School	2,000
Lake Forest Hospital	5,000
Lake Forest Open Lands Association	2,500
Lambs Foundation	1,500
Lexington Institute	75,000
Lindbergh Foundation	2,000
Low Country Institute	6,000
Meserve-Kunhardt Foundation	2,500
Middle East Institute	35,000
Miss Porter's School	2,500
Miss Porter's School	1,000
Morality in Media	40,000
Museum of Science and Industry	2,000
National Center for Family Philanthropy	500
National Parks Conservation Association	2,000
Nature Conservancy Wyoming	2,000
Natural Resources Defense Council	500

Stuart Family Foundation

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Part XV, Line 3a

New Yorkers for Parks	200
NOLS- National Outdoor Leadership School	500
North Avenue Day Nursery	5,000
Parents Television Council	100,000
Parents Television Council	25,000
Philanthropy Roundtable	5,000
Princeton University- James Madison Program	75,000
Puppies Behind Bars	6,000
Quilliam Foundation	125,000
Quilliam Foundation	120,000
Quinney College of Law	15,000
Reading Power	10,000
Robert College of Istanbul	1,000
Rockefeller University	1,000
Rush University Medical Center	2,000
Securing America's Future Energy (SAFE)	75,000
Shedd Aquarium	2,500
St. Andrews School	12,000
St. Paul's School	1,000
Susan G. Komen for the Cure	3,000
Teak Fellowship	750
Terror Free Tomorrow	40,000
Town of Webb	3,000
Urban Gateways	500
WNYC Radio	1,000
Wellesley College	1,000
Women's World Banking- SEWA	25,000
World Learning	10,000
World Learning	10,000
World Learning	750
Yale Child Study Center	250
Yale University	2,000
Yale University	1,000
YMCA	10,000
TOTAL	<u>\$ 2,333,305</u>