

Spookstock Foundation
47-1018783

Other Attachments to Form 1023

Part I Identification of Applicant

7. If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, *Power of Attorney and Declaration of Representative*, with your application if you would like us to communicate with your representative.

Wayne A. Cooper
Sole Proprietor
205 Stanton Drive
Buffalo Grove, IL 60089

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past, present, and planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

The Foundation intends to raise funds for three public charities dedicated to helping families of soldiers and civilians killed while serving the United States of America. All three grantees are tax-exempt organizations. The Foundation will hold an event each year ("Spookstock"). At the event, amateur musicians from the national security community will compete in a "battle of the bands". Celebrity judges will determine the champion. Tickets will be sold to senior executives from industry and government in the national security community. Corporations will be asked to sponsor the event. Food and beverages will be served. The net profits, except a small reserve for the following year's event, will be distributed among the three charities. The Foundation does not intend to retain funds for investment.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

2a. Are any of your officers, directors, or trustees related to each other through family or business relationships? If "Yes," identify the individuals and explain the relationship.

K. Packard Fancher and Andrew Hawrylak (Employees) and Paul Pagnato and David Karp (Partners) are all affiliated with Pagnato Karp, HighTower Advisors.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

3a. For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

K. Packard Fancher, Andrew Hawrylak, Paul Pagnato and David Karp are all affiliated with Pagnato Karp, an independent financial services group. Each are experienced in business and financial affairs and have a passion for assisting the families of fallen Americans who died for their country. Each have the duties normally associated with officers and directors of business corporations. All services are provided on a voluntary basis and the amount of hours devoted to the Foundation will depend on what is necessary to fulfill the goals of the foundation.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

4g. If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is reasonable for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.

The Foundation does not intend to pay compensation to officers, directors or employees.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

5a. Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.

The attached Conflict of Interest Policy was adopted on June 4, 2014 by unanimous written consent of the Board of Directors.

Part V**Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

5b. What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?

The Foundation does not intend to pay compensation to officers, directors or employees.

Part VI**Your Members and Other Individuals and Organizations That receive Benefits From You**

1b. In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations.

The Foundation intends to distribute the net proceeds of its fund raising activities to exempt organizations in furtherance of the Foundation's exempt purpose.

Part VIII Your Specific Activities

2b. Have you made or are you making an election to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.

N/A

Part VIII Your Specific Activities

13b. Describe how your grants, loans, or other distributions to organizations further your exempt purposes.

Grants will further the Foundation's exempt purpose because all Grantees will be tax-exempt entities whose activities further the Foundation's exempt purpose.

Part VIII Your Specific Activities

13d. Identify each recipient organization and any relationship between you and the recipient organization.

The three organizations that will receive grants are:

1. Special Operations Warrior Foundation
2. CIA Officers Memorial Foundation
3. Military Community Youth Ministries

It is not anticipated that any donee will have a relationship with the Foundation other than that of grantor/grantee.

Part VIII Your Specific Activities

13g. Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.

The foundation intends to make grants to public charities and will rely on those charities to use the funds as intended. In the event the Foundation is required to maintain expenditure responsibility over any grant, the Foundation will require Periodic and final reports.

