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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

2010

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 2010, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

THE STAIRWAY FUND

A Employer identification number

30-0286949

Number and street (or P O box number if mail is not delivered to street address)

191 N. WACKER DRIVE

Room/suite

1500

B Telephone number

312-621-0590

City or town, state, and ZIP code

CHICAGO, IL 60606-1899

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 ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, col. (c), line 16)

\$ 4,764,239. (Part I, column (d) must be on cash basis.)

J Accounting method

☐ Cash☒ Accrual☐ Other (specify)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).)

(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			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	145.	145.		STATEMENT 2
4	Dividends and interest from securities	73,735.	73,735.		STATEMENT 3
5a	Gross rents	<2,279.>	<2,279.>		STATEMENT 4
b	Net rental income or (loss)	<2,279.>			
6a	Net gain or (loss) from sale of assets not on line 10	227,718.			STATEMENT 1
b	Gross sales price for all assets on line 6a	245,766.			
7	Capital gain net income (from Part IV, line 2)		223,719.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	71,894.	72,507.		STATEMENT 5
12	Total. Add lines 1 through 11	371,213.	367,827.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 6	53.	53.		0.
b	Accounting fees STMT 7	7,165.	3,583.		3,582.
c	Other professional fees				
17	Interest				
18	Taxes STMT 8	24,901.	864.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 9	73,433.	67,387.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	105,552.	71,887.		3,582.
25	Contributions, gifts, grants paid	159,913.			209,913.
26	Total expenses and disbursements. Add lines 24 and 25	265,465.	71,887.		213,495.
27	Subtract line 26 from line 12	105,748.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		295,940.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	260,409.	216,492.	216,492.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	3,951,855.	4,056,006.	4,547,346.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)	3,770.	401.	401.
	16 Total assets (to be completed by all filers)	4,216,034.	4,272,899.	4,764,239.
	17 Accounts payable and accrued expenses		1,117.	
	18 Grants payable	150,000.	100,000.	
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	150,000.	101,117.	
<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,066,034.	4,171,782.	
	30 Total net assets or fund balances	4,066,034.	4,171,782.	
31 Total liabilities and net assets/fund balances	4,216,034.	4,272,899.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,066,034.
2 Enter amount from Part I, line 27a	2	105,748.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,171,782.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,171,782.

**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 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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 245,766.		22,047.	223,719.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			223,719.

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	223,719.
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) If (loss), enter -0- in Part I, line 8 }	3	N/A

**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 instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	201,698.	3,929,292.	.051332
2008	297,472.	4,782,686.	.062198
2007	260,373.	5,412,723.	.048104
2006	266,289.	5,023,035.	.053014
2005	316,158.	4,867,462.	.064953

2 Total of line 1, column (d)	2	.279601
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	.055920
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,455,493.
5 Multiply line 4 by line 3	5	249,151.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,959.
7 Add lines 5 and 6	7	252,110.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	213,495.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
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	5,919.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,919.
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	5,919.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	16,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	21,000.	
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	15,081.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 6,000. Refunded <input type="checkbox"/>	11	9,081.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WILLIAM HARRIS INVESTORS, INC. Telephone no ► 312-621-0590 Located at ► 191 N. WACKER DRIVE, SUITE 1500, CHICAGO, IL ZIP+4 ► 60606-1899			
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 N/A			
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	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 checked="" type="checkbox"/> Yes <input 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 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 2010.)	3b	X
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 2010?	4b	X

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**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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

If "Yes" to 6b, file Form 8870.

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**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.

(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
AUDREY H. MEYER 191 N. WACKER DRIVE, SUITE 1500 CHICAGO, IL 606061899	TREASURER / SECRTY / DIREC 1.00	0.	0.	0.
DANIEL H. MEYER 191 N. WACKER DRIVE, SUITE 1500 CHICAGO, IL 606061899	PRESIDENT / DIRECTOR 1.00	0.	0.	0.
JACK POLSKY 191 N. WACKER DRIVE, SUITE 1500 CHICAGO, IL 606061899	VICE PRESIDENT / DIRECTOR 1.00	0.	0.	0.
MICHAEL SETH RESNICK 191 N. WACKER DRIVE, SUITE 1500 CHICAGO, IL 606061899	ASSISTANT TREASURER 1.00	0.	0.	0.

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

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

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

0

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. 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

0

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

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	466,894.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	194,272.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	3,862,177.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,523,343.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,523,343.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	67,850.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,455,493.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	222,775.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	222,775.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	5,919.
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	5,919.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	216,856.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	216,856.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	216,856.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	213,495.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	213,495.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	213,495.

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				216,856.
<b>2</b> Undistributed income, if any, as of the end of 2010			0.	
<b>a</b> Enter amount for 2009 only				
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008	127,387.			
<b>e</b> From 2009	201,698.			
<b>f</b> Total of lines 3a through e	329,085.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 213,495.			0.	
<b>a</b> Applied to 2009, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			213,495.
<b>d</b> Applied to 2010 distributable amount	0.			
<b>e</b> Remaining amount distributed out of corpus	3,361.			3,361.
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:	325,724.			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	325,724.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008	124,026.			
<b>d</b> Excess from 2009	201,698.			
<b>e</b> Excess from 2010				

N/A

☐ 4942(I)(3) or ☐ 4942(I)(5)

**(4) Gross investment income**

[illegible]

### 1 Information Regarding Foundation Managers:

NONE

NONE

N/A

N/A

N/A

N/A

<b>Part XV</b>	<b>Supplementary Information</b> (continued)
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### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT	N/A	PUBLIC	INSTITUTIONAL SUPPORT	159,913.
Total				▶ 3a 159,913.
b <i>Approved for future payment</i>  NONE				
Total				▶ 3b 0.





**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 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SHORT TERM CAPITAL GAINS FROM WHI GROWTH FUND, L.	P	VARIOUS	VARIOUS
b	SHORT TERM CAPITAL GAINS FROM WHI FIXED INCOME FU	P	VARIOUS	VARIOUS
c	SHORT TERM CAPITAL GAINS FROM WHI FIXED INCOME FU	P	VARIOUS	VARIOUS
d	SHORT TERM CAPITAL LOSSES FROM WHI NFP FUND, LLC	P	VARIOUS	VARIOUS
e	SHORT TERM CAPITAL GAINS FROM WHI PRIVATE EQUITY	P	VARIOUS	VARIOUS
f	SHORT TERM CAPITAL GAINS FROM WHI PRIVATE EQUITY	P	VARIOUS	VARIOUS
g	SHORT TERM CAPITAL LOSSES FROM WHI REALTY FUND II	P	VARIOUS	VARIOUS
h	SHORT TERM CAPITAL GAINS FROM WHI REALTY FUND, LL	P	VARIOUS	VARIOUS
i	SHORT TERM CAPITAL GAINS FROM WHI REAL ESTATE PAR	P	VARIOUS	VARIOUS
j	LONG TERM CAPITAL GAINS FROM HARRIS VENTURE FUND,	P	VARIOUS	VARIOUS
k	LONG TERM CAPITAL GAINS FROM WHI GROWTH FUND, L.P	P	VARIOUS	VARIOUS
l	LONG TERM CAPITAL LOSSES FROM WHI FIXED INCOME FU	P	VARIOUS	VARIOUS
m	LONG TERM CAPITAL GAINS FROM WHI FIXED INCOME FUN	P	VARIOUS	VARIOUS
n	LONG TERM CAPITAL LOSSES FROM WHI FIXED INCOME FU	P	VARIOUS	VARIOUS
o	LONG TERM CAPITAL LOSSES FROM WHI NFP FUND, LLC K	P	VARIOUS	VARIOUS

(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	39,594.		39,594.
b	36.		36.
c	8,113.		8,113.
d		104.	<104.>
e	1,307.		1,307.
f	941.		941.
g		246.	<246.>
h	59.		59.
i	52.		52.
j	233.		233.
k	108,676.		108,676.
l		2,739.	<2,739.>
m	60,938.		60,938.
n		3,772.	<3,772.>
o		10,256.	<10,256.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			39,594.
b			36.
c			8,113.
d			<104.>
e			1,307.
f			941.
g			<246.>
h			59.
i			52.
j			233.
k			108,676.
l			<2,739.>
m			60,938.
n			<3,772.>
o			<10,256.>

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

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)

If (loss), enter "-0-" in Part I, line 8

3

**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 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	LONG TERM CAPITAL GAINS FROM WHI PRIVATE EQUITY M	P	VARIOUS	VARIOUS
b	LONG TERM CAPITAL GAINS FROM WHI PRIVATE EQUITY M	P	VARIOUS	VARIOUS
c	LONG TERM CAPITAL GAINS FROM WHI REALTY FUND II,	P	VARIOUS	VARIOUS
d	LONG TERM CAPITAL LOSSES FROM WHI REALTY FUND, LL	P	VARIOUS	VARIOUS
e	SECTION 1256 LOSSES FROM WHI PRIVATE EQUITY MANAG	P	VARIOUS	VARIOUS
f	SECTION 1256 GAINS FROM WHI REALTY FUND, LLC K-1	P	VARIOUS	VARIOUS
g	SECTION 1231 GAINS FROM WHI FIXED INCOME FUND III	P	VARIOUS	VARIOUS
h	SECTION 1231 LOSSES FROM WHI PRIVATE EQUITY MANAG	P	VARIOUS	VARIOUS
i	SECTION 1231 LOSSES FROM WHI PRIVATE EQUITY MANAG	P	VARIOUS	VARIOUS
j	SECTION 1231 GAINS FROM WHI REALTY FUND II, L.P.	P	VARIOUS	VARIOUS
k	SECTION 1231 GAINS FROM WHI REALTY FUND, LLC K-1	P	VARIOUS	VARIOUS
l	UBI CAPITAL LOSSES FROM WHI FIXED INCOME FUND II,	P	VARIOUS	VARIOUS
m	UBI CAPITAL GAINS FROM WHI FIXED INCOME FUND III,	P	VARIOUS	VARIOUS
n	UBI CAPITAL GAINS FROM WHI FIXED INCOME FUND, LLC	P	VARIOUS	VARIOUS
o	UBI CAPITAL GAINS FROM WHI NFP FUND, LLC K-1	P	VARIOUS	VARIOUS

(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	649.		649.
b	6,476.		6,476.
c	1,310.		1,310.
d		561.	<561.>
e		5.	<5.>
f	3.		3.
g	2,490.		2,490.
h		140.	<140.>
i		41.	<41.>
j	153.		153.
k	1,757.		1,757.
l			0.
m	160.	160.	0.
n	247.	247.	0.
o	161.	161.	0.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			649.
b			6,476.
c			1,310.
d			<561.>
e			<5.>
f			3.
g			2,490.
h			<140.>
i			<41.>
j			153.
k			1,757.
l			0.
m			0.
n			0.
o			0.

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

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)

If (loss), enter "-0-" in Part I, line 8

3



**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 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	UBI CAPITAL GAINS FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
b	UBI CAPITAL GAINS FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
c	UBI CAPITAL GAINS FROM WHI REALTY FUND II, L.P. K	P	VARIOUS	VARIOUS
d	UBI CAPITAL GAINS FROM WHI REALTY FUND, LLC K-1	P	VARIOUS	VARIOUS
e	UBI RECLASS	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DISTRIBUTIONS	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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	260.		260.	0.
b	467.		467.	0.
c	133.		133.	0.
d	2,755.		2,755.	0.
e	<3,999.>			<3,999.>
f	12,795.			12,795.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			0.
b			0.
c			0.
d			0.
e			<3,999.>
f			12,795.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	223,719.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF                      GAIN OR (LOSS) FROM SALE OF ASSETS                      STATEMENT    1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT TERM CAPITAL GAINS FROM WHI GROWTH FUND, L.P. K-1	PURCHASED	VARIOUS	VARIOUS

  

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
39,594.	0.	0.	0.	39,594.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SHORT TERM CAPITAL GAINS FROM WHI FIXED INCOME FUND II, LLC K-1	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
36.	0.	0.	0.	36.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SHORT TERM CAPITAL GAINS FROM WHI FIXED INCOME FUND III, L.P. K-1	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,113.	0.	0.	0.	8,113.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT TERM CAPITAL LOSSES FROM WHI NFP FUND, LLC K-1	0.	0.	104.	0.	<104.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT TERM CAPITAL GAINS FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	1,307.	0.	0.	0.	1,307.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT TERM CAPITAL GAINS FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	941.	0.	0.	0.	941.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT TERM CAPITAL LOSSES FROM WHI REALTY FUND II, L.P. K-1	0.	0.	246.	0.	<246.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
SHORT TERM CAPITAL GAINS FROM WHI REALTY FUND, LLC K-1					
	59.	0.	0.	0.	59.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
SHORT TERM CAPITAL GAINS FROM WHI REAL ESTATE PARTNERS, L.P. K-1					
	52.	0.	0.	0.	52.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
LONG TERM CAPITAL GAINS FROM HARRIS VENTURE FUND, LLC K-1					
	233.	0.	0.	0.	233.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
LONG TERM CAPITAL GAINS FROM WHI GROWTH FUND, L.P. K-1					
	108,676.	0.	0.	0.	108,676.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
LONG TERM CAPITAL LOSSES FROM WHI FIXED INCOME FUND II, LLC K-1	0.	0.	2,739.	0.	<2,739.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
LONG TERM CAPITAL GAINS FROM WHI FIXED INCOME FUND III, L.P. K-1	60,938.	0.	0.	0.	60,938.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
LONG TERM CAPITAL LOSSES FROM WHI FIXED INCOME FUND, LLC K-1	0.	0.	3,772.	0.	<3,772.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
LONG TERM CAPITAL LOSSES FROM WHI NFP FUND, LLC K-1	0.	0.	10,256.	0.	<10,256.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG TERM CAPITAL GAINS FROM WHI PRIVATE EQUITY MANAGERS III, L.P. K-1	649.	0.	0.	0.	649.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG TERM CAPITAL GAINS FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	6,476.	0.	0.	0.	6,476.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG TERM CAPITAL GAINS FROM WHI REALTY FUND II, LLC K-1	1,310.	0.	0.	0.	1,310.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG TERM CAPITAL LOSSES FROM WHI REALTY FUND, LLC K-1	0.	0.	561.	0.	<561.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
SECTION 1256 LOSSES FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1					
	0.	0.	5.	0.	<5.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
SECTION 1256 GAINS FROM WHI REALTY FUND, LLC K-1					
	3.	0.	0.	0.	3.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
SECTION 1231 GAINS FROM WHI FIXED INCOME FUND III, L.P. K-1					
	2,490.	0.	0.	0.	2,490.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	VARIOUS			
SECTION 1231 LOSSES FROM WHI PRIVATE EQUITY MANAGERS III, L.P. K-1					
	0.	0.	140.	0.	<140.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SECTION 1231 LOSSES FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	0.	0.	41.	0.	<41.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SECTION 1231 GAINS FROM WHI REALTY FUND II, L.P. K-1	153.	0.	0.	0.	153.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SECTION 1231 GAINS FROM WHI REALTY FUND, LLC K-1	1,757.	0.	0.	0.	1,757.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL LOSSES FROM WHI FIXED INCOME FUND II, LLC K-1	0.	0.	184.	0.	<184.>



(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
UBI CAPITAL GAINS FROM WHI FIXED INCOME FUND III, LLC K-1	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
160.	0.	0.	0.	160.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
UBI CAPITAL GAINS FROM WHI FIXED INCOME FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
247.	0.	0.	0.	247.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
UBI CAPITAL GAINS FROM WHI NFP FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
161.	0.	0.	0.	161.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
UBI CAPITAL GAINS FROM WHI PRIVATE EQUITY MANAGERS III, L.P. K-1	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
260.	0.	0.	0.	260.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL GAINS FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	467.	0.	0.	0.	467.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL GAINS FROM WHI REALTY FUND II, L.P. K-1	133.	0.	0.	0.	133.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL GAINS FROM WHI REALTY FUND, LLC K-1	2,755.	0.	0.	0.	2,755.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI RECLASS	<3,999.>	0.	0.	0.	<3,999.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
			PURCHASED	VARIOUS	VARIOUS
CAPITAL GAINS DISTRIBUTIONS					
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	12,795.	0.	0.	0.	12,795.
CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					227,718.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
FEDERAL TAX REFUND INTEREST	74.
WILLIAM HARRIS INVESTORS, INC	71.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	145.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME FROM REALTY FUND II, L.P. K-1	512.	0.	512.
DIVIDEND INCOME FROM SANFORD BERNSTEIN	18,490.	0.	18,490.
DIVIDEND INCOME FROM WHI FIXED INCOME FUND II, LLC K-1	108.	0.	108.
DIVIDEND INCOME FROM WHI FIXED INCOME FUND III, L.P. K-1	329.	0.	329.
DIVIDEND INCOME FROM WHI FIXED INCOME FUND LLC K-1	1.	0.	1.
DIVIDEND INCOME FROM WHI GROWTH FUND, L.P. K-1	13,888.	0.	13,888.
DIVIDEND INCOME FROM WHI NFP FUND, LLC K-1	2,397.	0.	2,397.
DIVIDEND INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	596.	0.	596.

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DIVIDEND INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	1,616.	0.	1,616.
DIVIDEND INCOME FROM WHI REALTY FUND, LLC K-1	156.	0.	156.
INTEREST FROM HARRIS VENTURE PARTNERS, LLC K-1	1.	0.	1.
INTEREST FROM WHI FIXED INCOME FUND II, LLC K-1	3,442.	0.	3,442.
INTEREST FROM WHI FIXED INCOME FUND III, L.P. K-1	16,957.	0.	16,957.
INTEREST FROM WHI FIXED INCOME FUND, LLC K-1	1,463.	0.	1,463.
INTEREST FROM WHI NFP FUND, LLC K-1	6,940.	0.	6,940.
INTEREST FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	1,094.	0.	1,094.
INTEREST FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	1,523.	0.	1,523.
INTEREST FROM WHI REAL ESTATE PARTNERS I-F, L.P. K-1	421.	0.	421.
INTEREST FROM WHI REALTY FUND II, L.P. K-1	754.	0.	754.
INTEREST FROM WHI REALTY FUND III, L.P. K-1	223.	0.	223.
INTEREST FROM WHI REALTY FUND, LLC K-1	296.	0.	296.
INTEREST FROM WHI VENTURE FUND I, LLC K-1	2.	0.	2.
SECTION 988 INCOME FROM WHI FIXED INCOME FUND II, LLC K-1	93.	0.	93.
SECTION 988 INCOME FROM WHI FIXED INCOME FUND III, L.P. K-1	478.	0.	478.
SECTION 988 INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	52.	0.	52.
SECTION 988 INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	263.	0.	263.
SECTION 988 INCOME FROM WHI REALTY FUND II, L.P. K-1	159.	0.	159.
SECTION 988 INCOME FROM WHI REALTY FUND, LLC K-1	122.	0.	122.
SECTION 988 INCOME FROM WHI NFP FUND, LLC K-1	1,031.	0.	1,031.
U.S. INTEREST OBLIGATIONS FROM WHI FIXED INCOME FUND III, L.P. K-1	328.	0.	328.
TOTAL TO FM 990-PF, PART I, LN 4	73,735.	0.	73,735.

FORM 990-PF

RENTAL INCOME

STATEMENT

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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	1	10.
RENTAL INCOME FROM WHI REALTY FUND II, L.P. K-1	2	<422.>
RENTAL INCOME FROM WHI REALTY FUND, LLC K-1	3	<955.>
OTHER RENTAL INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	4	<132.>
RENTAL INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	5	3.
RENTAL INCOME FROM WHI NFP FUND, LLC K-1	6	<38.>
OTHER RENTAL INCOME FROM WHI NFP FUND, LLC K-1	7	<74.>
RENTAL INCOME FROM WHI REALTY FUND III, L.P. K-1	8	<620.>
OTHER RENTAL INCOME FROM WHI REALTY FUND, LLC K-I	10	1.
RENTAL INCOME FROM WHI FIXED INCOME FUND III, L.P. K-I	11	<11.>
RENTAL INCOME FROM WHI REAL ESTATE PARTNERS, L.P. K-IP	12	<42.>
OTHER RENTAL INCOME FROM WHI REALTY FUND II, L.P. K-1	13	1.
TOTAL TO FORM 990-PF, PART I, LINE 5A		<2,279.>

FORM 990-PF

OTHER INCOME

STATEMENT

5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM WHI FIXED INCOME FUND, LLC II K-1	<3.>	<3.>	
ORDINARY INCOME FROM WHI FIXED INCOME FUND III, L.P. K-1	135.	135.	
ORDINARY INCOME FROM WHI NFP FUND, LLC K-1	<127.>	<127.>	
ORDINARY INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	<2,477.>	<2,477.>	
ORDINARY INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	779.	779.	
ORDINARY INCOME FROM WHI REALTY FUND III, L.P. K-1	<315.>	<315.>	
ORDINARY INCOME FROM WHI REALTY FUND II L.P. K-1	2,209.	2,209.	
ORDINARY INCOME FROM WHI REALTY FUND, LLC K-1	<1,338.>	<1,338.>	
ORDINARY INCOME FROM WHI VENTURE FUND I, LLC K-1	<55.>	<55.>	

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OTHER PORTFOLIO INCOME FROM WHI GROWTH FUND, L.P. K-1	980.	980.
OTHER PORTFOLIO INCOME FROM WHI FIXED INCOME FUND II, LLC K-1	105.	105.
OTHER PORTFOLIO INCOME FROM WHI FIXED INCOME FUND III, L.P. K-1	4,700.	4,700.
OTHER PORTFOLIO INCOME FROM WHI FIXED INCOME FUND, LLC K-1	5.	5.
OTHER PORTFOLIO INCOME FROM WHI NFP FUND, LLC K-1	63,859.	63,859.
OTHER PORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	47.	47.
OTHER PORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	623.	623.
OTHER PORTFOLIO INCOME FROM WHI REALTY FUND II, L.P. K-1	521.	521.
OTHER PORTFOLIO INCOME FROM WHI REALTY FUND, LLC K-1	238.	238.
OTHER INCOME FROM WHI NFP FUND, LLC K-1	4.	4.
OTHER INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	194.	194.
OTHER INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	549.	549.
OTHER INCOME FROM WHI REALTY FUND, LLC K-1	712.	712.
NONTAXABLE INCOME	541.	0.
ROYALTY FROM WHI NFP FUND, LLC, K-1	8.	8.
ORDINARY UBI FROM WHI FIXED INCOME FUND II, LLC K-1	<125.>	0.
ORDINARY UBI FROM WHI FIXED INCOME FUND III, L.P. K-1	1,477.	0.
ORDINARY UBI FROM WHI FIXED INCOME FUND, LLC K-1	75.	0.
ORDINARY UBI FROM WHI NFP FUND, LLC K-1	<907.>	0.
ORDINARY UBI FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	<2,050.>	0.
ORDINARY UBI FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	<809.>	0.
ORDINARY UBI FROM WHI REALTY FUND III, L.P. K-1	<625.>	0.
ORDINARY UBI FROM WHI REALTY FUND II, L.P. K-1	2,921.	0.
ORDINARY UBI FROM WHI REALTY FUND, LLC K-1	<1,111.>	0.
UBI RECLASS	1,154.	1,154.
TOTAL TO FORM 990-PF, PART I, LINE 11	71,894.	72,507.

FORM 990-PF	LEGAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	53.	53.		0.	
TO FM 990-PF, PG 1, LN 16A	53.	53.		0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX ACCOUNTING FEES	7,165.	3,583.		3,582.	
TO FORM 990-PF, PG 1, LN 16B	7,165.	3,583.		3,582.	

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES FROM WHI GROWTH FUND, L.P. K-1	197.	197.		0.	
FOREIGN TAXES FROM WHI FIXED INCOME FUND II, LLC K-1	16.	16.		0.	
FOREIGN TAXES FROM WHI FIXED INCOME FUND III, L.P. K-1	5.	5.		0.	
FOREIGN TAXES FROM WHI NFP FUND, LLC K-1	418.	418.		0.	
FOREIGN TAXES FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	76.	76.		0.	
FOREIGN TAXES FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	120.	120.		0.	
FOREIGN TAXES FROM WHI REALTY FUND II, LLC K-1	4.	4.		0.	
FOREIGN TAXES FROM WHI REALTY FUND, LLC K-1	28.	28.		0.	

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FEDERAL INCOME TAXES	21,010.	0.	0.
STATE INCOME TAXES	3,015.	0.	0.
STATE INCOME TAXES FROM WHI REALTY FUND, LLC K-1	12.	0.	0.
TO FORM 990-PF, PG 1, LN 18	24,901.	864.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEDUCTIONS MISCELLANEOUS NON 2% FROM WHI NFP FUND, LLC K-1	673.	673.		0.
DEDUCTIONS MISCELLANEOUS NON 2% FROM WHI PRIVATE EQUITY III, L.P. K-1	2.	2.		0.
DEDUCTIONS MISCELLANEOUS NON 2% FROM WHI PRIVATE EQUITY, LLC K-1	<15.>	<15.>		0.
DEDUCTIONS MISCELLANEOUS NON 2% FROM WHI REALTY FUND III, LLC K-1	4.	4.		0.
DEDUCTIONS MISCELLANEOUS NON 2% FROM WHI REALTY FUND II, LLC K-1	1.	1.		0.
DEDUCTIONS MISCELLANEOUS NON 2% FROM WHI REALTY FUND, LLC K-1	131.	131.		0.
DEDUCTIONS MISCELLANEOUS NON 2% FROM WHI VENTURE FUND I, LLC K-1	1.	1.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM HARRIS VENTURE FUND, LLC K-1	27.	27.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI GROWTH FUND K-1	17,906.	17,906.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI FIXED INCOME FUND II, K-1	1,287.	1,287.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI FIXED FUND III, L.P. K-1	7,499.	7,499.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI FIXED INCOME FUND, LLC K-1	296.	296.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI NFP FUND, LLC K-1	18,013.	18,013.		0.



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DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI PRIVATE EQUITY III, L.P. K-1	3,327.	3,327.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI PRIVATE EQUITY, LLC K-1	3,598.	3,598.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI REALTY FUND III, L.P. K-1	265.	265.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI REALTY FUND II, LLC K-1	2,379.	2,379.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI REALTY FUND, LLC K-1	628.	628.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI VENTURE FUND I, LLC K-1	21.	21.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI REAL ESTATE PARTNERS, K-1	183.	183.	0.
INTEREST EXPENSE ON INVESTMENT DEBTS - SCHEDULE A FROM WHI GROWTH FUND, K-1	270.	270.	0.
INTEREST EXPENSE ON INVESTMENT DEBTS - SCHEDULE A FROM WHI FIXED INC, II K-1	514.	514.	0.
INTEREST EXPENSE ON INVESTMENT DEBTS - SCHEDULE A FROM WHI FIXED INC III K-1	989.	989.	0.
INTEREST EXPENSE ON INVESTMENT DEBTS - SCHEDULE A FROM WHI FIXED INC, K-1	51.	51.	0.
INTEREST EXPENSE ON INVESTMENT DEBTS - SCHEDULE A FROM WHI NFP FUND, LLC K-1	1,546.	1,546.	0.
INTEREST EXPENSE ON INVESTMENT DEBTS - SCHEDULE A FROM WHI PRIVATE III, K-1	369.	369.	0.
INTEREST EXPENSE ON INVESTMENT DEBTS - SCHEDULE A FROM WHI PRIVATE K-1	543.	543.	0.
INTEREST EXPENSE ON INVESTMENT DEBTS - SCHEDULE A FROM WHI REALTY III, K-1	37.	37.	0.
INTEREST EXPENSE ON INVESTMENT DEBTS - SCHEDULE A FROM WHI REALTY II, K-1	234.	234.	0.
INTEREST EXPENSE ON INVESTMENT DEBTS - SCHEDULE A FROM WHI REALTY K-1	31.	31.	0.
INTEREST EXPENSE ON INVESTMENT DEBTS - SCHEDULE A FROM WHI REAL ESTATE K-1	9.	9.	0.

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NONDEDUCTIBLE EXPENSES FROM WHI FIXED INCOME FUND III, L.P. K-1	26.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI NFP FUND, LLC K-1	1.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	63.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	66.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI REALTY FUND III, L.P. K-1	2.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI REALTY FUND II, L.P. K-1	124.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI REALTY FUND, LLC K-1	8.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI VENTURE FUND I, LLC K-1	1.	0.	0.
SECTION 988 LOSS FROM WHI FIXED INCOME FUND LLC K-1	225.	225.	0.
SECTION 988 LOSS FROM WHI NFP FUND, LLC K-1	5.	5.	0.
SECTION 988 LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	167.	167.	0.
CHARITABLE CONTRIBUTIONS - 50% LIMIT FROM WHI FIXED FUND III, L.P. K-1	1.	1.	0.
CHARITABLE CONTRIBUTIONS - 50% LIMIT FROM WHI PRIVATE EQUITY III, K-1	2.	2.	0.
CHARITABLE CONTRIBUTIONS - 50% LIMIT FROM WHI PRIVATE EQUITY K-1	4.	4.	0.
CHARITABLE CONTRIBUTIONS - 50% LIMIT FROM WHI REALTY FUND III, LLC K-1	4.	4.	0.
CHARITABLE CONTRIBUTIONS - 50% LIMIT FROM WHI REALTY FUND II, LLC K-1	2.	2.	0.
CHARITABLE CONTRIBUTIONS - 50% LIMIT FROM WHI REAL ESTATE PARTNERS, L.P. K-1	1.	1.	0.
CHARITABLE CONTRIBUTIONS - 30% LIMIT FROM WHI PRIVATE EQUITY LLC, K-1	39.	39.	0.
SECTION 179 EXPENSE FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	2.	2.	0.
SECTION 59(E)(2) EXPENDITURES FROM WHI FIXED INCOME FUND III, L.P. K-1	1,080.	1,080.	0.

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## SECTION 59(E)(2)

## EXPENDITURES FROM WHI

PRIVATE EQUITY III, L.P. K-1	8.	8.	0.
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## SECTION 59(E)(2)

## EXPENDITURES FROM WHI

PRIVATE EQUITY, LLC K-1	3.	3.	0.
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FILING FEES	10.	0.	0.
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INVESTMENT ADVISORY FEES	5,025.	5,025.	0.
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EVENT EXPENSE	5,745.	0.	0.
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TO FORM 990-PF, PG 1, LN 23	73,433.	67,387.	0.
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FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SANFORD BERSTEIN	FMV	331,135.	346,098.
WHI NFP FUND, LLC	FMV	1,322,395.	1,553,182.
WHI REALTY FUND, LLC	FMV	45,847.	51,229.
WHI REALTY FUND II, LLC	FMV	178,652.	167,361.
WHI REALTY FUND III, L.P.	FMV	16,234.	14,546.
WHI VENTURE FUND I, LLC	FMV	2,708.	3,920.
WHI PRIVATE EQUITY MANAGERS FUND, LLC	FMV	88,541.	111,046.
WHI PRIVATE EQUITY MANAGERS FUND III, L.P.	FMV	83,030.	90,510.
WHI GROWTH FUND, L.P.	FMV	1,663,450.	1,959,368.
WHI FIXED INCOME FUND, LLC	FMV	10,574.	8,372.
WHI FIXED INCOME FUND II, LLC	FMV	34,839.	23,475.
WHI FIXED INCOME FUND III, L.P.	FMV	262,642.	203,963.
WHI REAL ESTATE PARTNERS I.F, L.P.	FMV	10,086.	10,296.
HARRIS VENTURE PARTNERS, LLC	FMV	5,873.	3,980.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,056,006.	4,547,346.

**GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR – 2010**

Recipient Name	Address	If grantee is individual, show relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Payment Date	Amount
<b><u>Stairway Fund</u></b>						
<b>FEIN # 30-0286949</b>						
American Museum of Natural History	Central Park West at 79th St New York, NY 10024	N/A	Public	General Operating Support/Annual Gift	2/9/2010	\$365
Blue Hill Troupe	343 Cambridge Drive Ramsey, NJ 07446	N/A	Public	General Operating Support/Annual Gift	1/26/2010	\$750
Blue Hill Troupe	343 Cambridge Drive Ramsey, NJ 07446	N/A	Public	General Operating Support/Annual Gift	2/9/2010	\$300
Boy Scouts of America-Greater New York Councils	350 Fifth Ave , Suite 530 New York, NY 10118-0199	N/A	Public	General Operating Support/Annual Gift	6/18/2010	\$14,550
Brady Center To Prevent Gun Violence	1225 Eye Street, NW Suite 1100 Washington, DC 20005	N/A	Public	General Operating Support/Annual Gift	12/1/2010	\$4,000
Brearley School	610 E 83rd Street New York, NY 10028	N/A	Public	General Operating Support/Annual Gift	12/1/2010	\$10,000
Bronx Opera Company	5 Minerva Place, 2 J Bronx, New York 10468	N/A	Public	General Operating Support/Annual Gift	3/29/2010	\$750
Brooklyn Academy of Music	30 Lafayette Ave Brooklyn, NY 11217-1486	N/A	Public	General Operating Support/Annual Gift	12/1/2010	\$1,000
Camperships for Nebagamon Inc.	PO Box 331 East Troy, WI 53120	N/A	Public	General Operating Support/Annual Gift	12/1/2010	\$1,500
Careers Through Culinary Arts Program Inc. (C-CAP)	250 W 57th St , Suite 2015 New York, NY 10107	N/A	Public	General Operating Support/Annual Gift	1/26/2010	\$5,520
Carnegie Hall Society	881 Seventh Ave , 7th Floor New York, NY 10019	N/A	Public	General Operating Support/Annual Gift	3/29/2010	\$250
Environmental Defense Fund, Inc.	257 Park Avenue South New York, NY 10010	N/A	Public	General Operating Support/Annual Gift	1/26/2010	\$1,000
Grace Church in NYC - "Go Project"	86 Fourth Ave New York, NY 10003	N/A	Public	General Operating Support/Annual Gift	2/9/2010	\$500
Grace Church School	86 Fourth Avenue New York, NY 10003	N/A	Public	General Operating Support/Annual Gift	2/9/2010	\$870
Jacob's Pillow Dance Festival	358 George Carter Rd Becket, MA 01223	N/A	Public	General Operating Support/Annual Gift	3/29/2010	\$500
John Burroughs School	755 South Price Road St Louis, MO 63124	N/A	Public	General Operating Support/Annual Gift	12/1/2010	\$1,000
Madison Square Park Conservancy, Inc.	One Madison Square Park, 6th Floor New York, NY 10010	N/A	Public	General Operating Support/Annual Gift	1/26/2010	\$900
Madison Square Park Conservancy, Inc.	One Madison Square Park, 6th Floor New York, NY 10010	N/A	Public	General Operating Support/Annual Gift	6/18/2010	\$9,400

## Part XV, Line 3A

**GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010**

Recipient Name	Address	If grantee is individual, show relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Payment Date	Amount
Madison Square Park Conservancy, Inc.	One Madison Square Park, 6th Floor New York, NY 10010	N/A	Public	General Operating Support/Annual Gift	9/20/2010	\$6,600
Madison Square Park Conservancy, Inc.	One Madison Square Park, 6th Floor New York, NY 10010	N/A	Public	General Operating Support/Annual Gift	10/1/2010	\$2,220
Madison Square Park Conservancy, Inc.	One Madison Square Park, 6th Floor New York, NY 10010	N/A	Public	General Operating Support/Annual Gift	10/11/2010	\$2,000
Madison Square Park Conservancy, Inc.	One Madison Square Park, 6th Floor New York, NY 10010	N/A	Public	General Operating Support/Annual Gift	12/1/2010	\$5,000
Museum of Modern Art - New York	11 West 53rd St New York, NY 10019-5498	N/A	Public	General Operating Support/Annual Gift	5/7/2010	\$4,600
New Yorkers for Parks	355 Lexington Ave , 14th Floor New York, NY 10017	N/A	Public	General Operating Support/Annual Gift	12/1/2010	\$2,000
NYC & Company Foundation	810 Seventh Ave , 3rd Floor New York, NY 10019	N/A	Public	General Operating Support/Annual Gift	6/18/2010	\$13,800
NYC & Company Foundation	810 Seventh Ave , 3rd Floor New York, NY 10019	N/A	Public	General Operating Support/Annual Gift	10/11/2010	\$15,000
Partnership With Children	299 Broadway, Ste 1300 New York, NY 10007	N/A	Public	General Operating Support/Annual Gift	4/13/2010	\$1,000
Planned Parenthood of NYC	26 Bleecker St New York, NY 10012	N/A	Public	General Operating Support/Annual Gift	3/16/2010	\$250
Share Our Strength, Inc.	1730 M Street N W , Suite 700 Washington, DC 20036	N/A	Public	General Operating Support/Annual Gift	6/18/2010	\$7,720
Share Our Strength, Inc.	1730 M Street N W , Suite 700 Washington, DC 20036	N/A	Public	General Operating Support/Annual Gift	9/20/2010	\$6,000
Share Our Strength, Inc.	1730 M Street N W , Suite 700 Washington, DC 20036	N/A	Public	General Operating Support/Annual Gift	10/1/2010	\$5,000
Steep Rock Association	PO Box 279 Washington Depot, CT 06794	N/A	Public	General Operating Support/Annual Gift	11/11/2010	\$5,000
Theatre for a New Audience, Inc.	154 Christopher St , # 3 D New York, NY 10014	N/A	Public	General Operating Support/Annual Gift	3/16/2010	\$250
Theatre for a New Audience, Inc.	154 Christopher St , # 3 D New York, NY 10014	N/A	Public	General Operating Support/Annual Gift	5/18/2010	\$4,460
Trinity College	300 Summit Street Development Office Hartford, CT 06106-3100	N/A	Public	General Operating Support/Annual Gift	6/1/2010	\$50,000
U S. Fund for UNICEF	125 Maiden Lane New York, NY 10038	N/A	Public	General Operating Support/Annual Gift	11/11/2010	\$258
Union Square Partnership, Inc.	4 Irving Place, Room 1148 - S New York, NY 10003	N/A	Public	General Operating Support/Annual Gift	9/20/2010	\$19,600

Part XV, Line 3A

**GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010**

Recipient Name	Address	If grantee is individual, show relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Payment Date	Amount
Whitney Museum of American Art	945 Madison Avenue at 75th Street New York, NY 10021	N/A	Public	General Operating Support/Annual Gift	12/1/2010	\$5,000
WNYC Radio [aka New York Public Radio]	WNYC Radio 160 Varick St New York, NY 10013	N/A	Public	General Operating Support/Annual Gift	12/1/2010	\$1,000
<b>Total Stairway Fund (39 items)</b>						<b>\$209,913</b>

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization  <b>THE STAIRWAY FUND</b>	Employer identification number  <b>30-0286949</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>191 N. WACKER DRIVE, NO. 1500</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>CHICAGO, IL 60606-1899</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**WILLIAM HARRIS INVESTORS, INC.**

- The books are in the care of ► **191 NORTH WACKER DRIVE, SUITE 1500 - CHICAGO, IL 60606**  
Telephone No. ► **312-621-0590** FAX No. ►

- 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.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2010** or  
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 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.	3a	\$	<b>21,000.</b>
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.	3b	\$	<b>16,000.</b>
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>5,000.</b>

**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.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

• 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.** Only file the original (no copies needed).

Type or print  File by the extended due date for filing your return. See instructions	Name of exempt organization	Employer identification number
	THE STAIRWAY FUND	30-0286949
	Number, street, and room or suite no. If a P.O. box, see instructions. 191 N. WACKER DRIVE, NO. 1500	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60606-1899	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

WILLIAM HARRIS INVESTORS, INC.

• The books are in the care of ☒ 191 NORTH WACKER DRIVE, SUITE 1500 - CHICAGO, IL 60606

Telephone No. ☒ 312-621-0590

FAX No. ☐

• 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, 2011.

5 For calendar year 2010, or other tax year beginning                     , and ending                     .

6 If the tax year entered in line 5 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

**ALL INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN HAS NOT BEEN RECEIVED. AN EXTENSION OF TIME TO FILE IS HEREBY REQUESTED.**

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.	8a	\$	21,000.
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.	8b	\$	21,000.
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**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 ☒ Myself Title ☒ CPA

Date ☒ 8/11/11

Form 8868 (Rev. 1-2011)