COPY FOR PUBLIC DISCLOSURE

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2004

Open to Public Inspection

A For the 2004 calendar year, or tax year beginning , 2004, and ending

B Check if applicable:
- [X] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Final return
- [ ] Amended return
- [ ] Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
CANTIGNY FOUNDATION

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1 SOUTH 151 WINFIELD ROAD

City or town, state or country, and ZIP + 4
WHEATON, IL 60187

D Employer identification number
36-3689172

E Telephone number
(630)260-8151

F Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) ▶

- Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Website: ▶ WWW.RRMTF.ORG/CANTIGNY

J Organization type (check only one) ▶ [X] 501(c) (3) ◀ (insert no.) [ ] 4947(a)(1) or [ ] 527

K Check here ▶ [ ] if the organization's gross receipts are normally not more than $25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. **Some states require a complete return.**

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 10,573,682.

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) If "Yes," enter number of affiliates ▶

H(c) Are all affiliates included? [ ] Yes [ ] No (If "No," attach a list. See instructions.)

H(d) Is this a separate return filed by an organization covered by a group ruling? [ ] Yes [X] No

I Group Exemption Number ▶

M Check ▶ [ ] if the organization is **not** required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See page 18 of the instructions.)

Revenue	1	Contributions, gifts, grants, and similar amounts received: STMT 1				
	a	Direct public support	1a	NONE		
	b	Indirect public support	1b	2,763,000.		
	c	Government contributions (grants)	1c	NONE		
	d	Total (add lines 1a through 1c) (cash $ 2,763,000. noncash $ NONE)			1d	2,763,000.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2	3,470,419.
	3	Membership dues and assessments			3	
	4	Interest on savings and temporary cash investments			4	
	5	Dividends and interest from securities			5	2,076,290.
	6a	Gross rents	6a	43,250.		
	b	Less: rental expenses	6b	28,428.		
	c	Net rental income or (loss) (subtract line 6b from line 6a)			6c	14,822.
	7	Other investment income (describe ▶)			7	
	8a	Gross amount from sales of assets other than inventory	(A) Securities 14,658.	8a (B) Other 100.		
	b	Less: cost or other basis and sales expenses	23,364.	8b NONE		
	c	Gain or (loss) (attach schedule) SEE STMNT 16	-8,706.	8c 100.		
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))			8d	-8,606.
	9	Special events and activities (attach schedule). If any amount is from gaming, check here ▶ [ ]				
	a	Gross revenue (not including $ _____ of contributions reported on line 1a)	9a			
	b	Less: direct expenses other than fundraising expenses	9b			
	c	Net income or (loss) from special events (subtract line 9b from line 9a)			9c	
	10a	Gross sales of inventory, less returns and allowances STMT 2.	10a	2,202,965.		
	b	Less: cost of goods sold	10b	900,138.		
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)			10c	1,302,827.
	11	Other revenue (from Part VII, line 103)			11	3,000.
	12	**Total revenue** (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)			12	9,621,752.
Expenses	13	Program services (from line 44, column (B))			13	10,902,616.
	14	Management and general (from line 44, column (C))			14	1,051,239.
	15	Fundraising (from line 44, column (D))			15	
	16	Payments to affiliates (attach schedule)			16	
	17	**Total expenses** (add lines 16 and 44, column (A))			17	11,953,855.
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)			18	-2,332,103.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))			19	253,182,051.
	20	Other changes in net assets or fund balances (attach explanation) STMT 3.			20	-40,619,494.
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)			21	210,230,454.

• If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** and check this box . . . . . ▶ [X]

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

Type or Print

File by the extended due date for filing the return. See instructions.

Name of Exempt Organization	Employer Identification number
CANTIGNY FOUNDATION	36-3689172
Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
435 N. MICHIGAN AVE, SUITE 770	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
CHICAGO, IL 60611	

Check type of return to be filed (File a separate application for each return):

[X]	Form 990	[ ]	Form 990-T(sec. 401(a) or 408(a) trust)	[ ]	Form 5227
[ ]	Form 990-BL	[ ]	Form 990-T (trust other than above)	[ ]	Form 6069
[ ]	Form 990-EZ	[ ]	Form 1041-A	[ ]	Form 8870
[ ]	Form 990-PF	[ ]	Form 4720		

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ LOUIS J. MARSICO, JR.
Telephone No. ▶ 630-260-8151 FAX No. ▶ 630-668-5332

• If the organization does **not** have an office or place of business in the United States, check this box . . . . . ▶ [ ]

• If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the **whole** group, check this box ▶ [ ]. If it is for **part** of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2005

5 For calendar year 2004 , or other tax year beginning _____ and ending _____.

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension TAXPAYER REQUESTS ADDITIONAL TIME TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions . . . . . $

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 . . . . . $

SENT TO AUG 12 2005 IRS

c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions . . . . . $

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ John W. Woodhull Title ▶ ATTORNEY Date ▶ 8/12/05

Notice to Applicant - To Be Completed by the IRS

[ ] We **have** approved this application. Please attach this form to the organization's return.

[ ] We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.

[ ] We **have not** approved this application. After considering the reasons stated in Item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.

[ ] We **cannot consider** this application because it was filed after the extended due date of the return for which an extension was requested.

[ ] Other _____

Director By: _____ Date

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or Print

Name
KPMG LLP
Number and street (include suite, room, or apt. no.) or a P.O. box number
303 EAST WACKER DRIVE
City or town, province or state, and country (including postal or ZIP code)
CHICAGO, IL 60601

Form **8868**
(Rev. December 2004)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ▶ [X]

If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time** - Only submit original (no copies needed)

Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only. . . . . ▶ [ ]

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile*.

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return. See instructions.	CANTIGNY FOUNDATION	36-3689172
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	435 N. MICHIGAN AVENUE, SUITE 770	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CHICAGO, IL 60611	

Check type of return to be filed (file a separate application for each return):

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T(sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

SENT TO
MAY 16 2005
IRS

- The books are in the care of ▶ LOUIS J. MARSICO, JR.

Telephone No. ▶ (630)260-8151 FAX No. ▶ (630)668-5332

- If the organization does **not** have an office or place of business in the United States, check this box . . . . . ▶ [ ]
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the **whole** group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until AUGUST 15, 2005, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2004 or
▶ [ ] tax year beginning _____, _____, and ending _____, _____.

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	$ NONE
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	$ NONE
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	$ NONE

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev. 12-2004)

JSA
4F8054 3.000

Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See page 22 of the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash $ _____ noncash $ _____)	22	NONE	NONE		
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25 Compensation of officers, directors, etc.	25	343,445.	95,687.	247,758.	
26 Other salaries and wages	26	4,011,526.	3,765,218.	246,308.	
27 Pension plan contributions	27	429,960.	403,571.	26,389.	
28 Other employee benefits	28	883,877.	829,629.	54,248.	
29 Payroll taxes	29	420,341.	394,543.	25,798.	
30 Professional fundraising fees	30				
31 Accounting fees	31	64,980.	NONE	64,980.	
32 Legal fees	32	2,964.	NONE	2,964.	
33 Supplies	33	762,736.	715,923.	46,813.	
34 Telephone	34	30,843.	28,950.	1,893.	
35 Postage and shipping	35	10,618.	9,966.	652.	
36 Occupancy	36	324,921.	304,979.	19,942.	
37 Equipment rental and maintenance	37	607,422.	570,126.	37,296.	
38 Printing and publications	38	96,157.	95,862.	295.	
39 Travel	39	340,952.	329,101.	11,851.	
40 Conferences, conventions, and meetings	40	1,018,087.	998,435.	19,652.	
41 Interest	41				
42 Depreciation, depletion, etc. (attach schedule) SEE STMNT 18	42	1,873,531.	1,758,543.	114,988.	
43 Other expenses not covered above (itemize): STMT 4	43a	731,495.	602,083.	129,412.	
b	43b				
c	43c				
d	43d				
e	43e				
44 **Total functional expenses** (add lines 22 through 43) *Organizations completing columns (B)-(D), carry these totals to lines 13-15*	44	11,953,855.	10,902,616.	1,051,239.	

Joint Costs. Check ▶ ☐ if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ▶ ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs $ _____ ; (ii) the amount allocated to Program services $ _____ ;

(iii) the amount allocated to Management and general $ _____ ; and (iv) the amount allocated to Fundraising $ _____

Part III Statement of Program Service Accomplishments (See page 25 of the instructions.)

What is the organization's primary exempt purpose? ▶ STMT 5

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)

a SEE STATEMENT 17

(Grants and allocations $ NONE) 10,902,616.

b (Grants and allocations $)

c (Grants and allocations $)

d (Grants and allocations $)

e Other program services (attach schedule) (Grants and allocations $)

f **Total of Program Service Expenses** (should equal line 44, column (B), Program services). ▶ 10,902,616.

Part IV **Balance Sheets** (See page 25 of the instructions.)

Note: *Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.*				(A) Beginning of year		(B) End of year
Assets	45	Cash - non-interest-bearing		32,472.	45	12,234.
	46	Savings and temporary cash investments		1,541,634.	46	NONE
	47a	Accounts receivable	47a 46,001.			
	b	Less: allowance for doubtful accounts	47b NONE	79,385.	47c	46,001.
	48a	Pledges receivable	48a			
	b	Less: allowance for doubtful accounts	48b		48c	
	49	Grants receivable			49	
	50	Receivables from officers, directors, trustees, and key employees (attach schedule)			50	
	51a	Other notes and loans receivable (attach schedule)	51a			
	b	Less: allowance for doubtful accounts	51b		51c	
	52	Inventories for sale or use		150,863.	52	176,716.
	53	Prepaid expenses and deferred charges		151,708.	53	109,731.
	54	Investments - securities (attach schedule) STMT 6 ▶ ☐ Cost ☒ FMV		222,472,481.	54	181,904,971.
	55a	Investments - land, buildings, and equipment: basis	55a			
	b	Less: accumulated depreciation (attach schedule)	55b		55c	
	56	Investments - other (attach schedule)			56	
	57a	Land, buildings, and equipment: basis	57a 49,306,205.			
	b	Less: accumulated depreciation (attach schedule)	57b 22,449,080.	27,908,682.	57c	26,857,125.
	58	Other assets (describe ▶ STMT 7)		2,247,132.	58	2,568,094.
	59	**Total assets** (add lines 45 through 58) (must equal line 74)		254,584,357.	59	211,674,872.
Liabilities	60	Accounts payable and accrued expenses		1,402,306.	60	1,444,418.
	61	Grants payable			61	
	62	Deferred revenue			62	
	63	Loans from officers, directors, trustees, and key employees (attach schedule)			63	
	64a	Tax-exempt bond liabilities (attach schedule)			64a	
	b	Mortgages and other notes payable (attach schedule)			64b	
	65	Other liabilities (describe ▶)			65	
	66	**Total liabilities** (add lines 60 through 65)		1,402,306.	66	1,444,418.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here** ▶ ☒ and complete lines 67 through 69 and lines 73 and 74.				
	67	Unrestricted		253,182,051.	67	210,230,454.
	68	Temporarily restricted			68	
	69	Permanently restricted			69	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 70 through 74.				
	70	Capital stock, trust principal, or current funds			70	
	71	Paid-in or capital surplus, or land, building, and equipment fund			71	
	72	Retained earnings, endowment, accumulated income, or other funds			72	
	73	**Total net assets or fund balances** (add lines 67 through 69 **or** lines 70 through 72; column (A) **must** equal line 19; column (B) **must** equal line 21)		253,182,051.	73	210,230,454.
	74	**Total liabilities and net assets / fund balances** (add lines 66 and 73)		254,584,357.	74	211,674,872.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See page 27 of the instructions.)

a	Total revenue, gains, and other support per audited financial statements ▶	a	10,550,318.
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Net unrealized gains on investments $		
(2)	Donated services and use of facilities $		
(3)	Recoveries of prior year grants $		
(4)	Other (specify): $		
	Add amounts on lines (1) through (4) ▶	b	
c	Line a minus line b ▶	c	10,550,318.
d	Amounts included on line 12, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify): STMT 8 $ -928,566.		
	Add amounts on lines (1) and (2) ▶	d	-928,566.
e	Total revenue per line 12, Form 990 (line c plus line d) ▶	e	9,621,752.

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements ▶	a	53,501,915.
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities $		
(2)	Prior year adjustments reported on line 20, Form 990 $		
(3)	Losses reported on line 20, Form 990 $ 40,619,494.		
(4)	Other (specify): STMT 9 $ 928,566.		
	Add amounts on lines (1) through (4) ▶	b	41,548,060.
c	Line a minus line b ▶	c	11,953,855.
d	Amounts included on line 17, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify): $		
	Add amounts on lines (1) and (2) ▶	d	
e	Total expenses per line 17, Form 990 (line c plus line d) ▶	e	11,953,855.

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated; see page 27 of the 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 & deferred compensation	(E) Expense account and other allowances
SEE STATEMENT 10		343,445.	86,024.	53,489.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than $100,000 from your organization and all related organizations, of which more than $10,000 was provided by the related organizations? ▶ [X] Yes [ ] No

If "Yes," attach schedule - see page 28 of the instructions. SEE STATEMENT 19

Part VII Analysis of Income-Producing Activities (See page 33 of the instructions.)

Note: *Enter gross amounts unless otherwise indicated.*	Unrelated business income (A) Business code	(B) Amount	Excluded by section 512, 513, or 514 (C) Exclusion code	(D) Amount	(E) Related or exempt function income
93 Program service revenue:					
a GOLF/TENNIS REV.					3,049,189.
b PARKING FEES					257,765.
c YOUTH LINKS					163,465.
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	2,076,290.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property			16	14,822.	
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	-8,606.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory			03	1,302,827.	
103 Other revenue: a					
b OTHER REVENUE			01	3,000.	
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				3,388,333.	3,470,419.
105 Total (add line 104, columns (B), (D), and (E)) ▶					6,858,752.

Note: *Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.*

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 34 of the instructions.)

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
	STMT 13

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note: *If "Yes" to **(b)**, file Form 8870 **and** Form 4720 (see instructions).*

Please Sign Here

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

▶ [signature] Signature of officer — Date 11/2/05

▶ Louis J. Marsico Jr. / Treasurer — Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ John V. Woodhull, Esq.	Date 10/20/05	Check if self-employed ▶ ☐	Preparer's SSN or PTIN (See Gen. Inst. W) P00026521
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ KPMG LLP, 303 E. WACKER DRIVE, CHICAGO, IL 60601		EIN ▶ 13-5565207	Phone no. ▶ 312-665-1000

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information - (See separate instructions.)

▶ MUST be completed by the above organizations and attached to their Form 990 or 990-EZ

OMB No. 1545-0047

2004

Name of the organization

CANTIGNY FOUNDATION

Employer identification number

36-3689172

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are 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 & deferred compensation	(e) Expense account and other allowances
MICHAEL R. NASS 1 SOUTH 151 WINDFIELD ROAD WHEATON, IL 60187	GENERAL MANAGER 40 HRS/WK	134,000.	43,664.	1,092.
SCOTT WITTE 1 SOUTH 151 WINFIELD ROAD WHEATON, IL 60187	COURSE SUPERINTEND. 40 HRS/WK	81,500.	26,056.	900.
MIKE JONES 1 SOUTH 151 WINFIELD ROAD WHEATON, IL 60187	HEAD GOLF PRO 40 HRS/WK	74,700.	27,972.	2,638.
EDWARD HOLZMAN 1 SOUTH 151 WINFIELD ROAD WHEATON, IL 60187	DIRECTOR ENGINEERING 40 HRS/WK	70,500.	27,180.	14,176.
JOE SABLE 1 SOUTH 151 WINFIELD ROAD WHEATON, IL 60187	DIRECTOR PRODUCTION 40 HRS/WK	69,500.	26,994.	435.
Total number of other employees paid over $50,000 ▶	6			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
THE CHICAGO COUNCIL ON FOREIGN RELATIONS 116 S. MICHIGAN AVE, CHICAGO, IL 60603	CONFER. FACILITATOR	225,000.
KPMG LLP 303 E. WACKER DRIVE, CHICAGO, IL 60601	AUDIT/TAX/CONSULTING	118,276.
CENTER FOR STRATEGIC & INTERNATL STUDY 1800 K. ST. NW, WASHINGTON, DC 20006	CONFER. FACILITATOR	100,000.
HOOVER INSTITUTION STANFORD UNIVERSITY, STANFORD, CA 94305	CONFER. FACILITATOR	100,000.
BRITISH-AMERICAN PROJECT/SAIS 286 PAVONIA AVE, JERSEY CITY, NJ 07302	CONFER. FACILITATOR	90,000.
Total number of others receiving over $50,000 for professional services ▶ 2		

Part III **Statements About Activities** (See page 2 of the instructions.)

			Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ $ NONE (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)	1		X
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? *(If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)*			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities? STMT 14	2c	X	
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)? STMT 15	2d	X	
e	Transfer of any part of its income or assets?	2e		X
3a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)	3a		X
b	Do you have a section 403(b) annuity plan for your employees?	3b	X	
4a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a		X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b		X

Part IV **Reason for Non-Private Foundation Status** (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).

6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)

7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).

8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).

9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state** ▶

10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)

11a ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)

11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)

12 ☒ An organization that normally receives: **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)

13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: **(1)** lines 5 through 12 above; or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 5 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) ***Use cash method of accounting.***

Note: *You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.*

Calendar year (or fiscal year beginning in) ▶	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	3,946,762.	3,290,692.	3,162,110.	4,087,298.	14,486,862.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	5,409,731.	5,494,177.	7,129,574.	5,895,467.	23,928,949.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	1,960,504.	1,985,590.	1,992,494.	1,868,646.	7,807,234.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	11,316,997.	10,770,459.	12,284,178.	11,851,411.	46,223,045.
24 Line 23 minus line 17	5,907,266.	5,276,282.	5,154,604.	5,955,944.	22,294,096.
25 Enter 1% of line 23	113,170.	107,705.	122,842.	118,514.	

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 NOT APPLICABLE ▶ 26a

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2000 through 2003 exceeded the amount shown in line 26a. **Do not file this list with your return.** Enter the total of all these excess amounts ▶ 26b

c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶ 26c

d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____ ▶ 26d

e Public support (line 26c minus line 26d total) ▶ 26e

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ 26f %

27 **Organizations described on line 12:** a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." **Do not file this list with your return.** Enter the sum of such amounts for each year:

(2003) _____ (2002) _____ (2001) _____ (2000) _____

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the **larger** of **(1)** the amount on line 25 for the year or **(2)** $5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) **Do not file this list with your return.** After computing the difference between the amount received and the larger amount described in **(1)** or **(2)**, enter the sum of these differences (the excess amounts) for each year:

(2003) _____ (2002) _____ (2001) _____ (2000) _____

c Add: Amounts from column (e) for lines: 15 14,486,862. 16 _____ 17 23,928,949. 20 _____ 21 _____ ▶ 27c 38,415,811.

d Add: Line 27a total _____ and line 27b total _____ ▶ 27d

e Public support (line 27c total minus line 27d total) ▶ 27e 38,415,811.

f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ▶ 27f 46,223,045.

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ▶ 27g 83.1097 %

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** ▶ 27h 16.8903 %

28 **Unusual Grants:** For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. **Do not file this list with your return.** Do not include these grants in line 15.

Part V **Private School Questionnaire** (See page 7 of the instructions.) NOT APPLICABLE
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

			Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31		
	If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			
32	Does the organization maintain the following:			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
33	Does the organization discriminate by race in any way with respect to:			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
	If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
34a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35		

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)
(To be completed **ONLY** by an eligible organization that filed Form 5768) NOT APPLICABLE

Check ▶ a ☐ if the organization belongs to an affiliated group. Check ▶ b ☐ if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount. Enter the amount from the following table - **If the amount on line 40 is -** / **The lobbying nontaxable amount is -**: Not over $500,000 — 20% of the amount on line 40; Over $500,000 but not over $1,000,000 — $100,000 plus 15% of the excess over $500,000; Over $1,000,000 but not over $1,500,000 — $175,000 plus 10% of the excess over $1,000,000; Over $1,500,000 but not over $17,000,000 — $225,000 plus 5% of the excess over $1,500,000; Over $17,000,000 — $1,000,000	41		
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44		

Caution: *If there is an amount on either line 43 or line 44, you must file Form 4720.*

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 11 of the instructions.)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B **Lobbying Activity by Nonelecting Public Charities** NOT APPLICABLE

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See page 11 of the instructions.)

51 Did the reporting 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
a Transfers from the reporting organization to a noncharitable exempt organization of:			
(i) Cash	51a(i)		X
(ii) Other assets	a(ii)		X
b Other transactions:			
(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)		X
(ii) Purchases of assets from a noncharitable exempt organization	b(ii)		X
(iii) Rental of facilities, equipment, or other assets	b(iii)		X
(iv) Reimbursement arrangements	b(iv)		X
(v) Loans or loan guarantees	b(v)		X
(vi) Performance of services or membership or fundraising solicitations	b(vi)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c		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 organization. If the organization 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
N/A			

52a Is the organization 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
N/A		

Information regarding contributions received

Not open to public inspection

FORM 990, PART I - GROSS SALES LESS RETURNS AND ALLOWANCES

DESCRIPTION	AMOUNT
VISITOR CENTER GIFT SHOP/FOOD AND BEVERAGE	132,662.
GOLF COURSE PRO SHOP/FOOD AND BEVERAGE	2,015,986.
YOUTH LINKS PRO SHOP/FOOD AND BEVERAGE	54,317.
TOTAL	2,202,965.

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENTS	40,619,494.
TOTAL	40,619,494.

FORM 990, PART II - OTHER EXPENSES

DESCRIPTION	TOTAL	PROGRAM SERVICES	MANAGEMENT AND GENERAL
INSURANCE	177,494.	166,600.	10,894.
REAL ESTATE TAXES	286,218.	268,644.	17,574.
ADVERTISING	88,803.	88,803.	NONE
EMPLOYEE MEALS	13,828.	13,828.	NONE
EXHIBITS	60,696.	60,696.	NONE
BANK SERVICE FEES	10,731.	NONE	10,731.
OTHER EXPENSES	3,742.	3,512.	230.
CONSULTING FEES	89,983.	NONE	89,983.
TOTALS	731,495.	602,083.	129,412.

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

THE CANTIGNY FOUNDATION (CANTIGNY) WAS ESTABLISHED BY ARTICLE EIGHT OF THE LAST WILL AND TESTAMENT OF COLONEL ROBERT R. MCCORMICK AND IS ORGANIZED UNDER THE GENERAL NOT-FOR-PROFIT CORPORATION ACT OF ILLINOIS. THE LAST WILL AND TESTAMENT PROVIDED THAT COLONEL MCCORMICK'S FORMER RESIDENCE AND 500 ACRES OF LAND NEAR WHEATON, ILLINOIS, BE HELD IN TRUST IN PERPETUITY AS A MUSEUM AND PUBLIC PARK. CANTIGNY'S OPERATIONS ARE SUPPORTED PRIMARILY BY FEES FROM THE GENERAL PUBLIC FOR USE OF ITS FACILITIES, INVESTMENT INCOME, AND GRANTS FROM THE ROBERT R. MCCORMICK TRIBUNE FOUNDATION. (SEE ALSO STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS).

FORM 990, PART IV - INVESTMENTS - SECURITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
TRIBUNE COMPANY COMMON STOCK	221,921,280.	181,235,712.
SCHWAB INSTIT MUTUAL FUND	551,201.	669,259.
TOTALS	222,472,481.	181,904,971.

FORM 990, PART IV - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
OTHER ASSETS	NONE	222,541.
DUE FROM AFFILIATES	2,247,132.	2,345,553.
TOTALS	2,247,132.	2,568,094.

FORM 990, PART IV-A - OTHER REVENUE ON RETURN BUT NOT ON BOOKS

DESCRIPTION	AMOUNT
COST OF GOODS SOLD (LINE 10B)	-900,138.
RENTAL EXPENSE (LINE 6B)	-28,428.
TOTAL	-928,566.

STATEMENT 8

FORM 990, PART IV-B - OTHER EXPENSES ON BOOKS BUT NOT ON RETURN

DESCRIPTION	AMOUNT
COST OF GOODS SOLD (LINE 10B)	900,138.
RENTAL EXPENSE (LINE 6B)	28,428.
TOTAL	928,566.

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
C. BRUMBACK (RETIRED 05/17/2004) 1 SOUTH 151 WINFIELD ROAD WHEATON, IL 60187	DIRECTOR .9 HRS/WK	3,978.	NONE	NONE
J. DOWDLE 1 SOUTH 151 WINFIELD ROAD WHEATON, IL 60187	DIRECTOR .9 HRS/WK	10,492.	NONE	NONE
D. FITZSIMONS 1 SOUTH 151 WINFIELD ROAD WHEATON, IL 60187	DIRECTOR 1 HR/WEEK	10,492.	NONE	NONE
J. FULLER 1 SOUTH 151 WINFIELD ROAD WHEATON, IL 60187	DIRECTOR 1 HR/WEEK	10,492.	NONE	NONE
D. HILLER (SINCE 05/17/2004) 1 SOUTH 151 WINFIELD ROAD WHEATON, IL 60187	DIRECTOR 1 HR/WEEK	6,514.	NONE	NONE
J. MADIGAN 1 SOUTH 151 WINFIELD ROAD WHEATON, IL 60187	DIRECTOR 1.2 HRS/WK	10,492.	NONE	NONE
R. BEHRENHAUSEN	PRESIDENT 4 HRS/WK	27,658.	13,510.	17,164.

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
1 SOUTH 151 WINFIELD ROAD WHEATON, IL 60187				
D. GRANGE 1 SOUTH 151 WINFIELD ROAD WHEATON, IL 60187	COO/SECRETARY 2 HRS/WK	12,322.	2,749.	9,688.
L. MARSICO 1 SOUTH 151 WINFIELD ROAD WHEATON, IL 60187	TREASURER 18 HRS/WK	103,792.	23,853.	1,332.
J. SUTHERLAND 1 SOUTH 151 WINFIELD ROAD WHEATON, IL 60187	EXECUTIVE DIRECTOR 40 HRS/WK	147,213.	45,912.	25,305.
	GRAND TOTALS	343,445.	86,024.	53,489.

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS

ROBERT R. MCCORMICK TRIBUNE FOUNDATION	EXEMPT
CANTIGNY FIRST DIVISION FOUNDATION	EXEMPT
MCCORMICK MUSEUM FOUNDATION	EXEMPT

FORM 990, PART VIII - ACCOMPLISHMENT OF EXEMPT PURPOSES

LINE NO.	EXPLANATION OF HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART VII CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES
93A	REVENUE FROM GOLF COURSE AND RECREATIONAL FACILITIES. THIS IS RELATED TO THE FOUNDATION'S PRIMARY EXEMPT PURPOSE, THE OPERATION OF THE MUSEUM AND PARK.
93B	UNDER AN AGREEMENT WITH CANTIGNY FIRST DIVISION FOUNDATION, CANTIGNY ALLOCATED 1/7TH OF THE GROSS PARKING FEES COLLECTED TO FIRST DIVISION. THIS IS RELATED TO THE FOUNDATION'S PRIMARY EXEMPT PURPOSE, THE OPERATION OF THE MUSEUM & PARK.
93C	REVENUE FROM JUNIOR'S GOLF COURSE AND RECREATIONAL FACILITIES. THIS IS RELATED TO THE FOUNDATION'S PRIMARY EXEMPT PURPOSE, THE OPERATION OF THE MUSEUM AND PARK.

SCHEDULE A, PART III - EXPLANATION FOR LINE 2C

THE FOUNDATION PROVIDED HOUSING, WHICH IS A JOB REQUIREMENT FOR SIX KEY DEPARTMENT HEADS AND OFFICER POSITIONS. BOARD MANDATED RESIDENCY OF THESE POSITIONS IS AN INTEGRAL COMPONENT OF THE 500 ACRE ESTATE'S MAINTENANCE AND SECURITY PLAN.

SCHEDULE A, PART III - EXPLANATION FOR LINE 2D

SEE FORM 990, PART V, COMPENSATION AND REIMBURSEMENT PAID TO OFFICERS AND DIRECTORS FOR SERVICES RENDERED.

Cantigny Foundation
36-3689172
12/31/2004

Form 990, Part I, Line 8(a-d), Gross amount from sales of assets other than inventory:

Description	Date Acquired	Date Sold	Proceeds	Cost/Basis	Gain/Loss
Column (A) - Securities					
Vanguard Mutual Fund	Various	7/15/2004	14,658	23,364	(8,706)
Total to Line 8(a)(A)			*14,658*		
Total to Line 8(b)(A)				*23,364*	
Total to Line 8(c)(A)					*(8,706)*
Column (B) - Other					
Golf Cart	Various	5/10/2004	100	0	100
Total to Line 8(a)(B)			*100*		
Total to Line 8(b)(B)				*0*	
Total to Line 8(c)(B)					*100*

Cantigny Foundation
36-3689172
12/31/2004

Form 990, Part III - Statement of Program Service Accomplishments

Description	Grants and Allocations	Expenses
The Foundation owns and operates Cantigny Park, near Wheaton, Illinois, which includes the Robert R. McCormick museum, the former home of Robert R. McCormick, deceased publisher of the Chicago Tribune, who died in 1955. The house and related buildings, together with 500 acres of land, were devised by Colonel Robert R. McCormick, to be operated as a public park and museum. The park includes extensive gardens, a greenhouse, hiking trails, picnic grounds, etc., and is open to the public as is the residence, which is now the Robert R. McCormick Museum. Guided tours are conducted through the various rooms in the home to explain the historical aspects and artifacts. Monthly Sunday afternoon musical concerts are held in the Museum Library during the winter, and during the spring and summer, gardening seminars and outdoor concerts are presented.	NONE	10,902,616
In 1989, construction was completed on a public recreation complex comprised of a number of participation sports and recreational facilities. These facilities include a 27 hole golf course, golf driving range, six tennis courts and clubhouse. The golf and tennis facilities are available to the public, as is the clubhouse, which is also used for meeting and local civic and community groups. The Foundation has obtained two private letter rulings approving these activities as furtherance of its exempt activities dated March 21, 1986 and September 28, 1990. Copies of the rulings are maintained at the Foundation offices.		
In 1992, the First Division Museum was completed. The museum, which is operated by the Cantigny First Division Foundation, is primarily for the exhibition of memorabilia of the First Infantry Division.		
Also in 1992, the Cantigny Foundation established the Cantigny Conference Series to provide a forum for the meaningful exchange of ideas to further the charitable purposes of the three Robert R. McCormick affiliated foundations.		
In 1993, the Cantigny Visitors' Center was opened. This buildings exhibits information about the estate to assist guests through their visit. Additionally, the Visitors' center conducts snack bar and gift shop operations for the benefit of park patrons.		
In 1998, Cantigny Foundation completed construction of a nine hole golf facility for juniors between between the ages of 8 and 15.		
During 2004, the visitors to Cantigny were estimated at 300,374.		
TOTAL	**NONE**	**10,902,616**

Cantigny Foundation
36-3689172
12/31/2004

Summary of Fixed Assets and Accumulated Depreciation
12/31/2004

PAGE 1, PART I, LINE 19 AND
PAGE 2, PART II, LINE 14 - DEPRECIATION

Assets	Beg. Bal. 12/31/2003	Additions	Disposals	End. Bal. 12/31/2004
Land	378,744	0	0	378,744
Other	3,812,787	0	121,872	3,690,915
Buildings	22,891,343	0	0	22,891,343
Machinery & Equipment	2,367,201	307,180	634,485	2,039,896
Furniture & Fixtures	880,310	57,892	21,917	916,285
Vehicles	366,446	0	0	366,446
Golf Carts	374,692	77,740	63,000	389,432
Land Improvements	11,692,995	154,260	308,563	11,538,692
Building Improvement	4,040,579	201,356	318,305	3,923,630
Museum Holdings	3,307,355	23,545	160,078	3,170,822
Subtotal	50,112,452	821,973	1,628,220	49,306,205
Total	50,112,452	821,973	1,628,220	49,306,205

ACCUMULATED DEPRECIATION

Assets	Beg. Bal. 12/31/2003	Additions	Disposals	End. Bal. 12/31/2004
Land Improvements	0	0	0	0
Other	2,627,683	64,556	121,915	2,570,324
Buildings	7,140,386	577,650	0	7,718,036
Machinery & Equipment	1,959,855	229,153	634,485	1,554,523
Furniture & Fixtures	603,125	72,566	21,917	653,774
Vehicles	302,198	33,193	0	335,391
Golf Carts	268,987	45,469	63,000	251,456
Land Improvements	5,210,759	436,412	308,563	5,338,608
Building Improvement	2,240,650	229,807	318,305	2,152,152
Museum Holdings	1,850,127	184,725	160,036	1,874,816
	22,203,770	1,873,531	1,628,221	22,449,080
Net Fixed Assets	27,908,682			26,857,125

Statement 18

CANTIGNY FOUNDATION

FORM 990, PART V - COMPENSATION PROVIDED BY RELATED ORGANIZATION

NAME	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCE
ROBERT R. MCCORMICK TRIBUNE FOUNDATION - 36-3689171				
R. BEHRENHAUSEN	PRESIDENT 32 HRS/WK	221,266	108,081	9,245
D. GRANGE	COO/SECRETARY 24 HRS/WK	147,860	32,987	2,600
L. MARSICO	TREASURER 17 HRS/WK	96,872	22,263	1,244
CANTIGNY FIRST DIVISION FOUNDATION - 36-2379641				
R. BEHRENHAUSEN	PRESIDENT 2 HRS/WK	13,829	6,755	8,582
D. GRANGE	ASSISTANT SECRETARY 4 HRS/WK	24,643	5,498	19,376
L. MARSICO	TREASURER 4 HRS/WK	25,371	5,831	326
MCCORMICK MUSEUM FOUNDATION - 20-1255586				
R. BEHRENHAUSEN	PRESIDENT 2 HRS/WK	13,829	6,755	578
D. GRANGE	COO/SECRETARY 10 HRS/WK	61,608	13,745	1,083
L. MARSICO	TREASURER 1 HR/WK	4,613	1,060	59
	GRAND TOTALS	609,891	202,975	43,093

STATEMENT 19

CANTIGNY FOUNDATION

EIN: 36-3689172

BYLAWS

"Any person elected as a Director shall reside in the State of Illinois when first elected as a Director and demonstrate knowledge and understanding of, and value, the ideals and principles that guided Robert R. McCormick in his management of Tribune Company; however, a Director may be elected who does not reside in the State of Illinois when first elected, provided that during the term of such elected Director a majority of the Directors shall reside in the State of Illinois."

By-law amendment approved and by-laws amended at Board of Directors meeting of the Cantigny Foundation on February 12, 2004.

Louis J. Marsico, Jr., Treasurer

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