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

2011

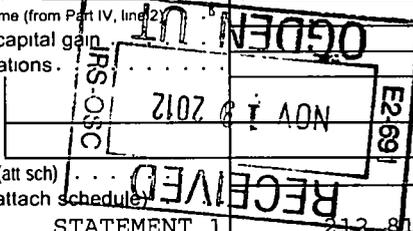
Department of the Treasury
Internal Revenue Service

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

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

Name of foundation ANTHONY PRITZKER FAMILY FOUNDATION		A Employer identification number 30-0039840
Number and street (or P O box number if mail is not delivered to street address) 111 SOUTH WACKER DRIVE		B Telephone number (see the instructions) (312) 447-6000
City or town CHICAGO	State IL	ZIP code 60606
G Check all that apply: <input type="checkbox"/> Initial return, <input type="checkbox"/> Final return, <input type="checkbox"/> Address change, <input type="checkbox"/> Initial Return of a former public charity, <input type="checkbox"/> Amended return, <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation, <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust, <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 33,626,459		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash, <input type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify) _____ (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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	286,280.	285,377.		
	5a Gross rents				
	b Net rental income or (loss)		STATEMENT 10		
	6a Net gain/(loss) from sale of assets not on line 10	1,218,252.			
	b Gross sales price for all assets on line 6a	18,327,774.			
	7 Capital gain net income (from Part IV, line 2)		1,226,632.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
	STATEMENT 1	212,814.	293,894.		
12 Total. Add lines 1 through 11.		1,717,346.	1,805,903.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	9,794.			9,794.
	b Accounting fees (attach sch). SEE STATEMENT 2.	152,790.	122,232.		30,558.
	c Other prof fees (attach sch) . SEE STATEMENT 3.	15,342.	15,342.		
	17 Interest	17,156.	17,121.		
	18 Taxes (attach schedule)(see instrs) SEE STATEMENT 4.	1,840.	1,840.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	126,959.	126,434.		42.
	24 Total operating and administrative expenses. Add lines 13 through 23	323,881.	282,969.		40,394.
	25 Contributions, gifts, grants paid	3,968,670.			3,968,670.
26 Total expenses and disbursements. Add lines 24 and 25	4,292,551.	282,969.		4,009,064.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,575,205.				
b Net investment income (if negative, enter -0-).		1,522,934.			
c Adjusted net income (if negative, enter -0-).					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash — non-interest-bearing	4,453,135.	696,493.	696,493.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0.		
	7	Other notes and loans receivable (attach sch) ▶			
		Less allowance for doubtful accounts ▶	176,176.	3,030,646.	3,030,646.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)	34,011,418.	29,741,762.	29,741,762.
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment, basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments — mortgage loans				
13	Investments — other (attach schedule)	187,445.	157,558.	157,558.	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	38,828,174.	33,626,459.	33,626,459.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	38,828,174.	33,626,459.	
	25	Temporarily restricted	0.	0.	
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	38,828,174.	33,626,459.		
31	Total liabilities and net assets/fund balances (see instructions)	38,828,174.	33,626,459.		

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 38,828,174.
2	Enter amount from Part I, line 27a	2 -2,575,205.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 36,252,969.
5	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 9</u>	5 2,626,510.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6 33,626,459.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 10				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		[If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]		3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	5,255,920.	37,729,881.	0.139304
2009	4,431,203.	36,888,310.	0.120125
2008	3,728,806.	43,573,883.	0.085574
2007	2,969,468.	54,391,574.	0.054594
2006	2,350,804.	50,252,013.	0.046780
2 Total of line 1, column (d)			0.446377
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			0.089275
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			35,930,299.
5 Multiply line 4 by line 3			3,207,677.
6 Enter 1% of net investment income (1% of Part I, line 27b)			15,229.
7 Add lines 5 and 6			3,222,906.
8 Enter qualifying distributions from Part XII, line 4			4,009,064.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	15,229.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	15,229.
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	15,229.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	0.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	25,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	25,000.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	311.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,460.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 9,464. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation (2) On foundation managers		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ THE PRITZKER GROUP Telephone no ▶ (312) 447-6000			
Located at ▶ 111 SOUTH WACKER DRIVE, STE 4000 CHICAGO IL ZIP + 4 ▶ 60606				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15				
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ▶				

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
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4 b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5 a During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If 'Yes' to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANTHONY N PRITZKER 11111 SANTA MONICA BLVD LOS ANGELES CA 90025	PRESIDENT 4.00	0.	0.	0.
JEANNE PRITZKER 11111 SANTA MONICA BLVD LOS ANGELES CA 90025	DIRECTOR 1.00	0.	0.	0.
JAY ROBERT PRITZKER 111 SOUTH WACKER DRIVE, STE 4000 CHICAGO IL 60606	DIRECTOR 1.00	0.	0.	0.
JUDY SCHROFFEL 11111 SANTA MONICA BLVD LOS ANGELES CA 90025	SECRETARY/TREASURER 4.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE PRITZKER GROUP 111 SOUTH WACKER DRIVE, SUITE 4000 CHICAGO IL 60606	ACCOUNTING	144,790.

Total number of others receiving over \$50,000 for professional services		1

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 <u>N/A</u> ----- -----	0.
2 ----- -----	
3 ----- -----	
4 ----- -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>N/A</u> ----- -----	0.
2 ----- -----	
All other program-related investments See instructions 3 ----- -----	
Total. Add lines 1 through 3	None

BAA

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	1 a	33,340,301.
b	Average of monthly cash balances	1 b	2,635,114.
c	Fair market value of all other assets (see instructions)	1 c	502,046.
d	Total (add lines 1a, b, and c)	1 d	36,477,461.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	36,477,461.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	547,162.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	35,930,299.
6	Minimum investment return. Enter 5% of line 5	6	1,796,515.

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	1,796,515.
2 a	Tax on investment income for 2011 from Part VI, line 5	2 a	15,229.
b	Income tax for 2011 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	15,229.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,781,286.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,781,286.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,781,286.

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	1 a	4,009,064.
b	Program-related investments — total from Part IX-B	1 b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,009,064.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	15,229.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,993,835.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,781,286.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2011				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	2,474,728.			
e From 2010	3,454,838.			
f Total of lines 3a through e	5,929,566.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 4,009,064 .				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount				1,781,286.
e Remaining amount distributed out of corpus	2,227,778.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,157,344.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	8,157,344.			
10 Analysis of line 9				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	2,474,728.			
d Excess from 2010	3,454,838.			
e Excess from 2011	2,227,778.			

BAA

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
 NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
 NONE

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

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

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

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

c Any submission deadlines

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

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 <i>Paid during the year</i> SEE STATEMENT 11				
Total ▶ 3 a				
b <i>Approved for future payment</i>				
Total ▶ 3 b				

ANTHONY PRITZKER FAMILY FOUNDATION

STATEMENT 1

FORM 990-PF, PART I, LINE 11

OTHER INCOME

	[A]	[B] NET	[C]
	REVENUE PER BOOKS	INVESTMENT INCOME	ADJUSTED NET INCOME
NT CUSTODY	148	148	
MISCELLANEOUS	2,020	2,020	
CENTERBRIDGE CREDIT PARTNERS TE, LP K-1	23,886	23,886	
DRAWBRIDGE LG DT VAL III - K-1	2,518	2,518	
FORTRESS INV FD V - K-1	154	154	
FORTRESS INV FD V CO - K-1	210	210	
HIGHFIELDS CAPITAL IV - K-1	(26,421)	(13,251)	
HRP JRH, LLC - K-1	(71,934)	-	
PRITZKER FOUNDATION ALTERNATIVE ASSETTS - K-1	282,233	278,209	
TOTAL	212,814	293,894	-

STATEMENT 2

FORM 990 PF, PART I, LINE 16B

ACCOUNTING FEES

	[A]	[B] NET	[C]	[D]
	EXPENSES PER BOOKS	INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING CONSULTING FEES	152,790	122,232		30,558
TOTAL	152,790	122,232	-	30,558

STATEMENT 3

FORM 990 PF, PART I, LINE 16C

OTHER PROFESSIONAL FEES

	[A]	[B] NET	[C]	[D]
	EXPENSES PER BOOKS	INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CUSTODY FEES	928	928	-	-
MANAGEMENT FEES	14,414	14,414	-	-
TOTAL	15,342	15,342	-	-

ANTHONY PRITZKER FAMILY FOUNDATION

STATEMENT 4

FORM 990 PF, PART I, LINE 18

TAXES

	[A]	[B] NET	[C]	[D]
	EXPENSES PER BOOKS	INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
VAUGHN NELSON	36	36		
CENTERBRIDGE CREDIT PARTNERS TE, LP K-1	907	907		
HIGHFIELDS CAPITAL IV K-1	897	897	-	-
TOTAL	1,840	1,840	-	-

STATEMENT 5

FORM 990 PF, PART I, LINE 23

OTHER EXPENSES

	[A]	[B] NET	[C]	[D]
	EXPENSES PER BOOKS	INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CENTERBRIDGE CREDIT PARTNERS TE, LP K-1	85,377	85,377		
DEERFIELD PDI FINANCING LP	685	685		-
DRAWBRIDGE LG DT VAL III	6,673	6,673		-
FORTRESS INV FD V	8,535	8,456		-
FORTRESS INV FD V CO	7,865	7,723		-
HIGHFIELDS CAPITAL IV	318	318		-
PRITZKER FOUNDATION ALTERNATIVE ASSETS LP	17,276	17,014		-
MISCELLANEOUS	230	188	-	42
TOTAL	126,959	126,434	-	42

STATEMENT 6

FORM 990 PF, PART II, LINE 7

OTHER NOTES AND LOANS RECEIVABLE

	BEGINNING OF YEAR BOOK VALUE	BOOK VALUE	END OF YEAR FAIR MARKET VALUE
ANCHORAGE CROSSOVER CREDIT OFFSHORE LTD	25,378	-	-
CAVALRY CAPITAL APPRECIATION OFFSHORE LTD	-	500,000	500,000
HIGHFIELDS CAPITAL IV	-	800,000	800,000
CHICAGO FUNDAMENTAL INVESTMENT PARTNERS	-	1,185,556	1,185,556
ANCHORAGE SHORT CREDIT	-	56,841	56,841
CENTERBRIDGE CREDIT PARTNERS LTD	-	488,249	488,249
WHITE ELM CAPITAL OFFSHORE LTD	150,798	-	-
TOTAL	176,176	3,030,646	3,030,646

ANTHONY PRITZKER FAMILY FOUNDATION

STATEMENT 7

FORM 990 PF, PART II, LINE 10B

INVESTMENTS - CORPORATE STOCKS

	BEGINNING OF YEAR BOOK VALUE	BOOK VALUE	END OF YEAR FAIR MARKET VALUE
ANCHORAGE CAPITAL PARTNERS OFFSHORE	1,340,659	1,257,769	1,257,769
PRAESIDIUM INVESTMENT MANAGEMENT	-	897,316	897,316
ANCHORAGE SHORT CREDIT	529,515	-	-
ARCHSTONE OFFSHORE FUND, LTD	2,735,804	-	-
CAMCAP ENERGY	1,036,455	936,232	936,232
CAMCAP RESOURCES	1,088,814	1,134,411	1,134,411
CAVALRY CAPITAL APPRECIATION OFFSHORE LTD	2,479,044	1,674,666	1,674,666
CENTERBRIDGE CREDIT PARTNERS LTD	4,476,504	3,093,150	3,093,150
CHICAGO FUNDAMENTAL INVESTMENT PARTNERS ALEUTIAN FUND, LTD	1,233,660	-	-
DEERFIELD PRIVATE DESIGN	648,971	910,615	910,615
DRAWBRIDGE LONG DATED VALUE FUND III	254,589	479,227	479,227
FORTRESS INVESTMENT FUND V	268,697	226,395	226,395
FORTRESS INVESTMENT FUND V COINVEST	323,189	418,029	418,029
BRIDGEWATER PURE ALPHA MAJOR MARKETS	-	271,747	271,747
HIGHFIELDS CAPITAL IV	-	2,704,405	2,704,405
MERCHANTS GATE OFFSHORE LTD	2,304,611	966,130	966,130
SPDR GOLD TRUST (GLD)	1,935,807	1,789,622	1,789,622
PRITZKER FOUNDATION ALTERNATIVE ASSETS LLC	-	1,018,333	1,018,333
ROUTE ONE OFFSHORE FUND LTD	3,419,727	2,535,761	2,535,761
SHEFFIELD INTERNATIONAL PARTNERS- ANNUAL	1,015,570	993,594	993,594
SHEFFIELD INTERNATIONAL PARTNERS- TRI-ANNUAL	295,161	-	-
SILVER CREEK LOW VOL STRATEGIES, LTD	298,211	-	-
VALIANT CAPITAL PARTNERS OFFSHORE LTD	3,223,863	2,266,187	2,266,187
VALINOR CAPITAL PARTNERS OFFSHORE LTD	1,387,281	1,535,579	1,535,579
VAUGHAN NELSON FUND	1,435,844	1,174,535	1,174,535
VIKING GLOBAL EQUITIES	541	1,004,179	1,004,179
TOTAL	2,278,903	2,453,879	2,453,879
TOTAL	34,011,418	29,741,762	29,741,762

STATEMENT 8

FORM 990 PF, PART II, LINE 13

INVESTMENTS - OTHER

	BEGINNING OF YEAR BOOK VALUE	BOOK VALUE	END OF YEAR FAIR MARKET VALUE
HRP JHR, LLC	159,183	157,558	157,558
THE DIGNITY FUND	28,262	-	-
TOTAL	187,445	157,558	157,558

STATEMENT 9

FORM 990 PF, PART III, LINE 5

OTHER INCREASES

UNREALIZED LOSS ON INVESTMENTS	2,626,510
TOTAL	2,626,510

ANTHONY PRITZKER FAMILY FOUNDATION

STATEMENT 10 FORM 990 PF, PART IV, LINE 1 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD	(E) GROSS SALES	(F) DEPREC ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/11	(J) ADJ BASIS 12/31/11	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	ANCHORAGE SHORT CREDIT - DISPOSITION	ACQUIRED	10/12/009	VARIOUS	568,412	-	750,000	(181,588)	-	-	-	(181,588)
2	ARCHSTONE OFFSHORE FUND LTD - DISPOSITION	PURCHASED	4/12/005	VARIOUS	2,735,804	-	2,000,000	735,804	-	-	-	735,804
3	CENTERBRIDGE CREDIT PARTNERS TE, LP K-1	PURCHASED	VARIOUS	VARIOUS	246,853	-	-	246,853	-	-	-	246,853
4	CHICAGO FUNDAMENTAL INVESTMENT PARTNERS - DISPOSITION	PURCHASED	12/12/008	VARIOUS	1,185,556	-	1,000,000	185,556	-	-	-	185,556
5	DEERFIELD PRIVATE DESIGN	PURCHASED	VARIOUS	VARIOUS	(7,334)	-	-	(7,334)	-	-	-	(7,334)
6	DRAWBRIDGE LONG DATED VALUE FUND III (B) LP K-1	PURCHASED	VARIOUS	VARIOUS	222	-	-	222	-	-	-	222
7	FORTRESS INVESTMENT FUND V COINVEST LP	PURCHASED	VARIOUS	VARIOUS	307	-	-	307	-	-	-	307
8	FORTRESS INVESTMENT FUND V LP	PURCHASED	VARIOUS	VARIOUS	(8,611)	-	-	(8,611)	-	-	-	(8,611)
9	HIGHFIELDS CAPITAL IV LP - DISPOSITION	PURCHASED	1/12/008	VARIOUS	170,216	-	-	170,216	-	-	-	170,216
10	NT CUSTODY - CAP GAIN DISTR	PURCHASED	VARIOUS	VARIOUS	387	-	-	387	-	-	-	387
11	NT CUSTODY - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS	10,417,534	-	10,417,534	-	-	-	-	-
12	NT PRAESIDIUM - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS	112,078	-	123,127	(11,049)	-	-	-	(11,049)
13	NT VAUGHAN NELSON - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS	1,272,799	-	1,318,516	(45,717)	-	-	-	(45,717)
14	NT VAUGHAN NELSON CAP GAIN DISTR- SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS	385	-	-	385	-	-	-	385
15	PRITZKER FOUNDATION ALTERNATIVE ASSETS, LLC	PURCHASED	VARIOUS	VARIOUS	46,108	-	-	46,108	-	-	-	46,108
16	SHEFFIELD INTERNATIONAL PARTNERS-ANNUAL - DISPOSITION	PURCHASED	1/12/008	VARIOUS	295,161	-	250,000	45,161	-	-	-	45,161
17	SHEFFIELD INTERNATIONAL PARTNERS- TRI-ANNUAL - DISPOSITION	PURCHASED	1/12/008	VARIOUS	291,553	-	250,000	41,553	-	-	-	41,553
18	NT CUSTODY - MLF SEE ATTACHED	PURCHASED	VARIOUS	5/10/2011	1,000,344	-	1,000,344	-	-	-	-	-
TOTAL					18,327,774	-	17,109,521	1,218,252	-	-	-	1,218,252

STATEMENT 11
FORM 990 PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

Organization	Recipient Relationship	Organizational Status of Donee	Purpose of Grant	Amount
Abraham Lincoln HS Of San Francisco Alumni 1000 Fourth Street #400 San Rafael, CA 94901	None	Public Charity	General Charitable Purposes	500
Aid Still Required P O Box 7353 Santa Monica, CA 90406	None	Public Charity	General Charitable Purposes	1 000
American Friends of the Hebrew University 9911 W Pico Blvd , #1520 Los Angeles, CA 90035-2716	None	Public Charity	General Charitable Purposes	10 000
American Friends of the Hebrew University 9911 W Pico Blvd , #1520 Los Angeles, CA 90035-2716	None	Public Charity	General Charitable Purposes	10,000
American Jewish Committee 156 Mulholland Drive Los Angeles, CA 90077	None	Public Charity	General Charitable Purposes	5 000
American Jewish University 156 Mulholland Drive Los Angeles CA 90077	None	Public Charity	General Charitable Purposes	25,000
American Jewish University 156 Mulholland Drive Los Angeles, CA 90077	None	Public Charity	General Charitable Purposes	100,000
Animal Crackers Pet Rescue 940 Bluebird Canyon Dr Laguna Beach, CA 92651	None	Public Charity	General Charitable Purposes	500
Anti-Defamation League 10495 Santa Monica Blvd Los Angeles CA 90025	None	Public Charity	General Charitable Purposes	15 000
Beauty Bus 11301 Olympic Blvd #303 Los Angeles CA 90064	None	Public Charity	General Charitable Purposes	500
Big Brother/Big Sister of Los Angeles c/o Grant Associates 5670 Wilshire Blvd Ste 1590 Los Angeles, CA 90036	None	Public Charity	General Charitable Purposes	1,000
City Of Hope 35688 Cathedral Canyon, #107 Cathedral City, CA 92234	None	Public Charity	General Charitable Purposes	2,000
Concern Foundation c/o AshJer LLC 1850 Sawtelle Blvd #350 Los Angeles CA 90025	None	Public Charity	General Charitable Purposes	2,000
Dartmouth College 6068 Development Office Hanover, NH 03755-4400	None	Public Charity	General Charitable Purposes	100
Dartmouth Hillel 5 Occom Ridge Hanover, NH 03755	None	Public Charity	General Charitable Purposes	2,000
Eagle and Badge Foundation 5803 Noble Avenue Van Nuys, CA 91411	None	Public Charity	General Charitable Purposes	500

STATEMENT 11
FORM 990 PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

Organization	Recipient Relationship	Organizational Status of Donee	Purpose of Grant	Amount
Evergreen Invitational c/o Northwestern Memorial Foundation 251 E Huron Street #3-200 Chicago, IL 60611	None	Public Charity	General Charitable Purposes	25 000
Family Focus 330 Laurel Avenue Highland Park, IL 60035	None	Public Charity	General Charitable Purposes	16 000
Family Network 3300 Laurel Avenue Highland Park IL 60035	None	Public Charity	General Charitable Purposes	16 000
Francis W Parker School 330 West Webster Ave Chicago, IL 60614	None	Public Charity	General Charitable Purposes	20,000
Friends Of Sheba Medical Center 2566 Overland Avenue #670 Los Angeles, CA 90064	None	Public Charity	General Charitable Purposes	5,000
Friends of the Saban Free Clinic 8405 Beverly Drive Los Angeles, CA 90048-3476	None	Public Charity	General Charitable Purposes	15 000
Gateways Organization 806 Leonard Road Los Angeles, CA 90049	None	Public Charity	General Charitable Purposes	100 000
Hammer Museum 10899 Wilshire Blvd Los Angeles, CA 90024	None	Public Charity	General Charitable Purposes	100,000
Hammer Museum 10899 Wilshire Blvd Los Angeles, CA 90024	None	Public Charity	General Charitable Purposes	10 000
Harvard Westlake School 3700 Coldwater Canyon N Hollywood, CA 91604	None	Public Charity	General Charitable Purposes	100,000
Harvard Westlake School 3700 Coldwater Canyon N Hollywood, CA 91604	None	Public Charity	General Charitable Purposes	500,000
Harvard Westlake School 3700 Coldwater Canyon N Hollywood, CA 91604	None	Public Charity	General Charitable Purposes	167,000
Heal The Bay 1444 9th Street Santa Monica, CA 90401	None	Public Charity	General Charitable Purposes	100,000
International Medical Corps 1919 Santa Monica Blvd Suite 400 Santa Monica, CA 90404	None	Public Charity	General Charitable Purposes	25,000
International Medical Corps 1919 Santa Monica Blvd Suite 400 Santa Monica CA 90404	None	Public Charity	General Charitable Purposes	5,000
Israel Children's Centers 3275 W Hillsboro Blvd , #102 Deerfield Beach, FL 33442	None	Public Charity	General Charitable Purposes	10,000

STATEMENT 11
FORM 990 PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

Organization	Recipient Relationship	Organizational Status of Donee	Purpose of Grant	Amount
Jewish Family Service Of Los Angeles 3580 Wilshire Blvd #700 Los Angeles, CA 90010	None	Public Charity	General Charitable Purposes	1,000
Jewish Federation/UJF 6505 Wilshire Blvd Los Angeles, CA 90048	None	Public Charity	General Charitable Purposes	50,000
Jewish Federation/UJF 6505 Wilshire Blvd Los Angeles, CA 90048	None	Public Charity	General Charitable Purposes	50,000
Jewish World Watch 5535 Balboa Street #5551 Encino, CA 91316	None	Public Charity	General Charitable Purposes	2,500
Karen Brown Scleroderma Foundation P O Box 261671 Encino, CA 91426-1671	None	Public Charity	General Charitable Purposes	1 000
Los Angeles County Museum of Art 9505 Wilshire Blvd Los Angeles, CA 90036	None	Public Charity	General Charitable Purposes	100,000
Los Angeles County Museum of Art 9505 Wilshire Blvd Los Angeles CA 90038	None	Public Charity	General Charitable Purposes	1,000,000
Lung Cancer Foundation of America 15 South Franklin Street New Ulm MN 56073	None	Public Charity	General Charitable Purposes	1,000
Lung Cancer Foundation of America 15 South Franklin Street New Ulm, MN 56073	None	Public Charity	General Charitable Purposes	1,000
Mob Rule, Inc c/o Lee Costello 1235 North Havenhurst Dr Apt #10 Los Angeles CA 90046	None	Public Charity	General Charitable Purposes	500
Mr Holland's Opus Foundation 4370 Tujunga Ave #330 Studio City CA 91604	None	Public Charity	General Charitable Purposes	500
No Worries Now 13636 Ventura Blvd #215 Sherman Oaks, CA 91423	None	Public Charity	General Charitable Purposes	500
Pancreatic Cancer Action Network 1500 Rosecrans Ave , Ste 200 Manhattan Beach CA 90266	None	Public Charity	General Charitable Purposes	3,000
Parent Faculty Club of LCMS 5844 Larboard Lane Agoura Hills, CA 91301	None	Public Charity	General Charitable Purposes	2,000
Parent Faculty Club of LCMS 5844 Larboard Lane Agoura Hills, CA 91301	None	Public Charity	General Charitable Purposes	1,500
Phoenix House 11800 Eldridge Avenue Lake View Terrace, CA 91342-6506	None	Public Charity	General Charitable Purposes	25,000
Planned Parenthood Los Angeles 400 West 30th Street Los Angeles CA 90007	None	Public Charity	General Charitable Purposes	1 000

STATEMENT 11
FORM 990 PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

Organization	Recipient Relationship	Organizational Status of Donee	Purpose of Grant	Amount
Playing for Life P O Box 681332 Park City, UT 84068	None	Public Charity	General Charitable Purposes	1,000
Read Global PO Box 29286 San Francisco, CA 94129	None	Public Charity	General Charitable Purposes	200
Ride to Fly P O Box 4991 Palos Verde CA 90274	None	Public Charity	General Charitable Purposes	1 500
Sinai Temple Sinai Temple 10400 Wilshire Blvd Los Angeles, CA 90024	None	Public Charity	General Charitable Purposes	20,000 2,970
Students Run LA 6505 Zelah Ave Reseda CA 91335	None	Public Charity	General Charitable Purposes	10 000
The Buckley School The Buckley School 3900 Stansbury Avenue Sherman Oaks CA 91413-5949	None	Public Charity	General Charitable Purposes	2 000 400,000
The Heart Project 1140 North Citrus Ave Los Angeles CA 90038	None	Public Charity	General Charitable Purposes	5,000
The Suzuki-ORFF School of Music 1148 W Chicago Ave Chicago IL 60642	None	Public Charity	General Charitable Purposes	10,000
The UCLA Foundation 10833 Le Conte Avenue 12-138 Center for Health Services Box 951722 Los Angeles CA 90095-1722	None	Public Charity	General Charitable Purposes	100 000
Topanga Coalition For Emergency Preparedn P O Box 1708 Topanga, CA 90290	None	Public Charity	General Charitable Purposes	10,000
Tower Cancer Research Foundation 9090 Wilshire Blvd #350 Beverly Hills, CA 90211	None	Public Charity	General Charitable Purposes	7 500
UCLA Foundation 10920 Wilshire Blvd 11th Floor Los Angeles, CA 90024	None	Public Charity	General Charitable Purposes	25 000
UCLA Foundation 10920 Wilshire Blvd , 11th Floor Los Angeles CA 90024	None	Public Charity	General Charitable Purposes	200,000
UCLA Foundation 10920 Wilshire Blvd , 11th Floor Los Angeles CA 90024	None	Public Charity	General Charitable Purposes	200 000
UCLA Foundation 10920 Wilshire Blvd , 11th Floor Los Angeles, CA 90024	None	Public Charity	General Charitable Purposes	5,000

STATEMENT 11
FORM 990 PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

Organization	Recipient Relationship	Organizational Status of Donee	Purpose of Grant	Amount
UCLA Foundation/Law School of Law P O Box 7145 Pasadena, CA 91109-9903	None	Public Charity	General Charitable Purposes	200,000
United States Olympic Committee 1 Olympic Plaza Colorado Springs, CO 80909	None	Public Charity	General Charitable Purposes	50,000
Virginia Avenue Project 3000 Olympic Blvd Santa Monica, CA 90404	None	Public Charity	General Charitable Purposes	500
Virginia Waring International Piano Compe 73-710 Fred Waring Dr #201 Palm Desert, CA 92260	None	Public Charity	General Charitable Purposes	1,000
Washington University Campus Box 1210 One Brookings Drive St Louis MO 63130-4889	None	Public Charity	General Charitable Purposes	1,000
West L A Little League 2012 Stoner Ave #B Los Angeles, CA 90025	None	Public Charity	General Charitable Purposes	20,000
Wishire Boulevard Temple 3663 Wishire Blvd Los Angeles CA 90010	None	Public Charity	General Charitable Purposes	2,500
Wishire Boulevard Temple 3663 Wishire Blvd Los Angeles CA 90010	None	Public Charity	General Charitable Purposes	25,000
Wishire Boulevard Temple 3663 Wishire Blvd Los Angeles, CA 90010	None	Public Charity	General Charitable Purposes	6,900
Wishire Boulevard Temple 3663 Wishire Blvd Los Angeles CA 90010	None	Public Charity	General Charitable Purposes	7,000
Wishire Boulevard Temple 3663 Wishire Blvd Los Angeles, CA 90010	None	Public Charity	General Charitable Purposes	25,000
				3,968,670