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Return of Private Foundation

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

Treated as a Private Foundation

OMB No 1545-0052

2010Department 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 REGENSTEIN FOUNDATION		A Employer identification number 36-3152531
Number and street (or P.O. box number if mail is not delivered to street address) 401 S. LASALLE STREET	Room/suite 205	B Telephone number 312-362-0535
City or town, state, and ZIP code CHICAGO, IL 60605		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 66,249,145.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis.)		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 ☒ If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		113,521.	113,521.		STATEMENT 1
4 Dividends and interest from securities		892,451.	892,451.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,517,720.			
b Gross sales price for all assets on line 6a 52,519,481.					
7 Capital gain net income (from Part IV, line 2)			1,517,720.		
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		1,222.	1,222.		STATEMENT 3
12 Total. Add lines 1 through 11		2,524,914.	2,524,914.		
13 Compensation of officers, directors, trustees, etc.		119,961.	83,973.		35,988.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		50,902.	35,632.		15,270.
16a Legal fees STMT 4		10,767.	8,075.		2,692.
b Accounting fees STMT 5		13,000.	10,400.		2,600.
c Other professional fees STMT 6		174,510.	173,950.		560.
17 Interest					
18 Taxes STMT 7		4,640.	0.		0.
19 Depreciation and depletion		625.	500.		
20 Occupancy		23,995.	22,795.		1,200.
21 Travel, conferences, and meetings		10,775.	4,310.		6,465.
22 Printing and publications					
23 Other expenses STMT 8		204,471.	203,947.		524.
24 Total operating and administrative expenses. Add lines 13 through 23		613,646.	543,582.		65,299.
25 Contributions, gifts, grants paid		3,962,500.			3,962,500.
26 Total expenses and disbursements. Add lines 24 and 25		4,576,146.	543,582.		4,027,799.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-2,051,232.			
b Net investment income (if negative, enter -0-)			1,981,332.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see the instructions.

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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
Assets	1 Cash - non-interest-bearing	28,307.	18,558.	18,558.
	2 Savings and temporary cash investments	900,107.	1,212,495.	1,212,495.
	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	3,287.	5,795.	5,795.
	10a Investments - U.S. and state government obligations STMT 10	989,987.	1,354,727.	1,354,727.
	b Investments - corporate stock STMT 11	54,307,670.	53,621,298.	53,621,298.
	c Investments - corporate bonds STMT 12	6,746,137.	9,729,006.	9,729,006.
Liabilities	11 Investments - land, buildings, and equipment basis ▶	50,676.		
	Less accumulated depreciation ▶	46,504.	1,702.	4,172.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 13)	165,474.	303,094.	303,094.
	16 Total assets (to be completed by all filers)	63,142,671.	66,249,145.	66,249,145.
	17 Accounts payable and accrued expenses	21,069.	18,007.	
	18 Grants payable	15,550,000.	10,303,320.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 14)	48,930.	243,735.	
	23 Total liabilities (add lines 17 through 22)	15,619,999.	10,565,062.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	47,522,672.	55,684,083.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	47,522,672.	55,684,083.	
	31 Total liabilities and net assets/fund balances	63,142,671.	66,249,145.	

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	47,522,672.
2 Enter amount from Part I, line 27a	2	-2,051,232.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	10,212,643.
4 Add lines 1, 2, and 3	4	55,684,083.
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	55,684,083.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (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 SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b AT MLP FUND LLC	P	VARIOUS	VARIOUS
c AT MLP FUND LLC	P	VARIOUS	VARIOUS
d WISHBONE ASSOCIATES	P	VARIOUS	VARIOUS
e WISHBONE ASSOCIATES	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 50,832,064.		51,001,761.	-169,697.
b 317,576.			317,576.
c 590,418.			590,418.
d 222,975.			222,975.
e 556,448.			556,448.

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

(i) F.M.V. 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			-169,697.
b			317,576.
c			590,418.
d			222,975.
e			556,448.

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	1,517,720.
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	3,983,067.	56,458,028.	.070549
2008	4,244,777.	71,164,513.	.059647
2007	4,370,014.	84,690,194.	.051600
2006	3,756,318.	77,602,564.	.048405
2005	4,391,042.	72,615,336.	.060470

2 Total of line 1, column (d)	2	.290671
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	.058134
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	61,629,267.
5 Multiply line 4 by line 3	5	3,582,756.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,813.
7 Add lines 5 and 6	7	3,602,569.
8 Enter qualifying distributions from Part XII, line 4	8	4,028,418.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	19,813.
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	19,813.
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	19,813.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	8,092.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,640.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	15,173.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 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) <u>IL, DE</u>		
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 ► <u>N/A</u>	13		X
14	The books are in care of ► <u>PATRICIA WALLIES</u> Telephone no. ► <u>312-362-0535</u> Located at ► <u>401 S. LASALLE STREET, SUITE 205, CHICAGO, IL</u> ZIP+4 ► <u>60605-1042</u>			
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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A	1b	
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? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ☐ N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.) ☐ N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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

X

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

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

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
SEE ATTACHED STATEMENT				
	0.00	119,961.	37,357.	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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Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

(a) Name and address of each person paid more than \$50,000

(c) Compensation	
------------------	--

52,660.

0

Summary of Direct Charitable Activities

Expenses

2

3

4

Summary of Program-Related Investments

Amount

2

All other program-related investments. See instructions.

3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	62,396,993.
b	Average of monthly cash balances	1b	170,791.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	62,567,784.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	62,567,784.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	938,517.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	61,629,267.
6	Minimum investment return. Enter 5% of line 5	6	3,081,463.

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

1	Minimum investment return from Part X, line 6	1	3,081,463.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	19,813.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	43,547.
c	Add lines 2a and 2b	2c	63,360.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,018,103.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,018,103.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,018,103.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,027,799.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	619.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,028,418.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	19,813.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,008,605.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,018,103.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	3,585,261.			
b From 2006	3,756,318.			
c From 2007	4,415,716.			
d From 2008	4,251,988.			
e From 2009	3,993,486.			
f Total of lines 3a through e	20,002,769.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$	4,028,418.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	4,028,418.			
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,018,103.			3,018,103.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	21,013,084.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	567,158.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	20,445,926.			
10 Analysis of line 9:				
a Excess from 2006	3,756,318.			
b Excess from 2007	4,415,716.			
c Excess from 2008	4,251,988.			
d Excess from 2009	3,993,486.			
e Excess from 2010	4,028,418.			

** SEE STATEMENT 17

Form 990-PF (2010)

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

Recipient Name and address (home or business)	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
a Paid during the year SEE ATTACHED STATEMENT				3962500.
b Approved for future payment SEE ATTACHED STATEMENT LESS: DISCOUNT FOR THE PRESENT VALUE				Total ▶ 3a 3962500. 12,425,000. -2,121,680.
Total			▶ 3b	10,303,320.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	113,521.		
4 Dividends and interest from securities			14	892,451.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	1,222.		
8 Gain or (loss) from sales of assets other than inventory			18	1,517,720.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		2,524,914.		0.
13 Total. Add line 12, columns (b), (d), and (e)						2,524,914.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) 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		

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

Sign Here

Signature of officer or trustee: [Signature] Date: 5/28/2013 Title: President

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	FRANKLYN E. LEE		5/24/13		P00314502
	Firm's name ▶ WEISS & COMPANY LLP			Firm's EIN ▶	
	Firm's address ▶ 2700 PATRIOT BOULEVARD - SUITE 400 GLENVIEW, IL 60026			Phone no. 847-441-8800	

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	9,729,006.	9,729,006.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,729,006.	9,729,006.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST/DIVIDEND DUE FROM BROKERS ON INVESTMENT TRANSACTIONS	165,474.	217,959.	217,959.
	0.	85,135.	85,135.
TO FORM 990-PF, PART II, LINE 15	165,474.	303,094.	303,094.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED TAX ON UNREALIZED APPRECIATION DUE TO BROKERS ON INVESTMENT TRANSACTIONS	48,930.	184,705.
	0.	59,030.
TOTAL TO FORM 990-PF, PART II, LINE 22	48,930.	243,735.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
AT MLP FUND LLC	81,840.
OTHER INTEREST INCOME	448.
WISHBONE ASSOCIATES	31,233.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	113,521.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AT MLP FUND LLC	12,708.	0.	12,708.
OTHER DIVIDEND INCOME	813,174.	0.	813,174.
WISHBONE ASSOCIATES	66,569.	0.	66,569.
TOTAL TO FM 990-PF, PART I, LN 4	892,451.	0.	892,451.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AT MLP FUND LLC	1,304.	1,304.	
WISHBONE ASSOCCIATES	-82.	-82.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,222.	1,222.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	10,767.	8,075.		2,692.
TO FM 990-PF, PG 1, LN 16A	10,767.	8,075.		2,692.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	13,000.	10,400.		2,600.
TO FORM 990-PF, PG 1, LN 16B	13,000.	10,400.		2,600.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FEES	174,510.	173,950.		560.
TO FORM 990-PF, PG 1, LN 16C	174,510.	173,950.		560.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	4,640.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,640.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UTILITIES	2,632.	2,501.		131.
OFFICE SUPPLIES	5,838.	5,546.		292.
EQUIPMENT RENTAL	816.	775.		41.
EDUCATION	450.	427.		23.
DUES & SUBSCRIPTION	745.	708.		37.
OTHER DEDUCTION THROUGH AT MLP LLC	158,324.	158,324.		0.

OTHER DEDUCTION THROUGH WISHBONE	35,666.	35,666.	0.
TO FORM 990-PF, PG 1, LN 23	204,471.	203,947.	524.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
SEE ATTACHED STATEMENT	4,779,285.
SEE ATTACHED STATEMENT	3,125,000.
PLEDGES PAYABLE PRESENT VALUE ADJUSTMENT	2,121,680.
UNRELATED BUSINESS TAXABLE INCOME	186,678.
TOTAL TO FORM 990-PF, PART III, LINE 3	10,212,643.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	X		1,354,727.	1,354,727.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,354,727.	1,354,727.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,354,727.	1,354,727.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	53,621,298.	53,621,298.
TOTAL TO FORM 990-PF, PART II, LINE 10B	53,621,298.	53,621,298.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 17

THE REGENSTEIN FOUNDATION HEREBY ELECTS TO TREAT ANY QUALIFYING
DISTRIBUTION AS MADE OUT OF CORPUS.

FORM 990PF-TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I. D. NUMBER 36-3152531
Chicago, Illinois 60605-1042

PART II BALANCE SHEET
COLUMNS B AND C - LINE 10A
INVESTMENTS - SECURITIES

**** GOVERNMENT OBLIGATIONS

Book and Fair
Market Value
12-31-10

TREASURY NOTES/BONDS:

GOVERNMENT AGENCY/MORTGAGE BACKED/CMO

FNMA 1993-G28, CL-E, 0%, 7-25-22	12,759.21
RFMSI 2003-S3 A3, 02-25-18, 5.25%	250,423.74
WAMMS 2003-MS2, 5.00%, 01-25-31	64,918.98
WFMBS 2006-12 A1, 10-25-36 6.00%	66,647.20
Chase 2003-S13 A16, 5.00%, 11-25-33	194,882.63
GSR 2004-2F 14A1, 5.50%, 09-25-16	379,909.98
WAMU 2003-S1 A5, 5.50%, 04-25-33	385,185.00
Rounding	0.00
	=====
TOTAL GOVT & AGENCY	1,354,726.74

✓→

FORM 990PF-TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I. D. NUMBER 36-3152531
Chicago, Illinois 60605-1042

PART II BALANCE SHEET
COLUMNS B AND C - LINE 10B
INVESTMENTS - SECURITIES

**** COMMON STOCKS		Book and Fair Market Value 12-31-10
Shares		
4550	Align Tech	88,907.00
2590	Allergan Inc	177,855.30
1830	Apache Corp	218,190.90
1491	Apple Inc	480,936.96
4320	Atheros Communications	155,174.40
3151	Cameron Intl	159,850.23
3660	Celgene Corp	216,452.40
1380	Cerner Corp	130,741.20
800	Citrix Sys	54,728.00
5390	Corporate Exec Board	202,394.50
2715	DeVry Inc	130,265.70
3970	Dicks Sporting Goods	148,875.00
1510	Dolby Labs Inc. CL A	100,717.00
4280	Ecolab Inc	215,797.60
2780	Fastenal Co	166,549.80
8210	FLIR Sys Inc.	244,247.50
1110	Flowserve Corp.	132,334.20
6690	Genpact Limited Com	101,688.00
3565	Gilead Sci Inc	129,195.60
1590	Goodrich Corp	140,031.30
568	Google Inc	337,374.96
4210	Green Mtn Coffee Roasters	138,340.60

FORM 990PF-TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I. D. NUMBER 36-3152531
Chicago, Illinois 60605-1042

PART II BALANCE SHEET
COLUMNS B AND C - LINE 10B
INVESTMENTS - SECURITIES

**** COMMON STOCKS		Book and Fair Market Value 12-31-10
Shares		
1760	GreenHill & Co	143,756.80
1970	Haemonetics Corp	124,464.60
2150	Idexx Labs Inc	148,823.00
2542	IHS Inc	204,351.38
2500	Illumina Inc.	158,350.00
1330	Intercontinental Exchange	158,469.50
4970	Jacobs Energy	227,874.50
5590	Johnson Ctl Co	213,538.00
3892	K 12 Inc	111,544.72
2690	Manpower Inc	168,824.40
5129	McDonlads Corp	393,702.04
6699	Medassets Inc.	135,252.81
15370	Microsoft Corp	429,130.40
7820	Monolithic Power Sys	129,186.40
4540	NXStage Med	112,955.20
2270	Occidental Petroleum	222,687.00
6520	PepsiCo Inc	425,951.60
1435	Praxair Inc	136,999.45
4390	QualComm	217,261.10
2780	Schlumberger Ltd	232,130.00
5610	Schwab Charles Corp	95,987.10
5366	Silicon Laboratories Inc	246,943.32

FORM 990PF-TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I. D. NUMBER 36-3152531
Chicago, Illinois 60605-1042

PART II BALANCE SHEET
COLUMNS B AND C - LINE 10B
INVESTMENTS - SECURITIES

**** COMMON STOCKS		Book and Fair Market Value 12-31-10
Shares		
2610	Solera Holdings	133,945.20
3280	Stillwater Mng Co.	70,028.00
4300	Tempur-Pedic Intl	172,258.00
2460	Transdigm Group	177,144.60
3990	Trimas Corp	81,635.40
4980	Trimble Nav Ltd	198,851.40
3760	Ultimate Software	182,848.80
2380	Urban Outfitters	85,227.80
7250	Valassis Comm	234,537.50
5130	Verisign Inc.	167,597.10
5750	Weatherford Intl	131,100.00
935	ADR Anheuser Busch	53,379.15
860	Suncor Energy Inc	32,929.40
2375	ADR Arm Hldgs PLC	49,281.25
525	ADR BG PLC ADR	53,550.00
515	Accenture PLC	24,972.35
1210	Analog Devices Inc	45,580.70
685	Apple Inc	220,953.60
960	Autodesk Inc.	36,672.00
330	Baxter Intl Inc	16,704.60
1040	Broadcom	45,292.00
785	Cameron Intl Corp	39,823.05

FORM 990PF-TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I. D. NUMBER 36-3152531
Chicago, Illinois 60605-1042

PART II BALANCE SHEET
COLUMNS B AND C - LINE 10B
INVESTMENTS - SECURITIES

**** COMMON STOCKS		Book and Fair Market Value 12-31-10
Shares		
1035	Carnival Corp	47,723.85
2875	Cisco Systems	58,161.25
1645	Coca Cola	108,191.65
2155	Danaher Corp	101,651.35
615	Deere & Co	51,075.75
1195	Dicks Sporting Goods	44,812.50
1195	Donaldson Inc	69,644.60
1775	EcoLab Inc	89,495.50
3105	EMC Corp	71,104.50
440	Emerson Electric	25,154.80
1650	Expeditors Intl	90,090.00
780	Express Scripts	42,159.00
1505	Gilead Sciences Inc	54,541.20
395	Goldman Sachs Group	66,423.20
260	Google Inc CL A	154,432.20
240	Greenhill & Co.	19,603.20
1600	Hanover Ins Grp	74,752.00
390	ITC Holdings	24,172.20
810	JP Morgan Chase	34,360.20
615	Kohls Corp	33,419.10
1150	Kraft Foods Inc CL A	36,236.50
1270	Las Vegas Sands	58,356.50

FORM 990PF-TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I. D. NUMBER 36-3152531
Chicago, Illinois 60605-1042

PART II BALANCE SHEET
COLUMNS B AND C - LINE 10B
INVESTMENTS - SECURITIES

**** COMMON STOCKS		Book and Fair Market Value 12-31-10
Shares		
1690	Linear Tech Corp	58,457.10
355	Mead Johnson Nutrition	22,098.75
960	Merck & Co	34,598.40
2085	Microsoft Corp	58,213.20
1920	Mylan Inc	40,569.60
535	NetLogic Microsystems	16,804.35
840	Occidental Petroleum	82,404.00
4190	Oracle Corp	131,147.00
1685	Philip Morris Intl	98,623.05
1165	Praxair	111,222.55
615	QEP Res Inc.	22,330.65
1495	Qualcomm	73,987.55
615	Questar	10,707.15
890	Rockwell Collins	51,851.40
1160	Schlumberger	96,860.00
1955	Staples Inc	44,515.35
945	Starwood Hotels	57,437.10
715	Stericycle Inc	57,857.80
740	Target Corp	44,496.20
665	Tiffany & Co	41,409.55
1160	Unitedhealth Group	41,887.60
1967	Weyerhaeuser Co	37,235.31

FORM 990PF-TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I. D. NUMBER 36-3152531
Chicago, Illinois 60605-1042

PART II BALANCE SHEET
COLUMNS B AND C - LINE 10B
INVESTMENTS - SECURITIES

**** COMMON STOCKS		Book and Fair Market Value 12-31-10
Shares		
340	Wis Energy	20,012.40
715	Yum Brands Inc	35,070.75
850	3M Co	73,355.00
1540	Check Point Software	71,240.40
2555	Abbott Lab	122,410.05
3350	Accenture LTD Bermuda	162,441.50
3150	Aetna Inc	96,106.50
2030	Alliance Data	144,190.90
1145	Anadarko Petro Corp	87,203.20
1238	Apache Corp	147,606.74
400	Apple Inc.	129,024.00
4430	Automatic Data Processing	205,020.40
5200	Bank of NY	157,040.00
12046	Bank America Corp	160,693.64
2980	Best Buy	102,184.20
1133	Blackrock Inc	215,927.14
1780	BMC Software Inc.	83,909.20
8950	Cisco Systems Inc	181,058.50
265	CME Group	85,263.75
6791	Comcast Corp	149,198.27
3395	CVS Caremark Corp	118,044.15
2010	Danaher Corp	94,811.70

FORM 990PF-TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I. D. NUMBER 36-3152531
Chicago, Illinois 60605-1042

PART II BALANCE SHEET
COLUMNS B AND C - LINE 10B
INVESTMENTS - SECURITIES

**** COMMON STOCKS		Book and Fair Market Value 12-31-10
Shares		
2964	EQT Corp	132,905.76
1290	Express Scripts	69,724.50
1782	Exxon Mobil	130,299.84
4429	Fidelity Natl Information	121,310.31
2465	Fiserv Inc	144,350.40
1565	Gen Dynamics Corp	111,052.40
13455	General Electric Co.	246,091.95
145	Google Inc. Cl A	86,125.65
4405	Heinz H J Co	217,871.30
4310	Hewlett Packard Co	181,451.00
1490	International Business Machines	218,672.40
4455	JPMorgan Chase	188,981.10
1140	Lab Corp Amer Holdings	100,228.80
2680	Liberty Global	94,818.40
3397	Medtronic Inc	125,994.73
4606	Merck & Co	166,000.24
4000	Nalco Holdings	127,760.00
1525	Nextera Energy	79,284.75
1460	Nike Inc Cl B	124,713.20
1340	Norfolk Southern Corp	84,178.80
3180	Northeast Utilities	101,378.40
7700	Oracle Corp	241,010.00

FORM 990PF-TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I. D. NUMBER 36-3152531
Chicago, Illinois 60605-1042

PART II BALANCE SHEET
COLUMNS B AND C - LINE 10B
INVESTMENTS - SECURITIES

**** COMMON STOCKS		Book and Fair Market Value 12-31-10
Shares		
4145	PepsiCo Inc.	270,792.85
1631	PG & E Corp	78,027.04
1760	Praxair Inc	168,027.20
2375	Procter & Gamble	152,783.75
2680	QEP Res	97,310.80
2920	Republic Svcs Inc.	87,191.20
2915	Spectra Energy	72,845.85
2980	Stryker Corp	160,026.00
2840	Target Corp	170,769.20
990	Time Warner Cable	65,369.70
2748	TJX Cos. Inc	121,983.72
2250	United Technologies	177,120.00
5340	Unitedhealth Group Inc	192,827.40
1440	VF Corp	124,099.20
960	Visa Inc. CL A	67,564.80
6755	Walgreen Co	263,174.80
6129	Wells Fargo & Co	189,937.71
11065	Western Union	205,477.05
6775	Williams Co	167,478.00
487,614.00	Total Common Stock	21,722,240.67

FORM 990PF-TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I. D. NUMBER 36-3152531
Chicago, Illinois 60605-1042

PART II BALANCE SHEET
COLUMNS B AND C - LINE 10B
INVESTMENTS - SECURITIES

		Book and Fair Market Value 12-31-10
**** COMMON STOCKS		
Shares		
**** ALTERNATIVE INVESTMENTS		
Shepherd Investments Int'l. LTD, Class A		1,903,758.56
Dodge & Cox Mutual Fund		10,122,306.11
Dynamis Investment Fund		4,284,565.61
Wishbone International Fund		5,249,851.00
Zounds, Inc.		28,000.00
Atlantic Trust MLP		3,887,705.95
Ivy Mutual Fund		4,853,276.11
Kensico Inc.		1,569,594.00
Total Alternative Investments		<u>31,899,057.34</u>
Total Investments - Corporate Stock		<u><u>53,821,298.01</u></u>

FORM 990PF-TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I. D. NUMBER 38-3152531
Chicago, Illinois 60605-1042

PART II BALANCE SHEET
COLUMNS B AND C - LINE 10C
INVESTMENTS - SECURITIES

****	CORPORATE BONDS	Book and Fair Market Value 12-31-10
365000	Altria Group, 11-10-18, 9.70%	363,317.62
365000	American Express Credit 05-20-14, 7.250%	416,133.94
370000	Avnet Inc., 08-15-18, 6.625%	409,428.68
140000	Block Financial, 01-15-13, 7.7850%	146,837.04
420000	Brinker Int'l., 06-01-14, 5.750%	441,759.78
370000	CA Inc., 6.125%, 12-01-14	405,999.89
420000	Coventry Health, 08-15-14, 6.30%	443,490.60
365000	Donnelley (R.R.) Sons, 8.60%, 08-15-16	419,257.25
420000	FiServ Inc., 11-20-17, 6.80%	464,269.68
400000	Fortune Brands Inc., 5.375%, 01-15-16	414,111.20
360000	Hertz Corp., 01-01-14, 8.8750%	369,900.00
390000	Harley Davidson, 06-15-18, 6.80%	411,411.78
220000	Humana Inc., 6.45%, 06-01-16	240,934.10
145000	Humana Inc., 7.20%, 06-15-18	164,038.64
375000	Lexmark Int'l., Inc. 5.90%, 06-01-13	400,554.75
320000	Limited Brands, 07-15-17, 6.90%	341,600.00
500000	Masco Corp., 10-03-16, 6.125%	511,599.00
525000	Newell Rubbermaid, 08-15-20, 4.70%	520,773.75
365000	Omnicom Group Inc., 04-15-16, 5.90%	407,249.48
385000	Qwest 11-01-14, 7.50%	433,125.00
285000	SeaGate Tech, 10-01-16, 6.80%	287,850.00
370000	SprintNextel, 12-01-16, 6.00%	354,506.25
275000	SuperValue, 05-01-16, 8.00%	264,687.50
365000	TYCO Electronics Grp., 10-01-17, 6.55%	415,364.89
250000	Valmont Ind., 04-20-20, 6.625%	260,072.50
400000	Willis Group, 5.625%, 07-15-15	420,732.80

		9,729,006.12

The Regenstien Foundation
 ID Number 36-3152531
 Part I - Analysis of Support, Revenue and Expenses- Line 19
 Part II - Analysis of Revenue and Expenses - Line II & 14 Depreciation
 2010

(A)	(B)	(C)	(D)	(E)	(F)	(G)	
Asset Number	Date Acquired	Total Cost	Allocation Investment	Exempt	Depr'n Prior yrs	Method	Life (Years)
Description					2010	Allocation Investment	Exempt
Book Value							
1	Oct 1965	123.25	117.09	6.16	123.25	S-L	5
5	Jul 1966	326.61	323.34	3.27	326.61	S-L	5
10	Jan 1972	351.90	348.38	3.52	351.90	S-L	5
17	Oct 1972	136.50	129.67	6.83	136.50	S-L	5
18	Sep 1973	133.00	126.35	6.65	133.00	S-L	5
19	Jan 1974	326.61	323.34	3.27	326.61	S-L	5
21	Jun 1978	572.00	566.28	5.72	572.00	S-L	5
57	Apr 1988	1,008.00	806.40	201.60	1,008.00	S-L	5
58	Apr 1988	548.00	438.40	109.60	548.00	S-L	5
66	Apr 1988	510.03	459.03	51.00	510.03	S-L	5
69	Apr 1988	1,058.00	1,058.00	0.00	1,058.00	S-L	5
75	Apr 1988	630.00	567.00	63.00	630.00	S-L	5
78	Apr 1988	585.42	468.34	117.08	585.42	S-L	5
79	Apr 1988	585.42	468.34	117.08	585.42	S-L	5
83	Jun 1988	1,515.00	1,212.00	303.00	1,515.00	S-L	5
86	Dec 1989	735.00	588.00	147.00	735.00	S-L	5
90	May 1991	1,884.60	1,507.68	376.92	1,884.60	S-L	5
100	Aug 1995	1,399.99	1,119.99	280.00	1,399.99	S-L	5
101	Aug 1995	575.00	460.00	115.00	575.00	S-L	5
102	Dec 1995	2,628.84	2,103.07	525.77	2,628.84	S-L	5
104	May 1996	1,995.00	1,596.00	399.00	1,995.00	S-L	5
105	Aug 1996	2,445.00	1,956.00	489.00	2,445.00	S-L	5
106	Sep 1996	2,733.00	2,186.40	546.60	2,733.00	S-L	5
108	Jan 1997	1,528.99	1,223.19	305.80	1,528.99	S-L	5
112	June 1998	1,985.00	1,588.00	397.00	1,985.00	S-L	5
118	May/Oct 99	7,000.00	5,600.00	1,400.00	7,000.00	S-L	5
119	Jan 2001	639.00	511.20	127.80	639.00	S-L	5
120	Feb 2002	549.00	439.20	109.80	549.00	S-L	5
121	April 2003	5,245.00	4,196.00	1,049.00	5,245.00	S-L	5
122	Jan 2004	4,705.00	3,764.00	941.00	4,705.00	S-L	5
123	Dec 2005	1,109.15	887.32	221.83	887.32	S-L	5
124	Nov 2007	1,334.71	1,067.77	266.94	533.88	S-L	5
125	Aug 2009	679.00	543.20	135.80	0.00	S-L	5
126	June 2010	2,464.11	1,971.29	492.82	0.00	S-L	5
127	QuickBooks Training CD	630.92	504.74	126.18	0.00	S-L	5

TOTAL

50,676.05 41,225.00 9,451.05 45,879.36

624.57 499.66 124.91 4,172.12

FORM 990PF - TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I.D. NO. 36-3152531
401 S. LaSalle Street, Suite 205
Chicago, Illinois 60605-1042

Part III - Analysis of Changes in Net Worth or Fund Balances
Line 3 - OTHER INCREASES
Line 5 - DECREASES

INCREASES - Line 3:

Increase in Unrealized Appreciation - Investments	6,788,738.97
Increase in Deferred F. E. T.	(135,774.78)

6,652,964.19

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DECREASES - Line 5:

Decrease in Net New Pledges Booked	(3,125,000.00)
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(3,125,000.00)

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FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
JANUARY						
FHRR R101 AB 12-15-19, 5.50%	7,366.48	P	01-15-10	7,248.06	7,366.48	(118.42)
FNR G93-28E Zero 07-25-22	244.50	P	01-25-10	270.37	244.50	25.87
RFMSI 2003-S3, 02-25-15, 5.25%	9,711.97	P	01-25-10	9,738.51	9,711.97	26.54
Wash Mut Mfg., 03-25-18, 2003-MS2, CL3A1	2,830.07	P	01-25-10	2,798.88	2,830.07	(31.19)
WFMB 2006-12 A1, 10-25-36, 6.00%	13,843.88	P	01-25-10	13,740.86	13,843.88	(103.02)
WFMB 2006-12 A1, 10-25-36, 6.00%	609.71	P	01-25-10	644.10	609.71	34.39
Tyco Intl. Grp., 11-15-13, 6.00%	357,630.24	P	01-07-10	395,863.20	357,630.24	38,232.96
Aetna Inc. - Common	1,335 Shares	P	01-12-10	41,310.11	48,048.11	(6,738.00)
CME Group - Common	179 Shares	P	01-06-10	60,939.28	45,591.32	15,347.96
CME Group - Common	93 Shares	P	01-07-10	31,545.02	23,687.11	7,857.91
Pfizer, Inc. - Common	4,205 Shares	P	01-19-10	83,365.16	67,701.20	15,663.96
ADR Whs Hldgs LTD - Common	1,139 Shares	P	01-04-10	17,039.00	17,855.51	(816.51)
ADR Whs Hldgs LTD - Common	576 Shares	P	01-05-10	8,904.73	9,029.66	(124.93)
ADR Whs Hldgs LTD - Common	800 Shares	P	01-12-10	12,012.00	12,541.19	(529.19)
ADR Whs Hldgs LTD - Common	48 Shares	P	01-13-10	724.46	752.47	(28.01)
ADR Whs Hldgs LTD - Common	20 Shares	P	01-14-10	302.00	313.53	(11.53)
ADR Whs Hldgs LTD - Common	34 Shares	P	01-15-01	514.64	533.00	(18.36)
ADR Whs Hldgs LTD - Common	31 Shares	P	01-19-10	465.67	485.97	(20.30)
ADR Whs Hldgs LTD - Common	86 Shares	P	01-20-10	1,291.27	1,348.18	(56.91)
ADR Whs Hldgs LTD - Common	37 Shares	P	01-21-10	554.78	580.03	(25.25)
ADR Whs Hldgs LTD - Common	75 Shares	P	01-22-10	1,123.95	1,175.74	(51.79)
ADR Whs Hldgs LTD - Common	101 Shares	P	01-25-10	1,514.50	1,583.32	(68.82)
ADR Whs Hldgs LTD - Common	99 Shares	P	01-26-10	1,486.25	1,551.97	(65.72)
ADR Whs Hldgs LTD - Common	150 Shares	P	01-27-10	2,276.58	2,351.47	(74.89)
ADR Whs Hldgs LTD - Common	14 Shares	P	01-28-10	211.75	219.47	(7.72)
Cavium Networks Inc - Common	761 Shares	P	01-08-10	18,562.82	11,042.17	7,520.65
Cavium Networks Inc - Common	169 Shares	P	01-08-10	4,119.28	2,452.20	1,667.08
Cognizant Tech - Common	400 Shares	P	01-05-10	18,733.79	12,668.38	6,065.41
CVS Caremark Corp - Common	840 Shares	P	01-07-10	27,559.69	26,603.01	956.68
CVS Caremark Corp - Common	810 Sgares	P	01-08-10	27,635.10	25,652.90	1,982.20
CVS Caremark Corp - Common	2,899 Shares	P	01-25-10	96,034.53	91,812.05	4,222.48
CVS Caremark Corp - Common	2,181 Shares	P	01-26-10	71,832.51	69,072.82	2,759.69
Danaher Corp - Common	490 Shares	P	01-05-10	36,585.54	22,982.20	13,603.34

January continued next page >>>>>

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
January continued						
Danaher Corp - Common	1,344 Shares	P	01-22-10	99,583.22	63,036.91	36,546.31
Danaher Corp - Common	396 Shares	P	01-25-10	29,393.20	18,573.37	10,819.83
Fastenal Co - Common	1,100 Shares	P	01-05-10	46,374.03	41,720.08	4,653.95
FTI Consulting - Common	121 Shares	P	01-22-10	4,970.34	5,261.91	(291.57)
FTI Consulting - Common	998 Shares	P	01-25-10	41,177.45	43,399.90	(2,222.45)
FTI Consulting - Common	807 Shares	P	01-26-10	33,367.97	35,093.91	(1,725.94)
FTI Consulting - Common	784 Shares	P	01-27-10	32,625.35	34,093.71	(1,468.36)
Gilead Sciences - Common	1,910 Shares	P	01-25-10	87,779.62	75,181.35	12,598.27
Google Inc. - Common	50 Shares	P	01-08-10	29,951.76	25,248.11	4,703.65
Suncor Energy - Common	10 Shares	P	01-27-10	324.79	339.99	(15.20)
Abbott Lab - Common	10 Shares	P	01-27-10	535.79	534.70	1.09
Analog Devices - Common	10 Shares	P	01-27-10	276.19	302.70	(26.51)
Apple Inc. - Common	10 Shares	P	01-27-10	2,070.07	1,929.92	140.15
Avon Products - Common	10 Shares	P	01-27-10	309.79	322.37	(12.58)
Baxter Intl - Common	10 Shares	P	01-27-10	586.59	555.69	30.90
Broadcom Corp - Common	10 Shares	P	01-27-10	285.79	318.88	(33.10)
Cameron Intl Corp - Common	10 Shares	P	01-27-10	388.39	365.88	22.51
Cisco Systems	50 Shares	P	01-27-10	1,156.49	1,187.00	(30.51)
Citrix Sys Inc. - Common	490 Shares	P	01-20-10	20,730.51	18,840.50	1,890.01
Citrix Sys Inc. - Common	10 Shares	P	01-27-10	417.39	384.50	32.89
Cleco Corp. - Common	1,085 Shares	P	01-27-10	29,447.44	28,437.85	1,009.59
CVS Caremark Corp - Common	20 Shares	P	01-27-10	648.39	620.20	28.19
Danaher Corp - Common	10 Shares	P	01-27-10	740.09	720.00	20.09
Deere & Co. - Common	10 Shares	P	01-27-10	521.39	520.49	0.90
Donaldson Inc. - Common	10 Shares	P	01-27-10	393.69	418.10	(24.41)
Ecolab Inc. - Common	10 Shares	P	01-27-10	445.89	448.40	(2.51)
EMC Corp - Common	10 Shares	P	01-27-10	174.69	167.50	7.19
Expeditors Intl - Common	10 Shares	P	01-27-10	345.89	324.00	21.89
GAP Inc - Common	10 Shares	P	01-27-10	191.79	208.29	(16.50)
Hanover Ins Group - Common	10 Shares	P	01-27-10	430.49	426.80	3.69
Hospira Inc - Common	10 Shares	P	01-27-10	511.29	474.59	36.70
Intel Corp - Common	30 Shares	P	01-27-10	605.39	593.69	11.70
Intl Game Tech - Common	10 Shares	P	01-27-10	189.69	180.79	8.90
Invesco LTD - Common	10 Shares	P	01-27-10	215.59	212.40	3.19

January continued next page >>>>>>

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
January continued						
Johnson & Johnson - Common	10 Shares	P	01-27-10	635.69	641.80	(6.11)
JPMorgan Chase - Common	10 Shares	P	01-27-10	392.69	429.55	(36.86)
Kohl's Corp - Common	10 Shares	P	01-27-10	505.89	536.08	(30.19)
Las Vegas Sands Corp - Common	10 Shares	P	01-27-10	159.49	178.97	(19.48)
Linear Tech Corp - Common	10 Shares	P	01-27-10	273.09	281.40	(8.31)
Microsoft Corp - Common	10 Shares	P	01-27-10	890.38	889.50	0.88
Monsanto Co - Common	10 Shares	P	01-27-10	778.09	827.57	(49.48)
Nordstrom Inc - Common	10 Shares	P	01-27-10	347.29	343.98	3.31
Occidental Petroleum - Common	10 Shares	P	01-27-10	762.09	769.18	(7.09)
Oracle Corp - Common	30 Shares	P	01-27-10	714.59	656.10	58.49
Paychex Inc - Common	600 Shares	P	01-27-10	17,693.35	19,097.28	(1,403.93)
Pfizer Inc - Common	10 Shares	P	01-27-10	189.39	181.40	7.99
Philip Morris Intl - Common	20 Shares	P	01-27-10	931.58	980.19	(48.61)
Praxair Inc - Common	20 Shares	P	01-27-10	762.99	813.10	(50.11)
QualComm Inc - Common	20 Shares	P	01-27-10	941.38	895.98	45.40
Questar Corp - Common	10 Shares	P	01-27-10	433.69	379.39	54.30
Riverbed Tech - Common	10 Shares	P	01-27-10	237.99	198.80	39.19
Rockwell Collins - Common	10 Shares	P	01-27-10	535.39	555.18	(19.79)
Schlumberger LTD - Common	10 Shares	P	01-27-10	655.69	594.20	61.49
Staples Inc - Common	20 Shares	P	01-27-10	474.39	478.20	(3.81)
StarwoodHotels & Resorts - Common	10 Shares	P	01-27-10	347.59	334.88	12.71
Stearcycle Inc - Common	10 Shares	P	01-27-10	537.39	574.59	(37.20)
Tiffany & Co - Common	10 Shares	P	01-27-10	413.69	403.28	10.41
Unitedhealth Group - Common	10 Shares	P	01-27-10	331.49	287.49	44.00
Varian Semiconductor Equip - Common	10 Shares	P	01-27-10	304.29	330.99	(26.70)
Wal-Mart Stores - Common	20 Shares	P	01-27-10	1,067.18	1,081.20	(14.02)
Weyerhaeuser Co - Common	10 Shares	P	01-27-10	412.79	417.56	(4.77)
YUM Brands - Common	10 Shares	P	01-27-10	348.19	342.69	5.50
Suez Environnement Eur - Common	191 Shares	P	01-22-10	4,484.04	2,282.41	2,201.63
Suez Environnement Eur - Common	168 Shares	P	01-25-10	3,904.46	1,819.04	2,085.42
Suez Environnement Eur - Common	215 Shares	P	01-26-10	5,032.37	2,327.94	2,704.43
Suez Environnement Eur - Common	84 Shares	P	01-27-10	1,952.64	909.52	1,043.12
Suez Environnement Eur - Common	13 Shares	P	01-28-10	302.47	140.76	161.71
Manui Group - Common	700 Shares	P	01-20-10	4,678.78	13,154.16	(8,475.38)
Manui Group - Common	1,900 Shares	P	01-21-10	12,600.66	35,704.14	(23,103.48)

January continued next page >>>>>

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
January continued						
Manui Group - Common	1,500 Shares	P	01-22-10	9,704.12	28,187.48	(18,483.36)
Uncredit Spa Euro - Rights/Warrants	12,217 Warrants	P	01-12-10	1,862.64	0.00	1,862.64
Rolls Royce Grp Put Options	663,180 Options	P	01-05-10	1,069.01	0.00	1,069.01
Enron Settlement	Dist	P	01-27-10	27,807.94	0.00	27,807.94
Shephard Intl Distribution	Dist	P	01-28-10	86,876.64	76,733.79	10,142.85
TOTAL JANUARY				1,656,468.34	1,485,076.09	171,392.25
TOTAL YTD				1,656,468.34	1,485,076.09	171,392.25
FEBRUARY						
FHRR R101 AB 12-15-19, 5.50%	6,066.67	P	02-16-10	5,860.02	6,066.67	(206.65)
FNR G93-28E Zero 07-25-22	498.78	P	02-25-10	551.60	498.78	52.82
RFMSI 2003-S3, 02-25-15, 5.25%	13,858.02	P	02-25-10	13,895.87	13,112.05	783.82
Wash Mut Mfg., 03-25-18, 2003-MS2, CL3A1	1,198.05	P	02-25-10	1,527.43	1,198.05	329.38
WFMB 2006-12 A1, 10-25-36, 6.00%	14,852.00	P	02-25-10	13,649.51	14,852.00	(1,202.49)
WFMB 2006-12 A1, 10-25-36, 6.00%	708.00	P	02-25-10	639.82	708.00	(68.18)
Xerox Corp. 05-15-14, 8.25%	45,000 Par	P	02-03-10	52,900.75	45,022.88	7,877.87
Xerox Corp. 05-15-14, 8.25%	20,000 Par	P	02-03-10	23,527.00	20,334.58	3,192.42
Briggs & Stratton, 03-15-11, 8.875%	300,000 Par	P	02-08-10	314,965.00	337,197.00	(22,232.00)
Xerox Corp. 05-15-14, 8.25%	25,000 Par	P	02-18-10	29,195.67	25,414.21	3,781.46
Xerox Corp. 05-15-14, 8.25%	80,000 Par	P	02-18-10	93,426.13	82,601.28	10,824.85
Xerox Corp. 05-15-14, 8.25%	25,000 Par	P	02-24-10	29,266.25	25,605.65	3,660.60
Darden Restaurants Inc - Common	2,095 Shares	P	02-16-10	84,411.51	51,519.41	32,892.10
Excelon Corp - Common	1,485 Shares	P	02-10-10	65,053.01	85,022.21	(19,969.20)
Express Scripts Inc - Common	660 Shares	P	02-19-10	59,217.94	27,620.70	31,597.24
VistaPrint NV - Common	155 Shares	P	02-19-10	9,132.22	4,210.15	4,922.07
VistaPrint NV - Common	78 Shares	P	02-22-10	4,585.08	2,118.65	2,466.43
VistaPrint NV - Common	7 Shares	P	02-26-10	409.35	190.14	219.21
Cavium Networks - Common	557 Shares	P	02-09-10	12,290.60	8,082.11	4,208.49
Cavium Networks - Common	494 Shares	P	02-09-10	10,859.96	7,167.98	3,691.98
Cavium Networks - Common	517 Shares	P	02-10-10	11,331.87	7,501.71	3,830.16
Cavium Networks - Common	494 Shares	P	02-11-10	11,178.63	7,167.97	4,010.66
Cavium Networks - Common	516 Shares	P	02-11-10	11,563.62	7,487.20	4,076.42

February continued next page >>>>>

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
February continued						
Cavium Networks - Common	292 Shares	P	02-12-10	6,676.23	4,236.94	2,439.29
DeVry Inc. - Common	570 Shares	P	02-05-10	35,460.44	26,564.74	8,895.70
PepsiCo Inc. - Common	700 Shares	P	02-12-10	42,541.74	37,745.20	4,796.54
AFC Enterprises Inc	Class Action	P	02-25-10	950.54	0.00	950.54
Suncor Energy - Common	10 Shares	P	02-01-10	323.29	339.99	(16.70)
Suncor Energy - Common	10 Shares	P	02-05-10	287.30	339.99	(52.69)
Accenture PLC - Common	10 Shares	P	02-01-10	412.19	422.19	(10.00)
Accenture PLC - Common	10 Shares	P	02-05-10	404.14	422.19	(18.05)
ADR BG PLC Final Inst - Common	10 Shares	P	02-01-10	921.88	871.63	50.25
ADR BG PLC Final Inst - Common	10 Shares	P	02-05-10	862.18	871.63	(9.45)
Abbott Lab - Common	10 Shares	P	02-05-10	534.49	534.70	(0.21)
Analog Devices Inc - Common	20 Shares	P	02-01-10	549.59	605.40	(55.81)
Analog Devices Inc - Common	20 Shares	P	02-05-10	527.80	605.40	(77.60)
Apple Inc - Common	10 Shares	P	02-01-10	1,940.57	1,929.92	10.65
Apple Inc - Common	10 Shares	P	02-05-10	1,919.89	1,929.92	(10.03)
Avon Products Inc - Common	20 Shares	P	02-01-10	619.99	644.73	(24.74)
Avon Products Inc - Common	10 Shares	P	02-05-10	287.90	322.36	(34.46)
Baxter Intl - Common	10 Shares	P	02-05-10	563.40	555.69	7.71
Broadcom Corp Cl A - Common	10 Shares	P	02-01-10	274.39	318.89	(44.50)
Broadcom Corp Cl A - Common	10 Shares	P	02-05-10	285.50	318.89	(33.39)
Cameron Intl - Common	10 Shares	P	02-01-10	389.19	365.88	23.31
Cameron Intl - Common	10 Shares	P	02-05-10	360.21	365.88	(5.67)
Cisco Systems - Common	100 Shares	P	02-01-10	2,248.11	2,374.00	(125.89)
Cisco Systems - Common	80 Shares	P	02-05-10	1,873.63	1,899.20	(25.57)
Citrix Sys - Common	10 Shares	P	02-01-10	422.69	384.50	38.19
Citrix Sys - Common	10 Shares	P	02-05-10	409.11	384.50	24.61
Coca Cola - Common	30 Shares	P	02-01-10	1,626.27	1,722.68	(96.41)
Coca Cola - Common	20 Shares	P	02-05-10	1,054.98	1,148.46	(93.48)
CVS Caremark Corp - Common	40 Shares	P	02-01-10	1,303.18	1,240.40	62.78
CVS Caremark Corp - Common	30 Shares	P	02-05-10	916.79	930.30	(13.51)
Danaher Corp - Common	20 Shares	P	02-01-10	1,429.78	1,440.00	(10.22)
Danaher Corp - Common	10 Shares	P	02-05-10	701.22	720.00	(18.78)
Deere & Co - Common	10 Shares	P	02-01-10	513.79	520.49	(6.70)
Deere & Co - Common	10 Shares	P	02-05-10	484.90	520.49	(35.59)

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FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
February continued						
Donaldson Inc. - Common	20 Shares	P	02-01-10	788.18	836.20	(48.02)
Donaldson Inc. - Common	20 Shares	P	02-05-10	746.76	836.20	(89.44)
Ecolab Inc. - Common	30 Shares	P	02-01-10	1,322.68	1,345.20	(22.52)
Ecolab Inc. - Common	20 Shares	P	02-05-10	847.22	896.80	(49.58)
EMC Corp - Common	20 Shares	P	02-01-10	339.39	335.00	4.39
EMC Corp - Common	20 Shares	P	02-05-10	328.41	335.00	(6.59)
Emerson Electric Co - Common	10 Shares	P	02-01-10	423.08	408.79	13.30
Emerson Electric Co - Common	10 Shares	P	02-05-10	447.30	408.79	37.51
Expeditors Intl - Common	30 Shares	P	02-01-10	1,028.98	972.00	56.98
Expeditors Intl - Common	20 Shares	P	02-05-10	651.01	648.00	3.01
GAP Inc - Common	10 Shares	P	02-01-10	191.09	208.29	(17.20)
GAP Inc - Common	10 Shares	P	02-05-10	195.90	208.29	(12.39)
Gilead Sciences - Common	30 Shares	P	02-05-10	1,364.43	1,437.00	(72.57)
Goldman Sachs Grp - Common	10 Shares	P	02-01-10	1,531.68	1,637.50	(105.82)
Hanover Grp - Common	10 Shares	P	02-01-10	423.09	426.80	(3.71)
Hanover Grp - Common	10 Shares	P	02-05-10	405.30	426.80	(21.50)
Hospira Inc - Common	10 Shares	P	02-05-10	476.11	474.59	1.52
Intel Corp - Common	70 Shares	P	02-01-10	1,373.38	1,385.27	(11.89)
Intel Corp - Common	50 Shares	P	02-05-10	956.49	989.47	(32.98)
Intl Game Tech - Common	10 Shares	P	02-01-10	188.09	180.79	7.30
Intl Game Tech - Common	10 Shares	P	02-05-10	168.80	180.79	(11.99)
Invesco LTD - Common	20 Shares	P	02-01-10	398.59	424.80	(26.21)
Invesco LTD - Common	20 Shares	P	02-05-10	354.41	424.80	(70.39)
ITC Holdings - Common	10 Shares	P	02-01-10	531.69	480.36	51.33
Johnson & Johnson - Common	20 Shares	P	02-05-10	1,239.79	1,283.60	(43.81)
JPMorgan Chase - Common	10 Shares	P	02-01-10	396.39	429.55	(33.16)
JPMorgan Chase - Common	10 Shares	P	02-05-10	370.30	429.55	(59.25)
Kellogg Co - Common	10 Shares	P	02-01-10	544.49	535.22	9.27
Kohls Corp - Common	20 Shares	P	02-01-10	1,011.18	1,072.16	(60.98)
Kohls Corp - Common	10 Shares	P	02-05-10	483.80	536.08	(52.28)
Las Vegas Sands - Common	20 Shares	P	02-01-10	333.19	357.94	(24.75)
Las Vegas Sands - Common	10 Shares	P	02-05-10	149.60	178.97	(29.37)
Linear Tech Corp - Common	30 Shares	P	02-01-10	804.28	844.20	(39.92)

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FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
February continued						
Linear Tech Corp - Common	20 Shares	P	02-05-10	519.21	562.80	(43.59)
Microsoft Corp - Common	70 Shares	P	02-01-10	1,976.07	2,075.50	(99.43)
Microsoft Corp - Common	50 Shares	P	02-05-10	1,382.48	1,482.50	(100.02)
Monsanto Co - Common	20 Shares	P	02-01-10	1,536.98	1,655.13	(118.15)
Monsanto Co - Common	10 Shares	P	02-05-10	760.49	827.57	(67.08)
Nike Inc CL B - Common	10 Shares	P	02-01-10	639.69	621.77	17.92
Nike Inc CL B - Common	10 Shares	P	02-05-10	609.62	621.77	(12.15)
Nordstrom Inc - Common	10 Shares	P	02-01-10	348.99	343.98	5.01
Nordstrom Inc - Common	10 Shares	P	02-05-10	329.50	343.98	(14.48)
Occidental Petroleum - Common	10 Shares	P	02-01-10	792.28	769.18	23.10
Occidental Petroleum - Common	10 Shares	P	02-05-10	743.70	769.18	(25.48)
Oracle Corp - Common	50 Shares	P	02-01-10	1,622.57	1,530.90	91.67
Oracle Corp - Common	70 Shares	P	02-05-10	1,161.99	1,093.50	68.49
Pfizer Inc - Common	20 Shares	P	02-05-10	351.59	362.80	(11.21)
Philip Morris Int'l - Common	30 Shares	P	02-01-10	1,375.18	1,470.29	(95.11)
Philip Morris Int'l - Common	20 Shares	P	02-05-10	901.00	980.19	(79.19)
Praxair Inc. - Common	20 Shares	P	02-01-10	1,521.38	1,626.19	(104.81)
Praxair Inc. - Common	10 Shares	P	02-05-10	732.34	813.10	(80.76)
Psychiatric Solutions - Common	320 Shares	P	02-26-10	6,819.91	6,994.82	(174.91)
Qualcomm Inc - Common	30 Shares	P	02-01-10	1,189.48	1,343.96	(154.48)
Qualcomm Inc - Common	30 Shares	P	02-05-10	749.21	895.98	(146.77)
Questar Corp - Common	10 Shares	P	02-01-10	419.09	379.39	39.70
Questar Corp - Common	20 Shares	P	02-05-10	392.62	379.39	13.23
Riverbed Tech - Common	20 Shares	P	02-01-10	464.19	397.59	66.60
Riverbed Tech - Common	10 Shares	P	02-05-10	235.90	198.79	37.11
Rockwell Collins Inc. - Common	10 Shares	P	02-01-10	535.89	555.18	(19.29)
Rockwell Collins Inc. - Common	10 Shares	P	02-05-10	522.50	555.18	(32.68)
Schlumberger LTD - Common	20 Shares	P	02-01-10	1,292.18	1,188.40	103.78
Schlumberger LTD - Common	10 Shares	P	02-05-10	603.39	594.20	9.19
Staples Inc - Common	50 Shares	P	02-01-10	1,166.98	1,195.50	(28.52)
Staples Inc - Common	40 Shares	P	02-05-10	930.51	956.40	(25.89)
Starwood Hotels - Common	10 Shares	P	02-01-10	339.79	334.88	4.91
Starwood Hotels - Common	10 Shares	P	02-05-10	361.51	334.88	26.63
Stearns Inc - Common	10 Shares	P	02-01-10	532.99	574.59	(41.60)

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FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
February continued						
Stencycle Inc - Common	10 Shares	P	02-05-10	518.11	574.59	(56.48)
Thermo Fisher Corp - Common	10 Shares	P	02-05-10	462.40	478.19	(15.79)
Tiffany & Co - Common	10 Shares	P	02-01-10	407.59	403.28	4.31
Tiffany & Co - Common	10 Shares	P	02-05-10	390.60	403.28	(12.68)
Unitedhealth Group Inc - Common	10 Shares	P	02-05-10	320.10	287.49	32.61
Varian Semiconductor - Common	20 Shares	P	02-01-10	594.39	661.98	(67.59)
Varian Semiconductor - Common	10 Shares	P	02-05-10	279.71	330.99	(51.28)
Wal-Mart Stores - Common	30 Shares	P	02-01-10	1,599.27	1,621.80	(22.53)
Wal-Mart Stores - Common	20 Shares	P	02-05-10	1,061.40	1,081.20	(19.80)
Weyerhaeuser Co - Common	10 Shares	P	02-01-10	399.99	417.56	(17.57)
Weyerhaeuser Co - Common	10 Shares	P	02-05-10	384.59	417.56	(32.97)
Wisc Energy - Common	10 Shares	P	02-01-10	488.29	462.98	25.31
YUM Brands - Common	20 Shares	P	02-01-10	702.19	685.38	16.81
YUM Brands - Common	10 Shares	P	02-05-10	328.20	342.69	(14.49)
Zimmer Holdings - Common	10 Shares	P	02-05-10	551.59	579.49	(27.90)
3M Co -Common	10 Shares	P	02-01-10	801.98	793.49	8.49
3M Co -Common	10 Shares	P	02-05-10	775.50	793.49	(17.99)
Suez Environnement Eur - Common	195 Shares	P	02-01-10	4,481.95	2,111.38	2,370.57
Suez Environnement Eur - Common	141 Shares	P	02-02-10	3,250.32	1,526.69	1,723.63
Suez Environnement Eur - Common	6 Shares	P	02-03-10	139.54	64.97	74.57
Seven & I Holdings NPV - Common	3,800 Shares	P	02-23-10	83,460.31	136,062.26	(52,601.95)
Sumitomo Mitsui Finl Grp - Common	1,900 Shares	P	02-23-10	59,632.86	181,153.74	(121,520.88)
Williams Co Inc - Common	Class Action	P	02-22-10	261.91	0.00	261.91
TOTAL FEBRUARY				1,185,485.22	1,261,957.30	(76,472.08)
TOTAL YTD				2,841,953.56	2,747,033.39	94,920.17
MARCH				2,841,813.56	2,747,033.39	94,780.17
FHRR R101 AB 12-15-19, 5.50%	25,496.14	P	03-01-10	25,086.27	25,496.14	(409.87)
FNR G93-28E Zero 07-25-22	334.19	P	03-01-10	369.55	334.19	35.36
RFMSI 2003-S3, 02-25-15, 5.25%	8,125.56	P	03-01-10	8,147.76	8,125.56	22.20
Wash Mut Mfg., 03-25-18, 2003-MS2, CL3A1	4,876.23	P	03-01-10	4,822.47	4,876.23	(53.76)
March continued next page >>>>>						

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
March continued						
WFMBS 2006-12 A1, 10-25-36, 6.00%	13,660.41	P	03-01-10	13,558.74	13,660.41	(101.67)
WFMBS 2006-12 A1, 10-25-36, 6.00%	601.63	P	03-01-10	635.57	601.63	33.94
Mattel Inc., 6.125%, 06-15-11	348,442.50	P	03-01-10	368,165.00	348,442.50	19,722.50
Correct Mortgage Loan Difference		P	03-01-10	0.00	(1,322.27)	1,322.27
AT&T Inc. - Common	2,135 Shares	P	03-24-10	55,968.73	66,629.79	(10,661.06)
Devon Energy - Common	1,660 Shares	P	03-08-10	115,253.99	117,598.89	(2,344.90)
Express Scripts - Common	370 Shares	P	03-05-10	36,535.07	15,484.33	21,050.74
Peabody Energy - Common	645 Shares	P	03-05-10	31,593.37	24,815.03	6,778.34
Verizon Communications - Common	2,935 Shares	P	03-24-10	89,439.46	102,168.80	(12,729.34)
Vistaprint NV - Common	140 Shares	P	03-01-10	8,233.68	3,802.71	4,430.97
Vistaprint NV - Common	163 Shares	P	03-26-10	9,789.38	4,427.44	5,361.94
Affiliated Managers - Common	480 Shares	P	03-17-10	38,020.98	34,715.92	3,305.06
Allergan Inc. - Common	730 Shares	P	03-26-10	46,831.16	40,238.61	6,591.55
Cognizant Tech - Common	440 Shares	P	03-08-10	22,172.19	13,935.22	8,236.97
Cognizant Tech - Common	1,585 Shares	P	03-10-10	79,981.25	50,198.45	29,782.80
Freeport-McMoran - Common	160 Shares	P	03-10-10	12,955.40	11,327.66	1,627.74
Genpact Limited - Common	553 Shares	P	03-15-10	8,805.74	7,242.81	1,562.93
Genpact Limited - Common	140 Shares	P	03-17-10	2,168.54	1,833.62	334.92
Genpact Limited - Common	50 Shares	P	03-19-10	773.60	654.87	118.73
Genpact Limited - Common	158 Shares	P	03-22-10	2,446.23	2,069.37	376.86
Genpact Limited - Common	82 Shares	P	03-23-10	1,269.36	1,073.98	195.38
Genpact Limited - Common	74 Shares	P	03-24-10	1,145.98	969.20	176.78
Genpact Limited - Common	245 Shares	P	03-25-10	3,797.92	3,208.84	589.08
Genpact Limited - Common	405 Shares	P	03-26-10	6,318.40	5,304.41	1,013.99
Genpact Limited - Common	283 Shares	P	03-29-10	4,579.03	3,706.54	872.49
Knight Trans Inc - Common	650 Shares	P	03-10-10	13,530.22	11,512.27	2,017.95
K12 Inc. - Common	143 Shares	P	03-26-10	3,363.27	2,933.62	429.65
K12 Inc. - Common	272 Shares	P	03-29-10	6,412.89	5,580.04	832.85
K12 Inc. - Common	107 Shares	P	03-30-10	2,531.73	2,195.09	336.64
Nuvasive Inc. - Common	268 Shares	P	03-31-10	6,078.51	5,497.98	580.53
QualComm Inc. - Common	320 Shares	P	03-12-10	14,099.85	10,768.19	3,331.66
Baxter Intl. - Common	3,500 Shares	P	03-03-10	135,351.32	142,861.95	(7,510.63)
March continued next page >>>>>	915 Shares	P	03-24-10	53,935.08	50,845.64	3,089.44

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
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401 S. LaSalle Street, Suite 205
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PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
March continued						
Oracle Corp - Common	750 Shares	P	03-25-10	19,544.53	16,402.50	3,142.03
Zimmer Hldgs - Common	490 Shares	P	03-11-10	27,614.73	28,395.01	(780.28)
UCB NPV - Common	1,403 Shares	P	03-01-10	62,412.11	78,054.14	(15,642.03)
Polash Corp - Common	606 Shares	P	03-01-10	67,672.28	53,970.36	13,701.92
Novo-Nordisk - Common	1,631 Shares	P	03-01-10	117,347.22	49,988.89	67,358.33
Nokia OYJ - Common	6,095 Shares	P	03-01-10	82,144.31	120,743.86	(38,599.55)
Alcatel-Lucent - Common	7,783 Shares	P	03-01-10	24,108.98	97,458.41	(73,349.43)
Cap Gemini Eur - Common	1,401 Shares	P	03-01-10	65,418.45	74,379.59	(8,961.14)
Carrefour Eur - Common	1,960 Shares	P	03-01-10	92,583.32	94,080.98	(1,497.66)
Casino Guich-Perr - Common	690 Shares	P	03-01-10	56,120.34	45,855.64	10,264.70
Cie De St-Gobain Eur - Common	1,368 Shares	P	03-01-10	65,089.38	78,686.77	(13,597.39)
Danone Eur - Common	933 Shares	P	03-01-10	55,024.98	72,834.68	(17,809.70)
European Aeronautic Def & Space	1,846 Shares	P	03-01-10	38,425.01	53,090.75	(14,665.74)
France Telecom - Common	3,587 Shares	P	03-01-10	84,608.87	91,503.11	(6,894.24)
GDF Suez - Common	3,916 Shares	P	03-01-10	144,870.83	107,019.04	37,851.79
Sanofi-Aventis - Common	1,018 Shares	P	03-01-10	75,641.99	83,246.88	(7,604.89)
Schneider Electric - Common	677 Shares	P	03-01-10	73,551.92	73,423.35	128.57
Suez Environnement - Common	73 Shares	P	03-01-10	1,620.80	790.41	830.49
Total Eur - Common	2,196 Shares	P	03-01-10	123,314.15	145,592.74	(22,278.59)
Veolia Environnement - Common	909 Shares	P	03-01-10	29,799.06	72,880.67	(43,081.61)
Vivendi SA - Common	2,520 Shares	P	03-01-10	64,939.68	75,023.25	(10,083.57)
Allainz SE - Common	1,029 Shares	P	03-01-10	120,399.88	145,268.01	(24,868.13)
Bayer AG - Common	1,397 Shares	P	03-01-10	94,374.82	56,884.47	37,490.35
Deutsche Bank - Common	2,272 Shares	P	03-01-10	146,895.06	193,721.20	(46,826.14)
DT Postbank AG - Common	1,902 Shares	P	03-01-10	58,594.01	131,776.39	(73,182.38)
Merck KGAA - Common	439 Shares	P	03-01-10	34,851.26	57,600.09	(22,748.83)
Metro AG - Common	1,252 Shares	P	03-01-10	64,936.50	56,020.73	8,915.77
Muenchener Rueckve - Common	891 Shares	P	03-01-10	139,112.45	127,240.97	11,871.48
SAP AG - Common	5,549 Shares	P	03-01-10	251,865.14	262,746.56	(10,881.42)
Siemens AG NVP - Common	1,843 Shares	P	03-01-10	161,545.66	142,324.70	19,220.96
OTE(Hellenic TLMC) - Common	4,486 Shares	P	03-01-10	54,347.62	94,470.06	(40,122.44)
Bank of East Asia - Common	11,880 Shares	P	03-01-10	43,754.16	59,872.55	(16,118.39)
Assic Generali SPA - Common	3,347 Shares	P	03-01-10	75,656.09	93,380.28	(17,724.19)

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FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
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PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
March continued						
Enel Eir - Common	11,030 Shares	P	03-01-10	60,354.96	91,517.15	(31,162.19)
Enl SPA Eur - Common	6,576 Shares	P	03-01-10	150,253.89	181,286.17	(31,032.28)
Unicredit Eur - Common	12,217 Shares	P	03-01-10	30,985.65	40,999.64	(10,013.99)
Bank of Yokohama - Common	14,000 Shares	P	03-01-10	69,400.74	114,156.73	(44,755.99)
Bridgestone Corp - Common	8,500 Shares	P	03-01-10	151,565.61	142,113.50	9,452.11
Canon Inc - Common	1,650 Shares	P	03-01-10	68,960.04	63,264.17	5,695.87
Diawa Secs Group - Common	8,000 Shares	P	03-01-10	39,737.83	81,322.40	(41,584.57)
East Japan Railway - Common	1,700 Shares	P	03-01-10	117,287.38	107,511.51	9,775.87
Fanuc LTD - Common	1,700 Shares	P	03-01-10	166,845.29	146,894.84	19,950.45
JSR Corp - Common	3,700 Shares	P	03-01-10	72,206.70	92,242.62	(20,035.92)
Keyence Corp - Common	693 Shares	P	03-01-10	152,418.14	142,187.15	10,230.99
Kubota Corp - Common	15,000 Shares	P	03-01-10	132,514.83	126,082.93	6,431.90
Mitsubishi Estate - Common	9,000 Shares	P	03-01-10	142,730.23	135,584.59	7,145.64
Mitsubishi UFJ - Common	19,700 Shares	P	03-01-10	101,307.08	256,326.25	(155,019.17)
Nissan Motor Co - Common	9,200 Shares	P	03-01-10	72,964.80	92,967.23	(20,002.43)
Nitori Co - Common	1,100 Shares	P	03-01-10	88,125.79	85,481.58	2,644.21
Nomura Holdings - Common	9,400 Shares	P	03-01-10	69,502.98	163,630.03	(94,127.05)
NTT Data Corp - Common	34 Shares	P	03-01-10	106,023.11	119,975.07	(13,951.96)
NTT Docomo - Common	50 Shares	P	03-01-10	77,419.91	78,272.19	(852.28)
Orix Corp - Common	1,240 Shares	P	03-01-10	95,741.54	71,073.63	24,667.91
Panasonic - Common	6,000 Shares	P	03-01-10	84,380.89	123,401.24	(39,020.35)
Sharp Corp - Common	6,000 Shares	P	03-01-10	70,064.28	94,480.41	(24,416.13)
Shiseido Co Ltd - Common	6,100 Shares	P	03-01-10	134,997.00	112,616.86	22,380.14
Sony Corp - Common	4,200 Shares	P	03-01-10	143,998.40	176,765.19	(32,766.79)
T&D Holdings Inc. - Common	2,050 Shares	P	03-01-10	44,326.62	115,112.25	(70,785.63)
Takeda Pharmaceutical - Common	800 Shares	P	03-01-10	36,213.00	33,582.06	2,630.94
TDK Corp - Common	800 Shares	P	03-01-10	49,269.92	66,562.68	(17,292.76)
Tokio Marine Holdings - Common	3,900 Shares	P	03-01-10	111,040.07	133,434.49	(22,394.42)
Tokyo Corp - Common	14,000 Shares	P	03-01-10	59,683.97	68,059.61	(8,375.64)
Aegon NV - Common	3,327 Shares	P	03-01-10	21,311.44	53,865.29	(32,553.85)
ING Groep NV - Common	4,031 Shares	P	03-01-10	37,243.78	82,595.41	(45,351.63)
Kononkijke Kpn - Common	11,644 Shares	P	03-01-10	187,243.73	115,138.06	72,105.67
Philips Elec(Kon) Eur - Common	3,363 Shares	P	03-01-10	100,783.80	110,497.63	(9,713.83)

March continued next page >>>>>

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
March continued						
Royal Dutch Shell A - Common	5,880 Shares	P	03-01-10	162,488.75	183,907.96	(21,419.21)
Unilever NV - Common	4,182 Shares	P	03-01-10	127,551.27	99,663.68	27,887.59
DNB Nor ASA - Common	5,052 Shares	P	03-01-10	56,317.51	45,858.68	10,458.83
Statohydro ASA - Common	4,155 Shares	P	03-01-10	94,515.74	119,687.45	(25,171.71)
Energias De Portugal - Common	12,561 Shares	P	03-01-10	46,552.00	37,363.00	9,189.00
DBS Group Holdings - Common	12,000 Shares	P	03-01-10	120,886.32	117,725.68	3,160.64
Repsol YPF SA Common	7,807 Shares	P	03-01-10	178,788.62	233,273.91	(54,485.29)
Telefonica SA - Common	5,123 Shares	P	03-01-10	121,743.63	77,597.33	44,146.30
Ericsson (LM) Tel Ser B - Common	5,419 Shares	P	03-01-10	54,318.08	89,163.49	(34,845.41)
Nordea Bank AB Ord - Common	11,181 Shares	P	03-01-10	110,307.66	110,369.06	(61.40)
Credit Suisse AG - Common	2,114 Shares	P	03-01-10	96,340.80	104,553.44	(8,212.64)
Nestle SA - Common	4,607 Shares	P	03-01-10	230,852.99	167,553.63	63,299.36
Novartis AG - Common	2,998 Shares	P	03-01-10	168,114.03	158,378.25	9,735.78
Roche Hldgs AG - Common	1,107 Shares	P	03-01-10	186,959.20	156,858.72	30,100.48
Swiss Reinsurance AG - Common	545 Shares	P	03-01-10	24,428.45	41,269.87	(16,841.42)
Zurich Finl. Svcs - Common	321 Shares	P	03-01-10	77,740.89	66,745.31	10,995.58
Anglo American - Common	1,360 Shares	P	03-01-10	50,295.47	83,197.62	(32,902.15)
Astrazeneca Ord - Common	1,796 Shares	P	03-01-10	79,825.35	71,840.92	7,984.43
BAE Systems - Common	6,437 Shares	P	03-01-10	36,826.14	38,909.07	(2,082.93)
Berkley GP - Common	2,442 Shares	P	03-01-10	27,647.90	32,858.93	(5,211.03)
BG Group - Common	4,388 Shares	P	03-01-10	76,896.32	68,988.22	7,908.10
Carnival PLC - Common	1,007 Shares	P	03-01-10	38,710.22	55,972.39	(17,262.17)
GlaxoSmithKline - Common	9,124 Shares	P	03-01-10	169,745.33	230,283.26	(60,537.93)
Kingfisher Ord - Common	18,363 Shares	P	03-01-10	60,818.01	70,080.57	(9,261.56)
Land Securities - Common	2,278 Shares	P	03-01-10	22,110.52	60,872.63	(38,762.11)
Lloyds Banking GP - Common	103,409 Shares	P	03-01-10	80,396.85	194,266.73	(113,869.88)
Premier Foods - Common	17,020 Shares	P	03-01-10	8,897.76	68,391.98	(59,494.22)
Prudential Ord - Common	9,696 Shares	P	03-01-10	78,396.79	88,492.57	(10,095.78)
Rolls Royce Group - Common	11,053 Shares	P	03-01-10	94,099.63	74,562.55	19,537.08
Royal Dutch Shell - Common	3,165 Shares	P	03-01-10	84,201.90	104,245.14	(20,043.24)
Sainsbury (J) - Common	10,616 Shares	P	03-01-10	54,027.25	53,005.62	1,021.63
Smiths Group - Common	2,988 Shares	P	03-01-10	47,939.99	74,806.18	(26,866.19)
Tesco Ord - Common	13,765 Shares	P	03-01-10	89,855.53	76,372.05	13,483.48
March continued next page >>>>>						

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
March continued						
Whitbread Ord - Common	1,210 Shares	P	03-01-10	26,533.73	21,991.33	4,542.40
WM Morrison Supermarkets - Common	14,931 Shares	P	03-01-10	68,588.87	46,388.02	22,200.85
Ten Asset Dist		P	03-01-10	452,924.23	513,528.59	(60,604.36)
TOTAL MARCH				10,405,901.51	11,536,568.09	(1,130,666.58)
TOTAL YTD				13,247,855.07	14,283,601.48	(1,035,746.41)
APRIL				13,247,855.07	14,283,601.48	(1,035,746.41)
				(0.00)	(0.00)	(0.00)
FHRR R101 AB 12-15-19, 5.50%	8,207.71	P	04-01-10	8,075.76	8,207.71	(131.95)
FNR G93-28E Zero 07-25-22	185.21	P	04-01-10	204.81	185.21	19.60
RFMSI 2003-S3, 02-25-15, 5.25%	10,037.22	P	04-01-10	10,064.65	10,037.22	27.43
Wash Mut Mtg., 03-25-18, 2003-MS2, CL3A1	1,519.00	P	04-01-10	1,502.26	1,519.00	(16.74)
WFMSB 2006-12 A1, 10-25-36, 6.00%	13,569.55	P	04-01-10	13,468.57	13,569.55	(100.98)
WFMSB 2006-12 A1, 10-25-36, 6.00%	597.63	P	04-01-10	631.34	597.63	33.71
Limited Brands, 6.90%, 07-15-17	300,000 Par	P	04-20-10	399,102.50	378,986.69	20,115.81
Xerox Corp. 8.28%, 05-15-14	105,000 Par	P	04-28-10	122,642.80	108,031.35	14,611.45
VistaPrint NV - Common	207 Shares	P	04-12-10	12,214.98	5,622.58	6,592.40
VistaPrint NV - Common	103 Shares	P	04-15-10	6,077.33	2,797.71	3,279.62
Capella Ed - Common	100 Shares	P	04-14-10	9,255.95	4,075.45	5,180.50
Capella Ed - Common	119 Shares	P	04-15-10	11,043.62	4,849.79	6,193.83
Capella Ed - Common	61 Shares	P	04-16-10	5,634.42	2,486.03	3,148.39
Devry Inc.- Common	387 Shares	P	04-14-10	27,234.69	18,036.06	9,198.63
Devry Inc.- Common	258 Shares	P	04-15-10	18,130.64	12,024.04	6,106.60
Fastenal Co - Common	540 Shares	P	04-07-10	27,888.47	20,480.77	7,407.70
GenPact Limited - Common	850 Shares	P	04-01-10	14,451.11	11,132.71	3,318.40
Nuvasive Inc. - Common	440 Shares	P	04-26-10	18,357.80	14,806.26	3,551.54
Praxair Inc. - Common	190 Shares	P	04-30-10	15,969.63	8,769.68	7,199.95
Solera Holdings - Common	206 Shares	P	04-19-10	8,103.10	7,194.77	908.33
Solera Holdings - Common	331 Shares	P	04-20-10	12,823.48	11,560.54	1,262.94
Solera Holdings - Common	22 Shares	P	04-21-10	856.66	768.37	88.29
Solera Holdings - Common	31 Shares	P	04-21-10	1,206.23	1,082.71	123.52
Solera Holdings - Common	88 Shares	P	04-22-10	3,394.96	3,073.50	321.46

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FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
April continued						
Solera Holdings - Common	52 Shares	P	04-22-10	2,009.15	1,816.16	192.99
Abbott Lab - Common	1,060 Shares	P	04-26-10	53,281.05	56,660.09	(3,379.04)
Laboratory Corp Amer - Common	260 Shares	P	04-06-10	20,047.79	19,041.36	1,006.43
Microsoft Corp - Common	200 Shares	P	04-27-10	6,176.37	5,932.69	243.68
Monsanto Co. - Common	450 Shares	P	04-05-10	31,701.96	37,240.51	(5,538.55)
Monsanto Co. - Common	455 Shares	P	04-08-10	31,260.47	37,654.30	(6,393.83)
QualComm - Common	500 Shares	P	04-23-10	18,998.72	22,378.85	(3,380.13)
RiverBed Tech - Common	865 Shares	P	04-05-10	25,613.43	17,195.77	8,417.66
UnitedHealth Group Inc - Common	920 Shares	P	04-15-10	28,018.30	26,519.50	1,498.80
Stark Alt Investment Dist		P	April	598,091.28	528,264.12	69,827.16
TOTAL APRIL				1,563,534.28	1,402,598.68	160,935.60
TOTAL YTD				14,811,389.35	15,686,200.16	(874,810.81)
MAY				0.00	0.00	0.00
FHRR R101 AB 12-15-19, 5.50%	6,751.47	P	05-01-10	6,642.93	6,751.47	(108.54)
FNR G93-28E Zero 07-25-22	242.11	P	05-01-10	267.73	242.11	25.62
RFMSI 2003-S3, 02-25-15, 5.25%	3,903.09	P	05-01-10	3,913.74	3,903.09	10.65
Wash Mut Mtg., 03-25-18, 2003-MS2, CL3A1	1,321.01	P	05-01-10	1,306.44	1,321.01	(14.57)
WFMBS 2006-12 A1, 10-25-36, 6.00%	13,479.29	P	05-01-10	13,378.98	13,479.29	(100.31)
WFMBS 2006-12 A1, 10-25-36, 6.00%	593.65	P	05-01-10	627.14	593.65	33.49
US Treasury Bill - 05-13-10	8,600,000.00	P	05-13-10	8,600,000.00	8,597,894.55	2,105.45
NextraEnergy - Common Reorg	1,605 Shares	P	05-11-10	84,848.65	91,156.71	(6,308.06)
Advance Auto Parts - Common	1,495 Shares	P	05-21-10	73,721.09	53,106.28	20,614.81
Bank NY Mellon Corp - Common	1,330 Shares	P	05-03-10	41,544.10	47,194.84	(5,650.74)
Express Scripts Inc - Common	385 Shares	P	05-21-10	38,778.47	16,112.08	22,666.39
ADR Abb Ltd Spons - Common	6,070 Shares	P	05-20-10	98,610.34	126,063.17	(27,452.83)
AthenaHealth Inc. - Common	587 Shares	P	05-20-10	15,061.28	20,166.52	(5,105.24)
AthenaHealth Inc. - Common	6,393.39	P	05-20-10	6,393.39	8,588.81	(2,195.42)
AthenaHealth Inc. - Common	479 Shares	P	05-21-10	12,090.23	16,456.16	(4,365.93)
AthenaHealth Inc. - Common	250 Shares	P	05-21-10	6,432.19	8,588.81	(2,156.62)
AthenaHealth Inc. - Common	405 Shares	P	05-25-10	10,168.76	13,913.87	(3,745.11)
May continued next page >>>>>						

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Ac'qd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
May continued						
AthenaHealth Inc. - Common	420 Shares	P	05-26-10	10,993.86	14,429.20	(3,435.34)
AthenaHealth Inc. - Common	200 Shares	P	05-27-10	5,189.15	6,871.05	(1,681.90)
AthenaHealth Inc. - Common	305 Shares	P	05-28-10	7,579.33	10,478.35	(2,899.02)
Baxter Intl Inc - Common	2,410 Shares	P	05-18-10	104,564.03	137,713.17	(33,149.14)
Baxter Intl Inc - Common	3,200 Shares	P	05-26-10	134,368.28	182,855.66	(48,487.38)
Bed Bath Beyond Inc. - Common	1,010 Shares	P	05-14-10	44,638.41	24,419.20	20,219.21
McDonalds Corp. - Common	151 Shares	P	05-06-10	10,513.98	8,923.10	1,590.88
McDonalds Corp. - Common	1,280 Shares	P	05-26-10	85,594.20	75,639.51	9,954.69
NewField Exploration - Common	1,310 Shares	P	05-05-10	72,130.79	64,600.88	7,529.91
Smart Balance Inc. - Common	420 Shares	P	05-07-10	2,527.38	2,667.15	(139.77)
Smart Balance Inc. - Common	202 Shares	P	05-10-10	1,251.93	1,282.77	(30.84)
Smart Balance Inc. - Common	480 Shares	P	05-11-10	3,011.65	3,048.17	(36.52)
Smart Balance Inc. - Common	180 Shares	P	05-12-10	1,134.18	1,143.06	(8.88)
Smart Balance Inc. - Common	210 Shares	P	05-13-10	1,327.61	1,333.57	(5.96)
Smart Balance Inc. - Common	116 Shares	P	05-14-10	720.86	736.64	(15.78)
Smart Balance Inc. - Common	210 Shares	P	05-17-10	1,295.63	1,333.57	(37.94)
Smart Balance Inc. - Common	591 Shares	P	05-18-10	3,725.77	3,753.06	(27.29)
Smart Balance Inc. - Common	276 Shares	P	05-19-10	1,702.34	1,752.70	(50.36)
Smart Balance Inc. - Common	153 Shares	P	05-20-10	937.50	971.60	(34.10)
Smart Balance Inc. - Common	622 Shares	P	05-21-10	3,794.38	3,949.92	(155.54)
Smart Balance Inc. - Common	534 Shares	P	05-26-10	3,227.86	3,391.09	(163.23)
Smart Balance Inc. - Common	1,146 Shares	P	05-27-10	6,844.48	7,277.50	(433.02)
Smart Balance Inc. - Common	835 Shares	P	05-28-10	5,025.78	5,302.54	(276.76)
Smart Balance Inc. - Common	115 Shares	P	05-28-10	700.91	730.29	(29.38)
Solera Holdings Inc. - Common	150 Shares	P	05-06-10	5,499.92	5,238.91	261.01
Staples Inc - Common	1,300 Shares	P	05-10-10	29,005.24	31,093.35	(2,088.11)
Varian Semiconductor - Common	100 Shares	P	05-17-10	3,097.16	3,310.83	(213.67)
TOTAL MAY				9,564,188.07	9,629,779.26	(65,591.19)
TOTAL YTD				24,375,577.42	25,315,979.42	(940,402.00)

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
JUNE						
FHRR R101 AB 12-15-19, 5.50%	6,457.05	P	06-01-10	6,353.25	6,457.05	(103.80)
FNR G93-28E Zero 07-25-22	154.36	P	06-01-10	170.69	154.36	16.33
RFMSI 2003-S3, 02-25-15, 5.25%	23,593.38	P	06-01-10	23,657.85	23,593.38	64.47
Wash Mut Mtg., 03-25-18, 2003-MS2, CL3A1	1,996.17	P	06-01-10	1,974.16	1,996.17	(22.01)
WFMBS 2006-12 A1, 10-25-36, 6.00%	8,527.10	P	06-01-10	8,463.64	8,527.10	(63.46)
WFMBS 2006-12 A1, 10-25-36, 6.00%	375.55	P	06-01-10	396.73	375.55	21.18
FHRR R101 AB 12-15-19, 5.50%	225,392.54	P	06-16-10	234,277.86	225,392.54	8,885.32
CVS CareMark Corp - Common	1,275 Shares	P	06-22-10	40,416.82	48,125.20	(7,708.38)
Procter & Gamble Co - Common	660 Shares	P	06-22-10	40,544.23	34,131.11	6,413.12
Activision Blizzard - Common	9,110 Shares	P	06-30-10	96,717.40	69,590.64	27,126.76
Affiliated Managers Grp - Common	660 Shares	P	06-30-10	40,361.41	47,734.38	(7,372.97)
AthenaHealth Inc - Common	96 Shares	P	06-01-10	2,300.44	3,298.10	(997.66)
Carefusion Corp - Common	1,440 Shares	P	06-23-10	34,255.44	36,363.40	(2,107.96)
GenPact Limited - Common	1,574 Shares	P	06-30-10	24,712.48	20,615.16	4,097.32
Smart Balance Inc. - Common	340 Shares	P	06-01-10	2,043.73	2,159.12	(115.39)
Smart Balance Inc. - Common	757 Shares	P	06-09-10	4,132.00	4,807.22	(675.22)
Smart Balance Inc. - Common	3,037 Shares	P	06-10-10	15,366.95	19,286.02	(3,919.07)
Smart Balance Inc. - Common	1,139 Shares	P	06-10-10	5,953.22	7,233.05	(1,279.83)
Smart Balance Inc. - Common	1,139 Shares	P	06-10-10	5,972.46	7,233.05	(1,260.59)
Smart Balance Inc. - Common	570 Shares	P	06-14-10	2,961.38	3,619.70	(658.32)
Smart Balance Inc. - Common	76 Shares	P	06-15-10	339.82	482.63	(142.81)
Smart Balance Inc. - Common	932 Shares	P	06-25-10	4,047.42	5,918.52	(1,871.10)
CBOE Holdings - Common	30 Shares	P	06-15-10	994.60	870.00	124.60
Invesco LTD - Common	1,165 Shares	P	06-30-10	19,946.91	24,764.00	(4,817.09)
Thermo Fisher Corp - Common	495 Shares	P	06-07-10	24,771.26	23,711.82	1,059.44
Stark Alt Investment Dist		P	06-23-10	102,270.30	91,700.60	10,569.70
Merrill Lynch/Renaissance Re		P	June	1,810.83	0.00	1,810.83
TOTAL JUNE				745,213.28	718,139.87	27,073.41
TOTAL YTD				25,120,790.70	26,034,119.29	(913,328.59)

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
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PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acq'd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
=====						
JULY						
=====						
Clorox Company 10-15-17, 5.950%	88,515.00	P	07-01-10	103,465.90	88,515.00	14,950.90
Fischer Scientific 07-01-15, 6.125%	406,035.00	P	07-01-10	412,252.00	406,035.00	6,217.00
FNR G93-28E Zero 07-25-22	77.79	P	07-01-10	86.02	77.79	8.23
RFMSI 2003-S3, 02-25-15, 5.25%	3,602.54	P	07-01-10	3,612.38	3,602.54	9.84
Wash Mut Mtg., 03-25-18, 2003-MS2, CL3A1	1,470.56	P	07-01-10	1,454.34	1,470.56	(16.22)
WFMBS 2006-12 A1, 10-25-36, 6.00%	18,163.00	P	07-01-10	18,027.84	18,163.00	(135.16)
WFMBS 2006-12 A1, 10-25-36, 6.00%	799.93	P	07-01-10	845.06	799.93	45.13
Liberty Media, 05-15-13, 5.70%	85,000 Par	P	07-12-10	86,877.50	72,904.03	13,973.47
Liberty Media, 05-15-13, 5.70%	95,000 Par	P	07-12-10	97,122.03	81,480.97	15,641.06
Liberty Media, 05-15-13, 5.70%	120,000 Par	P	07-12-10	122,680.47	105,635.00	17,045.47
Clorox Company 10-15-17, 5.950%	45,000 Par	P	07-15-10	51,258.70	44,257.50	7,001.20
US Treasury Bill, 07-15-10	8,600,000 Par	P	07-15-10	8,600,000.00	8,597,956.66	2,043.34
Clorox Company 10-15-17, 5.950%	45,000 Par	P	07-21-10	51,842.80	44,257.50	7,585.30
Clorox Company 10-15-17, 5.950%	170,000 Par	P	07-22-10	195,029.80	167,195.00	27,834.80
Advance Auto Parts - Common	600 Shares	P	07-08-10	30,522.20	21,313.55	9,208.65
Anararko Petro Corp. - Common	795 Shares	P	07-13-10	38,556.20	47,811.51	(9,255.31)
Cap 1Fincl. - Common	900 Shares	P	07-22-10	37,983.85	41,255.01	(3,271.16)
Exxon Mobil Corp - Common	.86 Shares	P	07-28-10	47.85	50.90	(3.05)
Liberty Global Inc. - Common	1,225 Shares	P	07-08-10	33,428.82	32,990.58	438.24
Peabody Energy Co. - Common	1,115 Shares	P	07-27-10	49,595.36	42,897.29	6,698.07
Questar Corp. - Common	2,680 Shares	P	07-22-10	44,818.49	24,195.58	20,622.91
Ventas Inc. Reit - Common	1,815 Shares	P	07-22-10	90,283.47	59,516.96	30,766.51
Affiliated Managers Grp - Common	350 Shares	P	07-01-10	20,809.98	25,313.69	(4,503.71)
Affiliated Managers Grp - Common	413 Shares	P	07-02-10	24,976.57	29,870.15	(4,893.58)
Affiliated Managers Grp - Common	928 Shares	P	07-02-10	55,899.64	67,117.44	(11,217.80)
Freeport-McMoran Copper & Gold- Common	723 Share	P	07-01-10	42,086.92	51,186.84	(9,099.92)
Freeport-McMoran Copper & Gold- Common	397 Shares	P	07-02-10	23,429.87	28,106.75	(4,676.88)
Genpact Limited - Common	1,229 Shares	P	07-01-10	19,040.81	16,096.58	2,944.23
Genpact Limited - Common	643 Shares	P	07-02-10	9,959.96	8,421.57	1,538.39
Genpact Limited - Common	354 Shares	P	07-06-10	5,483.43	4,636.44	846.99
Genpact Limited - Common	1,877 Shares	P	07-07-10	28,792.13	24,583.64	4,208.49
Genpact Limited - Common	838 Shares	P	07-08-10	12,804.59	10,975.54	1,829.05
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July continued next page >>>>>						

July continued next page >>>>>

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Ac'd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
July continued						
VCA Antech Inc. - Common	1,988 Shares	P	07-23-10	41,401.19	51,943.47	(10,542.28)
VCA Antech Inc. - Common	1,947 Shares	P	07-26-10	40,259.00	50,872.21	(10,613.21)
VCA Antech Inc. - Common	515 Shares	P	07-27-10	10,726.86	13,456.18	(2,729.32)
Coca Cola Co - Common	65 Shares	P	07-14-10	3,406.27	3,728.91	(322.64)
CVS Caremark Corp - Common	355 Shares	P	07-14-10	10,815.35	11,044.97	(229.62)
CVS Caremark Corp - Common	440 Shares	P	07-26-10	14,053.36	13,689.54	363.82
Gap Inc - Common	675 Shares	P	07-14-10	12,515.23	14,101.39	(1,586.16)
Hospira Inc. - Common	550 Shares	P	07-29-10	27,996.07	26,190.30	1,805.77
Johnson & Johnson - Common	220 Shares	P	07-13-10	13,325.65	14,122.65	(797.00)
Kellogg Co - Common	110 Shares	P	07-14-10	5,688.84	5,866.42	(177.58)
Kellogg Co - Common	145 Shares	P	07-15-10	7,467.72	7,732.99	(265.27)
Merck & Co - Common	390 Shares	P	07-13-10	14,220.79	13,778.35	442.44
Microsoft Corp - Common	1,060 Shares	P	07-21-10	26,463.62	31,443.23	(4,979.61)
Pfizer Inc. - Common	2,605 Shares	P	07-13-10	38,508.79	46,781.73	(8,272.94)
Philip Morris Intl. - Common	265 Shares	P	07-14-10	13,038.22	13,005.06	33.16
Proctor & Gamble Co - Common	680 Shares	P	07-14-10	42,397.08	42,276.10	120.98
Reald Inc. - Common	50 Shares	P	07-16-10	948.98	800.00	148.98
Varian Semiconductor - Common	780 Shares	P	07-02-10	21,820.60	25,824.40	(4,003.80)
Wal-Mart Stores - Common	160 Shares	P	07-28-10	8,205.14	8,626.03	(420.89)
Stark Alt Investment Dist		P	July	94,873.75	83,797.23	11,076.52
TOTAL JULY				10,761,207.49	10,647,771.66	113,435.83
TOTAL YTD				35,881,998.19	36,681,890.95	(799,892.76)
AUGUST				35,881,998.19	36,681,890.95	(799,892.76)
FNR G93-28E Zero 07-25-22	147.37	P	08-01-10	162.96	147.37	15.59
RFMSI 2003-S3, 02-25-15, 5.25%	15,260.96	P	08-01-10	15,302.66	15,260.96	41.70
Wash Mut Mfg., 03-25-18, 2003-MS2, CL3A1	3,372.01	P	08-01-10	3,334.84	3,372.01	(37.17)
WFMBS 2006-12 A1, 10-25-36, 6.00%	13,211.97	P	08-01-10	13,113.65	13,211.97	(98.32)
WFMBS 2006-12 A1, 10-25-36, 6.00%	581.88	P	08-01-10	614.70	581.88	32.82
Avnet Inc., 6.00%, 09-01-15	70,000.00	P	08-02-10	76,263.50	74,664.10	1,599.40
Avnet Inc., 6.00%, 09-01-15	25,000.00	P	08-02-10	27,236.97	26,700.00	536.97
August continued next page >>>>>						

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
August continued						
Avnet Inc., 6.00%, 09-01-15	50,000.00	P	08-02-10	54,473.93	53,252.00	1,221.93
L-3 Communications, 6.375%, 10-15-15	119,000.00	P	08-25-10	121,353.34	119,183.75	2,179.59
L-3 Communications, 6.375%, 10-15-15	131,000.00	P	08-25-10	133,601.66	131,458.50	2,143.16
Pfizer Inc - Common	7,351 Shares	P	08-23-10	117,804.39	115,886.91	1,917.48
PG & E Corp. - Common	1,195 Shares	P	08-09-10	54,672.95	49,166.44	5,506.51
Praxair Inc. - Common	835 Shares	P	08-09-10	73,803.73	54,241.49	19,562.24
Fidelity Natl Info. - Common Tender	2,517 Shares	P	08-09-10	72,993.00	47,948.49	25,044.51
Devry Inc - Common	1,320 Shares	P	08-06-10	63,564.44	61,518.33	2,046.11
Fastenal Co. - Common	880 Shares	P	08-02-10	43,858.80	33,376.06	10,482.74
Hewlett Packard Co - Common	1,870 Shares	P	08-05-10	86,566.44	52,361.88	34,204.56
Hewlett Packard Co - Common	6,280 Shares	P	08-13-10	255,405.15	175,846.32	79,558.83
IHS Inc. - Common	132 Shares	P	08-09-10	8,453.22	6,604.55	1,848.67
IHS Inc. - Common	352 Shares	P	08-10-10	22,202.65	17,612.13	4,590.52
IHS Inc. - Common	124 Shares	P	08-11-10	7,678.79	6,204.27	1,474.52
IHS Inc. - Common	100 Shares	P	08-23-10	6,301.29	5,003.45	1,297.84
Knight Transn - Common	2,030 Shares	P	08-02-10	43,225.88	35,953.72	7,272.16
Manpower Inc. - Common	920 Shares	P	08-12-10	41,065.67	48,411.52	(7,325.85)
McAfee Inc - Common	4,680 Shares	P	08-19-10	220,295.57	173,715.97	46,579.60
Praxair Inc. - Common	410 Shares	P	08-30-10	35,388.96	18,924.04	16,464.92
Roper Inds Inc. - Common	300 Shares	P	08-13-10	17,862.92	16,174.46	1,688.46
Roper Inds Inc. - Common	62 Shares	P	08-16-10	3,664.11	3,342.72	321.39
Roper Inds Inc. - Common	48 Shares	P	08-16-10	2,836.29	2,587.91	248.38
Schwab Charles Corp - Common	2,260 Shares	P	08-09-10	34,651.99	42,835.95	(8,183.96)
Solera Holdings - Common	227 Shares	P	08-24-10	9,092.21	7,928.22	1,163.99
Solera Holdings - Common	517 Shares	P	08-26-10	20,331.50	18,056.79	2,274.71
Avon Products - Common	180 Shares	P	08-31-10	5,265.74	5,787.33	(521.59)
CVS Caremark Corp - Common	210 Shares	P	08-31-10	5,706.36	6,533.68	(827.32)
Intel Corp - Common	770 Shares	P	08-26-10	13,982.96	15,330.26	(1,347.30)
Kellogg Co - Common	440 Shares	P	08-31-10	21,912.85	23,465.59	(1,552.74)
Las Vegas Sands - Common	345 Shares	P	08-02-10	9,621.85	6,280.26	3,341.59
Microsoft Corp - Common	640 Shares	P	08-26-10	15,270.20	18,984.59	(3,714.39)
Nordstrom Inc - Common	350 Shares	P	08-02-10	12,427.48	12,066.94	360.54
Proctor & Gamble Co - Common	20 Shares	P	08-31-10	1,191.72	1,243.74	(52.02)
TOTAL AUGUST				1,772,587.32	1,521,226.55	251,360.77
TOTAL YTD				37,654,585.51	38,203,117.50	(548,531.99)

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
=====						
SEPTEMBER						
Chase 2003-S13-A16, 5.00%, 11-25-33	9,295.30	P	09-01-10	8,958.00	9,295.30	(337.30)
FNR G93-28E Zero 07-25-22	166.48	P	09-01-10	184.09	166.48	17.61
RFMSI 2003-S3, 02-25-15, 5.25%	3,771.48	P	09-01-10	3,781.79	3,771.48	10.31
Wash Mut Mig., 03-25-18, 2003-MS2, CL3A1	2,517.48	P	09-01-10	2,489.73	2,517.48	(27.75)
WFMB 2006-12 A1, 10-25-36, 6.00%	13,124.01	P	09-01-10	13,026.35	13,124.01	(97.66)
WFMB 2006-12 A1, 10-25-36, 6.00%	578.01	P	09-01-10	610.61	578.01	32.60
US Treasury Bill, 09-16-10	8,597,777.50	P	09-16-10	8,600,000.00	8,597,777.50	2,222.50
PG& E Corp - Common	1,250 Shares	P	09-10-10	57,091.41	51,429.33	5,662.08
AIG Dist	Reorganization	P	09-21-10	345.18	0.00	345.18
VistaPrint NV - Common	450 Shares	P	09-17-10	16,507.97	13,565.10	2,942.87
VistaPrint NV - Common	480 Shares	P	09-28-10	18,243.72	14,469.43	3,774.29
VistaPrint NV - Common	415 Shares	P	09-30-10	16,129.77	12,510.03	3,619.74
Apple Inc. - Common	120 Shares	P	09-29-10	34,589.53	16,081.30	18,508.23
Monsanto Co. - Common	468 Shares	P	09-27-10	24,983.19	42,769.62	(17,786.43)
Monsanto Co. - Common	608 Shares	P	09-28-10	30,307.43	55,563.96	(25,256.53)
Monsanto Co. - Common	374 Shares	P	09-29-10	18,257.21	34,179.14	(15,921.93)
Solera Holdings - Common	304 Shares	P	09-03-10	12,490.47	10,617.53	1,872.94
Solera Holdings - Common	182 Shares	P	09-08-10	7,870.36	6,705.81	1,164.55
Solera Holdings - Common	566 Shares	P	09-21-10	24,002.24	19,768.17	4,234.07
Solera Holdings - Common	514 Shares	P	09-22-10	21,813.58	17,952.01	3,861.57
Citrix Sys Inc. - Common	320 Shares	P	09-30-10	21,932.96	12,737.78	9,195.18
CVS CareMark Corp - Common	260 Shares	P	09-01-10	7,216.99	8,089.28	(872.29)
CVS CareMark Corp - Common	230 Shares	P	09-24-10	7,130.31	7,135.86	(5.55)
Intel Corp - Common	905 Shares	P	09-30-10	17,366.20	17,964.87	(598.67)
Nordstrom Inc. - Common	435 Shares	P	09-01-10	12,963.48	14,997.63	(2,034.15)
Taleo Corp - Common	890 Shares	P	09-30-10	25,682.29	21,759.61	3,922.68
Wal-Mart Stores Inc. - Common	130 Shares	P	09-24-10	7,043.66	7,001.45	42.21
Weyerhaeuser Co - Common	.56 Shares	P	09-14-10	8.67	14.76	(6.09)
Stark Alt Investment Dist	Partial Dist	P	09-24-10	131,320.81	115,989.10	15,331.71
Stark Alt Investment Dist	Partial Dist	P	09-28-10	1,896.10	1,674.73	221.37
September continued next page >>>>>>						

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
September continued						
TOTAL SEPTEMBER				9,144,244.10	9,130,206.76	14,037.34
TOTAL YTD				46,798,829.61	47,333,324.26	(534,494.65)
OCTOBER						
Chase 2003-S13-A16, 5.00%, 11-25-33	5,940.95	P	10-01-10	5,725.36	5,940.95	(215.59)
FNR G93-28E Zero 07-25-22	80.86	P	10-01-10	89.42	80.86	8.56
GSR 204-F 14A1, 5.50% 09-25-19	3,804.55	P	10-01-10	3,666.71	3,804.55	(137.84)
RFMSI 2003-S3, 02-25-15, 5.25%	22,611.69	P	10-01-10	22,673.46	22,611.69	61.77
Wash Mut Mtg., 03-25-18, 2003-MS2, CL3A1	2,927.70	P	10-01-10	2,895.43	2,927.70	(32.27)
WFMB 2006-12 A1, 10-25-36, 6.00%	13,036.62	P	10-01-10	12,939.61	13,036.62	(97.01)
WFMB 2006-12 A1, 10-25-36, 6.00%	574.16	P	10-01-10	606.54	574.16	32.38
Davita Inc., 7.25%, 03-15-15	205,035.00	P	10-20-10	207,750.00	205,035.00	2,715.00
Vistaprint NV - Common	1,113 Shares	P	10-01-10	41,330.56	33,551.01	7,779.55
Vistaprint NV - Common	419 Shares	P	10-04-10	15,382.69	12,630.61	2,752.08
Apple Inc. - Common	50 Shares	P	10-20-10	15,805.19	6,700.54	8,904.65
Cameron Intl. - Common	630 Shares	P	10-28-10	27,883.45	25,100.26	2,783.19
Fastenal Co - Common	420 Shares	P	10-01-10	22,268.31	15,929.48	6,338.83
Green Mtn Coffee - Common	2,050 Shares	P	10-08-10	54,657.21	49,025.66	5,631.55
Greenhill & Co - Common	199 Shares	P	10-01-10	15,808.09	14,899.30	908.79
Greenhill & Co - Common	76 Shares	P	10-04-10	5,929.31	5,690.18	239.13
Greenhill & Co - Common	65 Shares	P	10-05-10	5,097.80	4,866.61	231.19
Greenhill & Co - Common	73 Shares	P	10-22-10	5,661.82	5,465.57	196.25
Greenhill & Co - Common	40 Shares	P	10-25-10	3,048.06	2,994.83	53.23
Greenhill & Co - Common	332 Shares	P	10-25-10	25,234.33	24,857.12	377.21
Greenhill & Co - Common	165 Shares	P	10-26-10	12,500.65	12,353.69	146.96
IHS Inc Com CL A - Common	370 Shares	P	10-20-10	26,567.36	18,512.75	8,054.61
McDonalds Corp - Common	360 Shares	P	10-21-10	28,226.29	22,465.40	5,760.89
MSCI Inc CL A - Common	380 Shares	P	10-20-10	14,124.59	10,640.82	3,483.77
MSCI Inc CL A - Common	235 Shares	P	10-22-10	8,627.45	6,580.51	2,046.94
MSCI Inc CL A - Common	330 Shares	P	10-25-10	12,001.56	9,240.71	2,760.85
MSCI Inc CL A - Common	328 Shares	P	10-26-10	11,772.28	9,184.71	2,587.57
October continued next page >>>>>>						

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
October continued						
MSCI Inc CL A - Common	772 Shares	P	10-26-10	27,752.78	21,617.66	6,135.12
MSCI Inc CL A - Common	185 Shares	P	10-27-10	6,591.56	5,180.40	1,411.16
MSCI Inc CL A - Common	389 Shares	P	10-27-10	13,898.11	10,892.84	3,005.27
MSCI Inc CL A - Common	194 Shares	P	10-28-10	6,892.45	5,432.42	1,460.03
MSCI Inc CL A - Common	146 Shares	P	10-28-10	5,171.23	4,088.31	1,082.92
P F Change China Bistro - Common	181 Shares	P	10-21-10	8,585.82	6,605.62	1,980.20
P F Change China Bistro - Common	1,689 Shares	P	10-22-10	82,560.30	61,640.26	20,920.04
QualComm Inc - Common	1,020 Shares	P	10-04-10	44,666.88	41,634.05	3,032.83
Union Pac - Common	280 Shares	P	10-01-10	22,567.83	17,693.03	4,874.80
Union Pac - Common	1,060 Shares	P	10-20-10	90,841.31	66,980.77	23,860.54
Catalina Mkt Cash Merger	ReOrg	P	10-20-10	17.11	0.00	17.11
Advance Auto Parts - Common	1,076 Shares	P	10-28-10	68,346.36	38,222.31	30,124.05
Avon Products - Common	750 Shares	P	10-20-10	25,323.32	24,078.53	1,244.79
BroadCom Corp - Common	460 Shares	P	10-26-10	17,100.95	14,992.74	2,108.21
Citrix Sys - Common	100 Shares	P	10-06-10	6,018.68	4,036.85	1,981.83
Citrix Sys - Common	100 Shares	P	10-11-10	5,605.21	4,036.79	1,568.42
Citrix Sys - Common	275 Shares	P	10-22-10	16,477.64	11,101.21	5,376.43
CVS Caremark Corp - Common	300 Shares	P	10-05-10	9,583.40	9,309.26	274.14
CVS Caremark Corp - Common	385 Shares	P	10-29-10	11,607.51	11,946.97	(339.46)
CVS Caremark Corp - Common	200 Shares	P	10-29-10	6,069.51	6,206.14	(136.63)
Intel Corp - Common	420 Shares	P	10-11-10	8,209.77	8,332.01	(122.24)
Intel Game Tech - Common	755 Shares	P	10-20-10	10,804.01	13,507.02	(2,703.01)
Kohl's Corp - Common	900 Shares	P	10-29-10	45,988.68	47,399.36	(1,410.68)
Philip Morris Intl - Common	60 Shares	P	10-20-10	3,443.27	2,959.79	483.48
Procter & Gamble - Common	345 Shares	P	10-05-10	20,904.47	21,436.68	(532.21)
Wal-Mart Stores - Common	370 Shares	P	10-05-10	19,962.90	19,925.21	37.69
Yum Brands - Common	200 Shares	P	10-05-10	9,383.60	7,026.60	2,357.00
Zimmer Hldgs Inc. - Common	910 Shares	P	10-11-10	46,923.44	55,476.55	(8,553.11)
TOTAL OCTOBER				1,249,371.63	1,086,460.67	162,910.96
TOTAL YTD				48,048,201.24	48,419,784.93	(371,583.69)

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acq'd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
NOVEMBER						
Chase 2003-S13-A16, 5.00%, 11-25-33	8,984.34	P	11-01-10	8,658.32	8,984.34	(326.02)
FNR G93-28E Zero 07-25-22	355.31	P	11-01-10	392.90	355.31	37.59
GSR 204-F 14A1, 5.50% 09-25-19	12,254.47	P	11-01-10	11,810.53	12,254.47	(443.94)
RFMSI 2003-S3, 02-25-15, 5.25%	6,121.52	P	11-01-10	6,138.25	6,121.52	16.73
Wash Mut Mig., 03-25-18, 2003-MS2, CL3A1	2,764.04	P	11-01-10	2,733.57	2,764.04	(30.47)
WFMSB 2006-12 A1, 10-25-36, 6.00%	12,949.80	P	11-01-10	12,853.44	12,949.80	(96.36)
WFMSB 2006-12 A1, 10-25-36, 6.00%	570.33	P	11-01-10	602.50	570.33	32.17
Check Pt Software - Common	915 Shares	P	11-04-10	39,485.97	28,427.40	11,058.57
Anadarko Petro Corp - Common	690 Shares	P	11-11-10	44,800.11	41,496.78	3,303.33
Best Buy Inc - Common	950 Shares	P	11-05-10	42,865.08	34,804.49	8,060.59
Nalco Holding - Common	1,480 Shares	P	11-08-10	44,189.53	30,762.19	13,427.34
Renaissance Re Holdings	Class Distribution	P	11-01-10	1,239.20	0.00	1,239.20
Allergan Inc - Common	380 Shares	P	11-04-10	27,881.68	20,946.65	6,935.03
Bed Bath & Beyond Inc.	2,490 Shares	P	11-22-10	107,305.73	60,201.79	47,103.94
Cameron Intl Corp - Common	430 Shares	P	11-01-10	19,005.20	17,131.92	1,873.28
Capella Ed - Common	26 Shares	P	11-01-10	1,442.70	1,296.97	145.73
Capella Ed - Common	615 Shares	P	11-02-10	33,897.97	30,678.23	3,219.74
Capella Ed - Common	291 Shares	P	11-03-10	15,680.82	14,516.04	1,164.78
Capella Ed - Common	398 Shares	P	11-04-10	21,073.06	19,853.55	1,219.51
Goodrich Corporation - Common	340 Shares	P	11-04-10	29,220.36	19,695.29	9,525.07
IHS Inc. CL A - Common	319 Shares	P	11-03-10	23,654.15	15,960.99	7,693.16
IHS Inc. CL A - Common	241 Shares	P	11-04-10	18,087.56	12,058.30	6,029.26
Knight Trans - Common	179 Shares	P	11-04-10	3,308.56	3,170.30	138.26
Knight Trans - Common	904 Shares	P	11-04-10	16,677.61	16,010.92	666.69
Knight Trans - Common	335 Shares	P	11-05-10	6,247.64	5,933.25	314.39
Knight Trans - Common	1,085 Shares	P	11-05-10	20,182.60	19,216.64	965.96
Knight Trans - Common	722 Shares	P	11-08-10	13,171.00	12,787.48	383.52
Knight Trans - Common	460 Shares	P	11-09-10	8,335.56	8,147.15	188.41
Knight Trans - Common	295 Shares	P	11-10-10	5,358.87	5,224.80	134.07
Nuvasive Inc - Common	519 Shares	P	11-01-10	13,345.39	17,464.66	(4,119.27)
Nuvasive Inc - Common	1,411 Shares	P	11-02-10	35,016.61	47,480.99	(12,464.38)
Nuvasive Inc - Common	290 Shares	P	11-03-10	7,260.83	9,758.67	(2,497.84)

November continued next page >>>>>>

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
November continued						
TransDigm Group Inc. - Common	49 Shares	P	11-04-10	3,293.24	1,861.82	1,431.42
TransDigm Group Inc. - Common	181 Shares	P	11-05-10	12,206.05	6,877.33	5,328.72
TransDigm Group Inc. - Common	166 Shares	P	11-08-10	11,065.75	6,307.39	4,758.36
TransDigm Group Inc. - Common	80 Shares	P	11-09-10	5,298.67	3,039.70	2,258.97
TransDigm Group Inc. - Common	224 Shares	P	11-10-10	14,724.17	8,511.17	6,213.00
Cisco Systems Inc. - Common	560 Shares	P	11-04-10	13,505.74	13,250.54	255.20
Cisco Systems Inc. - Common	690 Shares	P	11-09-10	16,711.58	16,326.55	385.03
Cisco Systems Inc. - Common	2,220 Shares	P	11-11-10	45,400.45	52,528.87	(7,128.42)
Intel Corp - Common	360 Shares	P	11-18-10	7,533.59	7,148.41	385.18
Wal-Mart Stores Inc. - Common	240 Shares	P	11-03-10	13,129.81	12,930.84	198.97
TOTAL NOVEMBER				784,792.35	665,807.88	118,984.47
TOTAL YTD				48,832,993.59	49,085,592.81	(252,599.22)
DECEMBER						
Chase 2003-S13-A16, 5.00%, 11-25-33	13,043.03	P	12-01-10	12,569.72	13,043.03	(473.31)
FNR G93-28E Zero 07-25-22	208.71	P	12-01-10	230.79	208.71	22.08
GSR 204-F 14A1, 5.50% 09-25-19	6,910.14	P	12-01-10	6,659.81	6,910.14	(250.33)
RFMSI 2003-S3, 02-25-15, 5.25%	13,495.86	P	12-01-10	13,532.73	13,495.86	36.87
Wash Mut Mtg., 03-25-18, 2003-MS2, CL3A1	3,963.48	P	12-01-10	3,919.79	3,963.48	(43.69)
WFMBS 2006-12 A1, 10-25-36, 6.00%	12,863.53	P	12-01-10	12,767.81	12,863.53	(95.72)
WFMBS 2006-12 A1, 10-25-36, 6.00%	566.54	P	12-01-10	598.49	566.54	31.95
Deluxe Corp., 5.00%, 12-15-12	60,000.00	P	12-10-10	60,640.00	59,175.92	1,464.08
Limited Brands, 6.90%, 07-15-17	170,000.00	P	12-10-10	182,077.50	177,028.58	5,048.92
Sprint Nextel, 6.00%, 12-01-16	60,000.00	P	12-10-10	62,852.50	63,055.29	(202.79)
Deluxe Corp., 5.00%, 12-15-12	40,000.00	P	12-16-10	40,095.88	39,450.62	645.26
Deluxe Corp., 5.00%, 12-15-12	200,000.00	P	12-16-10	200,479.41	193,209.00	7,270.41
Deluxe Corp., 5.00%, 12-15-12	100,000.00	P	12-16-10	100,239.71	85,035.00	15,204.71
CME Group Inc. - Common	160 Shares	P	12-16-10	51,340.11	43,222.48	8,117.63
EQT Corp. - Common	990 Shares	P	12-16-10	43,129.12	34,938.63	8,190.49
Exxon Mobil Corp. - Common	770 Shares	P	12-16-10	55,565.26	46,297.02	9,268.24
December continued next page >>>>>						

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
December continued						
Lowes Cos. - Common	3,095 Shares	P	12-16-10	78,554.72	90,873.99	(12,319.27)
Nalco Holding - Common	1,510 Shares	P	12-16-10	48,294.11	31,385.75	16,908.36
TD Ameritrade Hldg Corp - Common	970 Shares	P	12-17-10	18,110.95	18,828.95	(718.00)
TD Ameritrade Hldg Corp - Common	5,300 Shares	P	12-20-10	98,035.08	102,879.83	(4,844.75)
Time Warner Cable - Common	655 Shares	P	12-16-10	42,409.94	32,624.70	9,785.24
Allegiant Travel - Common	280 Shares	P	12-10-10	14,639.55	11,136.45	3,503.10
Allegiant Travel - Common	107 Shares	P	12-15-10	5,145.01	4,255.72	889.29
Allegiant Travel - Common	111 Shares	P	12-15-10	5,425.65	4,414.81	1,010.84
Allegiant Travel - Common	372 Shares	P	12-16-10	17,938.32	14,795.57	3,142.75
Allegiant Travel - Common	501 Shares	P	12-17-10	24,226.04	19,926.30	4,299.74
Allegiant Travel - Common	49 Shares	P	12-17-10	2,367.88	1,948.88	419.00
Allegiant Travel - Common	292 Shares	P	12-20-10	14,202.06	11,613.73	2,588.33
Allegiant Travel - Common	130 Shares	P	12-21-10	6,371.19	5,170.49	1,200.70
Allegiant Travel - Common	368 Shares	P	12-21-10	18,073.72	14,636.48	3,437.24
CareFusion Corp - Common	1,088 Shares	P	12-02-10	24,738.96	26,591.07	(1,852.11)
CareFusion Corp - Common	1,049 Shares	P	12-02-10	23,890.57	25,637.90	(1,747.33)
CareFusion Corp - Common	2,348 Shares	P	12-03-10	53,598.53	57,385.88	(3,787.35)
CareFusion Corp - Common	1,255 Shares	P	12-06-10	29,295.09	30,672.60	(1,377.51)
Celgene Corp - Common	820 Shares	P	12-06-10	45,188.69	52,192.62	(7,003.93)
Illumina Inc. - Common	220 Shares	P	12-10-10	13,930.78	9,217.26	4,713.52
Johnson Ctl. - Common	380 Shares	P	12-10-10	14,434.81	5,934.67	8,500.14
Roper Inds. Inc. - Common	524 Shares	P	12-08-10	40,013.69	28,251.39	11,762.30
Roper Inds. Inc. - Common	46 Shares	P	12-09-10	3,533.87	2,480.08	1,053.79
Roper Inds. Inc. - Common	190 Shares	P	12-22-10	14,811.95	10,243.83	4,568.12
Roper Inds. Inc. - Common	238 Shares	P	12-23-10	18,320.62	12,831.74	5,488.88
Roper Inds. Inc. - Common	519 Shares	P	12-27-10	40,078.26	27,981.82	12,096.44
Roper Inds. Inc. - Common	152 Shares	P	12-28-10	11,767.37	8,195.06	3,572.31
Roper Inds. Inc. - Common	287 Shares	P	12-29-10	22,163.37	15,473.57	6,689.80
Roper Inds. Inc. - Common	41 Shares	P	12-30-10	3,165.48	2,210.51	954.97
Roper Inds. Inc. - Common	113 Shares	P	12-31-10	8,658.41	6,092.38	2,566.03
Southwestern Energy - Common	3,184 Shares	P	12-02-10	119,835.77	123,525.18	(3,689.41)
Trimble NAV - Common	732 Shares	P	12-06-10	29,129.60	18,563.11	10,566.49
Trimble NAV - Common	128 Shares	P	12-07-10	5,152.79	3,246.01	1,906.78

December continued next page >>>>>>

FORM 990PF-TAX YEAR ENDED 12-31-10
THE REGENSTEIN FOUNDATION
I.D. NUMBER 36-3152531
401 S. LaSalle Street, Suite 205
CHICAGO, IL 60605-1042

PART IV-Capital Gains and Losses
for Tax Investment Income

Description of Property	Shares or Value	How Acqd	Date Acquired /Sold	Net Sale Price	Cost	Gain or Loss
December continued						
Startek Inc. - Common	Cash Dist.	P	12-01-10	140.73	0.00	140.73
Intel Corp - Common	1,000 Shares	P	12-21-10	21,114.14	19,892.53	1,221.61
Intel Corp - Common	655 Shares	P	12-22-10	13,635.76	13,029.59	606.17
Johnson & Johnson - Common	620 Shares	P	12-02-10	38,826.03	38,692.87	(866.84)
Johnson & Johnson - Common	5550 Shares	P	12-13-10	34,249.52	35,531.48	(1,281.96)
Las Vegas Sands Corp - Common	130 Shares	P	12-03-10	6,349.10	2,550.41	3,798.69
Merck & Co - Common	455 Shares	P	12-16-10	16,702.76	16,109.94	592.82
Nike Inc CL B - Common	595 Shares	P	12-30-10	51,147.89	38,284.63	12,863.26
Wal-Mart Stores - Common	1,000 Shares	P	12-01-10	54,702.57	53,878.45	824.12
		P		0.00	0.00	0.00
		P		0.00	0.00	0.00
Foreign Exchange	Entire Year	P		0.00	73,515.24	(73,515.24)
TOTAL DECEMBER				1,999,069.96	1,916,167.30	82,902.66
TOTAL YTD				50,832,063.55	51,001,760.11	(169,696.56)

FORM 990PF - TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I.D. NO. 36-3152531
401 S. LaSalle Street, Suite 205
Chicago, Illinois 60605-1042

Part VII-A - Statement Regarding Activities - Question 8(a)

Delaware:

990PF to be filed with Attorney General, Delaware

Illinois:

990PF to be filed with Illinois Attorney General

**FORM 990PF - TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I.D. NO. 36-3152531
401 S. LaSalle Street, Suite 205
Chicago, Illinois 60605-1042**

**Part VII - Statement Regarding Activities - Question 10
Persons Becoming Substantial Contributors during the Tax Year**

Listed below are substantial contributors of prior years that are being presented because of the statement in the instructions for Part V: "Any person who is a substantial contributor on any date will remain a substantial contributor for all later periods."

Estate of Mrs. Helen A. Regenstein (Spouse)
(Deceased 3/28/82)
179 East Lake Shore Drive
Chicago, Illinois 60611

Velsicol Corporation
341 East Ohio Street
Chicago, Illinois 60611

Arvey Corporation
3450 North Kimball Avenue
Chicago, Illinois 60618

FORM 990PF - TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I.D. NO. 36-3152531
401 S. LaSalle Street, Suite 205
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Part VIII - Statement Regarding Officers, Compensation,
Etc. - LINE 1 Officers, Directors, Trustees, Foundation
Managers and their Compensation for 2010

NAME & ADDRESS	Title & Time Devoted to Position	Compensation	Contributions to Employee Benefit Plans	Expense Acct. & Other Allowances
Susan L. Regenstein 7575 Pelican Bay Blvd. Apt 806 Naples, Florida 34108	(1) Chairman/Director Acting President		1,004.17	
Joseph Regenstein III P.O. Box 774000 PMB 381 Steamboat Springs, Co. 80477	(1) Director		1,004.17	
Robert N LaTour 200 S. Biscayne Blvd. 6th Floor Miami, Florida 33131	(1) Director		1,004.17	
Robert F. Carr 55 West Monroe Street Suite 2550 Chicago, Il. 60606-5093	(1) Director		1,004.17	
Marshall Field V 225 W. Wacker Drive Suite 1500 Chicago, IL 60606	(1) Director		1,004.17	
Thomas A. Staszak 19551 Kirkstone Way Mokena, Il. 60448	(2) Vice. Pres./ Treasurer	119,961.12	32,336.39	0.00
		<u>119,961.12</u>	<u>37,357.22</u>	
		=====	=====	

(1) The time each officer devotes to the Foundation depends on the issues which arise in their particular area of responsibility. It varies as much as three days per week to a few hours per month.

(2) Full Time

**FORM 990PF - TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I.D. NO. 36-3152531
401 S. LaSalle Street, Suite 205
Chicago, Illinois 60605-1042**

**Part XV - SUPPLEMENTARY INFORMATION - LINE 2(b), 2(c)
Form in which applications should be submitted and information and
materials they should include:**

See attached three page example of application guidelines.

THE REGENSTEIN FOUNDATION

Founded By:
Joseph and Helen Regenstein
Joseph Regenstein, Jr.

Board of Directors:

Susan L. Regenstein
Joseph Regenstein, III
Marshall Field, V
Robert N. LaTour
F. Oliver Nicklin, Jr.

December 31, 2010

Dear Potential Donee:

In response to your request, we are pleased to enclose a copy of The Regenstein Foundation's General Guidelines. Grant requests should be addressed to Ms. Susan L. Regenstein, Chairman.

Proposals are reviewed semiannually at Board meetings in May and November, with submission deadlines of March 31 and September 30 respectively.

The enclosed *Grant Questionnaire* should be included with your proposal. Because of the volume of requests, returning materials is not possible.

Please note that the majority of grants awarded by The Regenstein Foundation are for one-time capital projects - not general operating funds, therefore it is suggested that your proposal be specific in nature.

Our primary grant making interests are in supporting medical, educational, humanitarian and cultural projects in the Chicago metropolitan area. We do not provide funding for individuals.

Sincerely,
THE REGENSTEIN FOUNDATION

Thomas A. Staszak
Vice President/Treasurer

:tas
Enclosures (2)

THE REGENSTEIN FOUNDATION

Founded By:
Joseph and Helen Regenstein
Joseph Regenstein, Jr.

Board of Directors:

Susan L. Regenstein
Joseph Regenstein, III
Marshall Field, V
Robert N. LaTour
F. Oliver Nicklin, Jr.

GENERAL GUIDELINES

The Regenstein Foundation is dedicated to the support of qualified organizations and institutions located primarily, but not exclusively, in the Chicago metropolitan area and the State of Illinois. The Foundation has historically concentrated the majority of its Grants toward one-time Capital Projects. Therefore, Grants for continuing annual operations are limited and selective in scope.

The nature of the Foundation's Grants, which often involve multi-year pledges, limit the ability of the Foundation to respond affirmatively to requests for Grants. It is suggested that applicants needing immediate funding for projects apply to other organizations.

No grants are made directly to individuals or for the benefit of designated individuals.

All applications must be in writing. The Directors do not conduct personal interviews with applicants except at the Foundation's initiative. The application should describe the organization applying for a grant, explain the proposed use of the funds, the anticipated results from the expenditure, and the source of other funds, if any, to be used for the project. All applicants should include a copy of the letter from the Internal Revenue Service verifying their current tax exempt status and establishing the fact that the applicant is not a private foundation. Applicants should also provide a copy of the most recent financial statements, audited by an independent Certified Public Accountant as well as a current Annual Report. Additional information may be requested by the Foundation.

Applications should be signed or approved in writing by the Chief Executive Officer of the organization applying for a Grant.

THE REGENSTEIN FOUNDATION
Grant Questionnaire

Date: _____

► Organization Name: _____

► Address: _____

► Contact Name & Title: _____

► Contact Phone Number: _____

► Date Incorporated: _____ Fiscal Year End: _____

► Number of Paid Employees: _____ Volunteers: _____

► Number of Individuals Served Annually: _____

► Purpose of Grant: _____

► Project Budget: _____

► Principal Sources of Support for Your Agency, i.e. United Way, Government Contracts, Foundations/Corporations, Special Events, etc.

_____	%	_____
_____	%	_____
_____	%	_____

► List Funding Sources and Amounts Applied For, Received or Committed for this Project.

_____	\$	_____
_____	\$	_____
_____	\$	_____

FORM 990PF - TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I.D. NO. 36-3152531
401 S. LaSalle Street, Suite 205
Chicago, Illinois 60605-1042

Part XV - SUPPLEMENTARY INFORMATION - LINE 3(a)
Grants and Contributions Paid During The Year

Recipient - Name and Address	Status	Purpose	Amount
- General			
A. Charitable			
The Art Institute of Chicago 111 South Michigan Avenue Chicago, IL. 60603	P/C	General Operating Fund	\$50,000
Chicago Botanic Garden 1000 Lake Cook Road Glencoe, IL. 60022	P/C	General Fund Board Participation	\$15,000 \$5,000
Chicago History Museum 1601 North Clark Street Chicago, IL. 60614-6038	P/C	Annual Fund	\$2,500
Chicago Symphony Orchestra 220 South Michigan Avenue Chicago, IL. 60604-2559	P/C	Operational support	\$3,500
Chicago Zoological Society Brookfield Zoo Brookfield, IL 60513	P/C	Operational support	\$12,000
Children's Memorial Hospital 2300 Children's Plaza Fullerton @ Lincoln Chicago, IL 60614	P/C	Operational support Board Participation	\$20,000 \$5,000
Conservancy of Southwest Florida 1450 Merrihue Drive Naples, Florida 34106	P/C	Operational support	\$5,000
Crohn's & Colitis Foundation of America Suite 351 2200 East Devon Avenue Des Plaines, IL 60018-4509	P/C	Operational support	\$15,000
Envision Unlimited 8 South Michigan Ave., Suite 1700 Chicago, IL 60603	P/C	General Fund	\$30,000
Friends of the National Zoo 3001 Connecticut Ave. NW Washington, D.C. 20008	P/C	Operational support	\$15,000
Greater Chicago Food Depository 4100 W. Ann Lurie Place Chicago, IL. 60632	P/C	Operational support	\$5,000

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Part XV - SUPPLEMENTARY INFORMATION - LINE 3(a)
Grants and Contributions Paid During The Year

Recipient - Name and Address	Status	Purpose	Amount
Jewish United Federation of Metropolitan Chicago 30 S. Wells Street, Room 3134 Chicago, IL 60606	P/C	Operational support	\$5,000
La Rabida Children's Hospital East 65th Street at Lake Michigan Chicago, IL 60649	P/C	Operational support	\$5,000
Lincoln Park Zoological Society 2001 North Clark Street Chicago, IL 60614	P/C	Annual Fund Board Participation	\$40,000 \$5,000
NCH Healthcare Foundation 350 7th Street No., Box234 Naples, FL 34106	P/C	Operational support	\$5,000
Naples Botanical Garden 4820 Bayshore Drive Naples, FL 34112	P/C	Operational support	\$2,000
Naples Children & Education Fund 6200 Shirley Street, Suite 206 Naples, FL 34109	P/C	Operational support	\$2,500
Northwestern Memorial Foundation 676 Clair Street, Suite 2080 Chicago, IL 60611	P/C	Operational support	\$15,000
Rehabilitation Institute of Chicago 200 South Wacker Drive, Suite 3900 Chicago, IL 60606-5802	P/C	Operational support	\$42,500
Rush University Medical Center Suite 250 1700 West Van Buren Street Chicago, IL 60612-3244	P/C	Operational support	\$7,500
John G. Shedd Aquarium 1200 South Lake Shore Drive Chicago, IL 60605	P/C	General Aquarium Council Board Participation	\$20,000 \$10,000
Shelter for Abused Women & Children P.O. Box 10102 Naples, FL 34101	P/C	Operational support Roots & Shoots Program	\$10,000 \$15,000
The Everglades Foundation 18001 Old Cutler Road Suite 625 Palmetto Bay, FL 33157	P/C	Operational support	\$30,000

FORM 990PF - TAX YEAR ENDED 12/31/10
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Part XV - SUPPLEMENTARY INFORMATION - LINE 3(a)
Grants and Contributions Paid During The Year

Recipient - Name and Address	Status	Purpose	Amount
Yampa Valley Medical Center 1024 Central Park Drive Steamboat Springs, CO. 80487	P/C	Operational support	\$5,000
TOTAL CHARITABLE - GENERAL:			\$402,500
B. Religious			
TOTAL RELIGIOUS - GENERAL:			\$0
C. Scientific			
TOTAL SCIENTIFIC - GENERAL:			\$0
D. Educational			
The University of Chicago 1427 East 60th Street Suite 120 Chicago, IL 60637	P/C	Director of Library Endowment	\$10,000
TOTAL EDUCATION - GENERAL			\$10,000
TOTAL - GENERAL			\$412,500

FORM 990PF - TAX YEAR ENDED 12/31/10
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Chicago, Illinois 60605-1042

Part XV - SUPPLEMENTARY INFORMATION - LINE 3(a)
Grants and Contributions Paid During The Year

Receipient - Name and Address	Status	Purpose	Amount
II - SPECIFIC			
A. Charitable			
The Art Institute of Chicago 111 South Michigan Avenue Chicago, IL. 60603	P/C	Prints & Drawings Dept H Regenstein Fund	\$5,000 \$5,000
The Art Institute of Chicago 111 South Michigan Avenue Chicago, IL. 60603	P/C	Modern Wing	\$400,000
Chicago Botanic Garden 1000 Lake Cook Road Glencoe, IL. 60022	P/C	Fruit & Vegetable Garden Bonsai Exhibit	\$5,000 \$5,000
Chicago Symphony Orchestra 220 South Michigan Avenue Chicago, IL. 60604-2559	P/C	Center Stage Program	\$25,000
Children's Memorial Hospital 2300 Children's Plaza Fullerton @ Lincoln Chicago, IL 60614	P/C	Support the Cardiovascular Intensive Care Unit	\$1,000,000
Homes for Our Troops 6 Main Street Tauton, MA 02780	P/C	Construction materials and Services	\$15,000
Illinois Institute of Technology 565 West Adams Street Chicago, IL 60661	P/C	Renovation of Robert F. Carr Memorial Chapel	\$25,000
Lake Forest College 555 North Sheridan Road Lake Forest, IL. 60045-2399	P/C	Annual Fund Campus Enhancement Student Aid Annual Scholarship Support Budget Relief Initiative	\$10,000
Lincoln Park Zoological Society 2001 North Clark Street Chicago, IL. 60614	P/C	Support Regenstein Center for African Apes	\$5,000
Midwest Palliative & Hospice CareCenter 2050 Claire Court Glenview, IL 60025	P/C	Keeping Our Promise Campaign	\$75,000
Millenium Park NBC Tower, Suite 1400 455 N. Cityfront Plaza Drive Chicago, IL 60611	P/C	Participation as a Founder	\$200,000

FORM 990PF - TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
I.D. NO. 36-3152531
401 S. LaSalle Street, Suite 205
Chicago, Illinois 60605-1042

Part XV - SUPPLEMENTARY INFORMATION - LINE 3(a)
Grants and Contributions Paid During The Year

Recipient - Name and Address	Status	Purpose	Amount
Naples Philharmonic 5833 Pelican Bay Blvd. Naples, FL. 34108	P/C	Member of a Thousand	\$5,000
Rush University Medical Center Suite 250 1700 West Van Buren Street Chicago, IL 60612-3244	P/C	Helen A. Regenstein Surgical Patient Floor	\$50,000
TOTAL CHARITABLE - SPECIFIC			\$1,830,000

FORM 990PF - TAX YEAR ENDED 12/31/10
THE REGENSTEIN FOUNDATION
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Part XV - SUPPLEMENTARY INFORMATION - LINE 3(a)
Grants and Contributions Paid During The Year

Receipient - Name and Address	Status	Purpose	Amount
B. Religious			
TOTAL RELIGIOUS -SPECIFIC			\$0
C. Scientific			
TOTAL SCIENTIFIC - SPECIFIC			\$0
D. Educational			
Chicago Botanic Garden 1000 Lake Cook Road Glencoe, IL. 60022	P/C	Construction of The Joseph Regenstein, Jr. School of the Chicago Botanic Garden	\$875,000
Chicago Botanic Garden 1000 Lake Cook Road Glencoe, IL. 60022	P/C	Upkeep of The Regenstein Fruit & Vegetable Garden	\$0
Chicago Public Library Foundation 20 N. Michigan Ave. # 204 Chicago, IL. 60602	P/C	Teacher in the Library, Logan Square Branch	\$15,000
The Jane Goodall Institute 4245 North Fairfax Drive, Suite 600 Arlington, VA 22203	P/C	Roots & Shoots Great Lakes Regional Office in Chicago.	\$225,000
Lincoln Park Zoological Society P. O. Box 14903 Chicago, IL. 60614	P/C	South Pond Renovation	\$200,000
Merit School of Music 47 W. Polk Street, Suite M3 Chicago IL, 60605	P/C	Windows Program Regenstein Scholarship Program	\$100,000 \$5,000
John G. Shedd Aquarium 1200 South Lake Shore Drive Chicago, IL. 60605	P/C	Oceanarium Redevelopment Project	\$500,000
TOTAL EDUCATIONAL - SPECIFIC			\$1,720,000
TOTAL - SPECIFIC			\$3,550,000
GRAND TOTAL CONTRIBUTIONS			\$3,962,500