Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

Name of foundation: ROTONDA FOUNDATION

A Employer identification number: 36-3866527

Number and street (or P O box number if mail is not delivered to street address): 191 N. WACKER DRIVE — Room/suite: 1500

B Telephone number: 312-621-0590

City or town, state, and ZIP code: CHICAGO, IL 60606-1899

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 11,823,327.

J Accounting method: ☐ Cash [X] Accrual ☐ 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 ☐

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))

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	754.	754.		STATEMENT 2
	4 Dividends and interest from securities	263,218.	263,218.		STATEMENT 3
	5a Gross rents	<20,174.>	<20,174.>		STATEMENT 4
	b Net rental income or (loss) <20,174.>				
	6a Net gain or (loss) from sale of assets not on line 10	629,877.			STATEMENT 1
	b Gross sales price for all assets on line 6a 717,796.				
	7 Capital gain net income (from Part IV, line 2)		578,403.		
	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	181,386.	183,976.		STATEMENT 5
	12 **Total.** Add lines 1 through 11	1,055,061.	1,006,177.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 6	786.	786.		0.
	b Accounting fees STMT 7	142,580.	107,790.		34,790.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 8	10,484.	31,142.		15.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 9	328,690.	328,011.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	482,540.	467,729.		34,805.
	25 Contributions, gifts, grants paid	429,968.			1,974,968.
	26 **Total expenses and disbursements.** Add lines 24 and 25	912,508.	467,729.		2,009,773.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	142,553.			
	b **Net investment income** (if negative, enter -0-)		538,448.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED NOV 19 2012 OGDEN, UT IRS-OSC

ENVELOPE POSTMARK DATE NOV 15 2012

SCANNED NOV 26 2012

123501 12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions.**

Form **990-PF** (2011)

13NK

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			
	2 Savings and temporary cash investments	299,384.	153,223.	153,223.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	607,080.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	230,740.	230,740.	0.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	15,335,657.	14,724,560.	11,669,341.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	1,171.	763.	763.
	16 Total assets (to be completed by all filers)	16,474,032.	15,109,286.	11,823,327.
Liabilities	17 Accounts payable and accrued expenses	3,619.	41,321.	
	18 Grants payable	3,570,000.	2,025,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	13,500.	13,500.	
	23 Total liabilities (add lines 17 through 22)	3,587,119.	2,079,821.	
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			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	10,000.	10,000.	
	29 Retained earnings, accumulated income, endowment, or other funds	12,876,913.	13,019,465.	
	30 Total net assets or fund balances	12,886,913.	13,029,465.	
	31 Total liabilities and net assets/fund balances	16,474,032.	15,109,286.	

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	12,886,913.
2	Enter amount from Part I, line 27a	2	142,553.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13,029,466.
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	13,029,466.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	717,796.		139,393.	578,403.

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				
b				
c				
d				
e				578,403.

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 } 2 578,403.

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))
2010	1,594,911.	15,658,921.	.101853
2009	2,569,735.	14,706,405.	.174736
2008	2,463,962.	21,551,294.	.114330
2007	2,845,976.	24,112,255.	.118030
2006	1,725,405.	20,624,749.	.083657

2	**Total** of line 1, column (d)	2	.592606
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	.118521
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	14,329,612.
5	Multiply line 4 by line 3	5	1,698,360.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,384.
7	Add lines 5 and 6	7	1,703,744.
8	Enter qualifying distributions from Part XII, line 4	8	2,009,773.

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 ▶ [X] and enter 1% of Part I, line 27b		1	5,384.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	5,384.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	5,384.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 12,500.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 7,500.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	20,000.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	14,616.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 14,616. **Refunded** ▶		11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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?	2		X
	If "Yes," attach a detailed description of the activities.			
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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T.			
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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
	If "Yes," complete Part II, col (c), and Part XV			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 ▶ WILLIAM HARRIS INVESTORS, INC. Telephone no. ▶ 312-621-0590
Located at ▶ 191 NORTH WACKER DRIVE, SUITE 1500, CHICAGO, IL ZIP+4 ▶ 60606-1899

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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
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 instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 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.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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** No: 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 STATEMENT 14		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	1,041,480.
b	Average of monthly cash balances		1b	1,041,076.
c	Fair market value of all other assets		1c	12,465,273.
d	**Total** (add lines 1a, b, and c)		1d	14,547,829.
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	14,547,829.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	218,217.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	14,329,612.
6	**Minimum investment return.** Enter 5% of line 5		6	716,481.

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	716,481.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 5,384.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b 5,895.		
c	Add lines 2a and 2b		2c	11,279.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	705,202.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	705,202.
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	705,202.

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	2,009,773.
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	
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	2,009,773.
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	5,384.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,004,389.

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				705,202.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007 1,002,902.				
c From 2008 2,469,054.				
d From 2009 2,569,735.				
e From 2010 1,594,911.				
f **Total** of lines 3a through e	7,636,602.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,009,773.				
a Applied to 2010, 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)	0.			
d Applied to 2011 distributable amount				705,202.
e Remaining amount distributed out of corpus	1,304,571.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,941,173.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	8,941,173.			
10 Analysis of line 9:				
a Excess from 2007 1,002,902.				
b Excess from 2008 2,469,054.				
c Excess from 2009 2,569,735.				
d Excess from 2010 1,594,911.				
e Excess from 2011 1,304,571.				

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 foundation 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).)

ROXANNE H. FRANK

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 ▶ [X] 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 ATTACHMENT	N/A	PUBLIC	INSTITUTIONAL SUPPORT	1,974,968.
Total			▶ 3a	1,974,968.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	754.	
4 Dividends and interest from securities			14	263,218.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	<20,174.>	
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	<2,719.>	14	184,105.	
8 Gain or (loss) from sales of assets other than inventory	523000	51,474.	18	578,403.	
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)		48,755.		1,006,306.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,055,061.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/14/12 Title: VICE PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Laura J. Gillespie	Laura J Gillespie	11/13/12		P00855604

Firm's name ▶ DELOITE TAX LLP Firm's EIN ▶ 86-1065772

Firm's address ▶ 111 S WACKER DRIVE CHICAGO, IL 60606-4301 Phone no. 312-486-1000

Form **990-PF** (2011)

123622
12-02-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SHORT-TERM CAPITAL LOSS FROM PANACEA FUND, LLC K-	P	VARIOUS	VARIOUS
b	SHORT-TERM CAPITAL GAIN FROM WHI GROWTH FUND, LP	P	VARIOUS	VARIOUS
c	SHORT-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUN	P	VARIOUS	VARIOUS
d	SHORT-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUN	P	VARIOUS	VARIOUS
e	SHORT-TERM CAPITAL GAIN FROM WHI NFP FUND, LLC K-	P	VARIOUS	VARIOUS
f	SHORT-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY F	P	VARIOUS	VARIOUS
g	SHORT-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY F	P	VARIOUS	VARIOUS
h	SHORT-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY F	P	VARIOUS	VARIOUS
i	SHORT-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY F	P	VARIOUS	VARIOUS
j	SHORT-TERM CAPITAL GAIN FROM WHI R.E. PARTNERS FU	P	VARIOUS	VARIOUS
k	SHORT-TERM CAPITAL LOSS FROM WHI REALTY FUND III	P	VARIOUS	VARIOUS
l	SHORT-TERM CAPITAL LOSS FROM WHI REALTY FUND K-1	P	VARIOUS	VARIOUS
m	SHORT-TERM CAPITAL GAIN FROM WHI TECHNOLOGY FUND,	P	VARIOUS	VARIOUS
n	LONG-TERM CAPITAL GAIN FROM HARRIS VENTURE FUND,	P	VARIOUS	VARIOUS
o	LONG-TERM CAPITAL GAIN FROM PANACEA FUND, LLC K-1	P	VARIOUS	VARIOUS

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			1,097.	<1,097.>
b	10,621.			10,621.
c	63.			63.
d	289.			289.
e	14,202.			14,202.
f			10,757.	<10,757.>
g	432.			432.
h	14,942.			14,942.
i			2,056.	<2,056.>
j	23.			23.
k			1,946.	<1,946.>
l			32,423.	<32,423.>
m			17,552.	<17,552.>
n	2,425.			2,425.
o	32,581.			32,581.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				<1,097.>
b				10,621.
c				63.
d				289.
e				14,202.
f				<10,757.>
g				432.
h				14,942.
i				<2,056.>
j				23.
k				<1,946.>
l				<32,423.>
m				<17,552.>
n				2,425.
o				32,581.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	LONG-TERM CAPITAL GAIN FROM WHI GROWTH FUND, LP K	P	VARIOUS	VARIOUS
b	LONG-TERM CAPITAL LOSS FROM WHI FIXED INCOME FUND	P	VARIOUS	VARIOUS
c	LONG-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUND	P	VARIOUS	VARIOUS
d	LONG-TERM CAPITAL LOSS FROM WHI FIXED INCOME FUND	P	VARIOUS	VARIOUS
e	LONG-TERM CAPITAL LOSS FROM WHI NFP FUND, LLC K-1	P	VARIOUS	VARIOUS
f	LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY FU	P	VARIOUS	VARIOUS
g	LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY FU	P	VARIOUS	VARIOUS
h	LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY FU	P	VARIOUS	VARIOUS
i	LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY FU	P	VARIOUS	VARIOUS
j	LONG-TERM CAPITAL GAIN FROM WHI REALTY FUND II, L	P	VARIOUS	VARIOUS
k	LONG-TERM CAPITAL GAIN FROM WHI REALTY FUND LLC K	P	VARIOUS	VARIOUS
l	LONG-TERM CAPITAL GAIN FROM WHI TECHNOLOGY FUND,	P	VARIOUS	VARIOUS
m	LONG-TERM CAPITAL LOSS FROM JDI MONTCLAIR LLC K-1	P	VARIOUS	VARIOUS
n	LONG-TERM CAPITAL GAIN FROM WHI MORULA FUND II, L	P	VARIOUS	VARIOUS
o	LONG-TERM CAPITAL LOSS FROM R.E. PARTNERS I-F, LP	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	292,087.			292,087.
b	11,651.			11,651.
c	5,072.			5,072.
d			4,812.	<4,812.>
e			6,852.	<6,852.>
f	48,872.			48,872.
g	19,419.			19,419.
h	23,777.			23,777.
i	39,584.			39,584.
j	145.			145.
k	54,100.			54,100.
l	71,924.			71,924.
m			1,568.	<1,568.>
n	1,654.			1,654.
o			103.	<103.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				292,087.
b				11,651.
c				5,072.
d				<4,812.>
e				<6,852.>
f				48,872.
g				19,419.
h				23,777.
i				39,584.
j				145.
k				54,100.
l				71,924.
m				<1,568.>
n				1,654.
o				<103.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	LONG-TERM CAPITAL LOSS FROM WHI REALTY FUND III,	P	VARIOUS	VARIOUS
b	LONG-TERM CAPITAL GAIN FROM WHI VENTURES FUND I,	P	VARIOUS	VARIOUS
c	SECTION 1256 GAIN FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
d	SECTION 1256 GAIN FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
e	SECTION 1231 LOSS FROM WHI NFP FUND, LLC K-1	P	VARIOUS	VARIOUS
f	SECTION 1231 LOSS FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
g	SECTION 1231 LOSS FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
h	SECTION 1231 LOSS FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
i	SECTION 1231 LOSS FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
j	SECTION 1231 GAIN FROM WHI REALTY FUND II K-1	P	VARIOUS	VARIOUS
k	SECTION 1231 GAIN FROM WHI REALTY FUND, LLC K-1	P	VARIOUS	VARIOUS
l	SECTION 1231 GAIN FROM WHI VENTURES FUND I, LLC K	P	VARIOUS	VARIOUS
m	UBI CAPITAL LOSS FROM WHI FIXED INCOME FUND II, L	P	VARIOUS	VARIOUS
n	UBI CAPITAL GAIN FROM WHI FIXED INCOME FUND III,	P	VARIOUS	VARIOUS
o	UBI CAPITAL GAIN FROM WHI FIXED INCOME FUND III,	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			294.	<294.>
b	44.			44.
c	465.			465.
d	1.			1.
e			217.	<217.>
f			221.	<221.>
g			53.	<53.>
h			91.	<91.>
i			14.	<14.>
j	14,775.			14,775.
k	29,766.			29,766.
l			7.	<7.>
m	4,785.		4,785.	0.
n	112.		112.	0.
o	690.		690.	0.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<294.>
b				44.
c				465.
d				1.
e				<217.>
f				<221.>
g				<53.>
h				<91.>
i				<14.>
j				14,775.
k				29,766.
l				<7.>
m				0.
n				0.
o				0.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	UBI CAPITAL GAIN FROM WHI FIXED INCOME FUND K-1	P	VARIOUS	VARIOUS
b	UBI CAPITAL GAIN FROM WHI NFP FUND, LLC K-1	P	VARIOUS	VARIOUS
c	UBI CAPITAL GAIN FROM WHI NFP FUND, LLC K-1	P	VARIOUS	VARIOUS
d	UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
e	UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
f	UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
g	UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
h	UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
i	UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
j	UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
k	UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
l	UBI CAPITAL LOSS FROM WHI REALTY FUND III, LLC K-	P	VARIOUS	VARIOUS
m	UBI CAPITAL LOSS FROM WHI REALTY FUND III, LLC K-	P	VARIOUS	VARIOUS
n	UBI CAPITAL GAIN FROM WHI REALTY FUND, LLC K-1	P	VARIOUS	VARIOUS
o	UBI 1231 CAPITAL GAIN FROM WHI REALTY FUND II, LL	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	1,321.		1,321.	0.
b	636.		636.	0.
c	3,233.		3,233.	0.
d	1,812.		1,812.	0.
e	5,211.		5,211.	0.
f				0.
g				0.
h				0.
i				0.
j				0.
k	1,337.		1,337.	0.
l				0.
m				0.
n	1,293.		1,293.	0.
o	14,863.		14,863.	0.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				0.
b				0.
c				0.
d				0.
e				0.
f				0.
g				0.
h				0.
i				0.
j				0.
k				0.
l				0.
m				0.
n				0.
o				0.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	UBI 1231 CAPITAL GAIN FROM WHI REALTY FUND, LLC K	P	VARIOUS	VARIOUS
b	UBI RECLASS	P	VARIOUS	VARIOUS
c	SANFORD BERNSTEIN CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
d	LONG TERM GAIN - BERNSTEIN	P	VARIOUS	VARIOUS
e	SHORT TERM LOSS - BERNSTEIN	P	VARIOUS	VARIOUS
f	LONG TERM GAIN - WHI REAL ESTATE PARTNERS I-F, L.	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	23,795.		23,795.	0.
b	<51,474.>			<51,474.>
c	18,925.			18,925.
d	2,155.			2,155.
e			242.	<242.>
f	188.			188.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				0.
b				<51,474.>
c				18,925.
d				2,155.
e				<242.>
f				188.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	578,403.
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

123591
05-01-11

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL LOSS FROM PANACEA FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	1,097.	0.	<1,097.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM WHI GROWTH FUND, LP K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,621.	0.	0.	0.	10,621.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUND II, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
63.	0.	0.	0.	63.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUND III, LP K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
289.	0.	0.	0.	289.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM WHI NFP FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,202.	0.	0.	0.	14,202.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY FUND II K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	10,757.	0.	<10,757.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY FUND III K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
432.	0.	0.	0.	432.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY FUND IV K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,942.	0.	0.	0.	14,942.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY FUND K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	2,056.	0.	<2,056.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM WHI R.E. PARTNERS FUND I-F K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23.	0.	0.	0.	23.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL LOSS FROM WHI REALTY FUND III K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	1,946.	0.	<1,946.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL LOSS FROM WHI REALTY FUND K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	32,423.	0.	<32,423.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM WHI TECHNOLOGY FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	17,552.	0.	<17,552.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM HARRIS VENTURE FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,425.	0.	0.	0.	2,425.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM PANACEA FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
32,581.	0.	0.	0.	32,581.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI GROWTH FUND, LP K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
292,087.	0.	0.	0.	292,087.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL LOSS FROM WHI FIXED INCOME FUND II, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,651.	0.	0.	0.	11,651.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUND III, LP K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,072.	0.	0.	0.	5,072.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL LOSS FROM WHI FIXED INCOME FUND K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	4,812.	0.	<4,812.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL LOSS FROM WHI NFP FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	6,852.	0.	<6,852.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY FUND II K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48,872.	0.	0.	0.	48,872.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY FUND III K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,419.	0.	0.	0.	19,419.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY FUND IV K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,777.	0.	0.	0.	23,777.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY FUND K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
39,584.	0.	0.	0.	39,584.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI REALTY FUND II, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
145.	0.	0.	0.	145.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI REALTY FUND LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54,100.	0.	0.	0.	54,100.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI TECHNOLOGY FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
71,924.	0.	0.	0.	71,924.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL LOSS FROM JDI MONTCLAIR LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	1,568.	0.	<1,568.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI MORULA FUND II, LP K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,654.	0.	0.	0.	1,654.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL LOSS FROM R.E. PARTNERS I-F, LP K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	103.	0.	<103.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL LOSS FROM WHI REALTY FUND III, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	294.	0.	<294.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI VENTURES FUND I, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
44.	0.	0.	0.	44.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256 GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND II K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
465.	0.	0.	0.	465.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256 GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1.	0.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 LOSS FROM WHI NFP FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	217.	0.	<217.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND II K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	221.	0.	<221.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND III K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	53.	0.	<53.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND IV K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	91.	0.	<91.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	14.	0.	<14.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 GAIN FROM WHI REALTY FUND II K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,775.	0.	0.	0.	14,775.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 GAIN FROM WHI REALTY FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,766.	0.	0.	0.	29,766.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 GAIN FROM WHI VENTURES FUND I, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	7.	0.	<7.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL LOSS FROM WHI FIXED INCOME FUND II, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,785.	0.	0.	0.	4,785.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL GAIN FROM WHI FIXED INCOME FUND III, LP K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
112.	0.	0.	0.	112.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL GAIN FROM WHI FIXED INCOME FUND III, LP K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
690.	0.	0.	0.	690.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL GAIN FROM WHI FIXED INCOME FUND K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,321.	0.	0.	0.	1,321.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL GAIN FROM WHI NFP FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
636.	0.	0.	0.	636.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL GAIN FROM WHI NFP FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,233.	0.	0.	0.	3,233.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND II K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,812.	0.	0.	0.	1,812.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND II K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,211.	0.	0.	0.	5,211.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND III K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	2.	0.	<2.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND III K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	35.	0.	<35.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND IV K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	4,615.	0.	<4,615.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND IV K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	997.	0.	<997.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	23.	0.	<23.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,337.	0.	0.	0.	1,337.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL LOSS FROM WHI REALTY FUND III, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	1,888.	0.	<1,888.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL LOSS FROM WHI REALTY FUND III, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	54.	0.	<54.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL GAIN FROM WHI REALTY FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,293.	0.	0.	0.	1,293.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI 1231 CAPITAL GAIN FROM WHI REALTY FUND II, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,863.	0.	0.	0.	14,863.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI 1231 CAPITAL GAIN FROM WHI REALTY FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,795.	0.	0.	0.	23,795.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI RECLASS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<51,474.>	0.	0.	0.	<51,474.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SANFORD BERNSTEIN CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,925.	0.	0.	0.	18,925.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG TERM GAIN - BERNSTEIN	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,155.	0.	0.	0.	2,155.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT TERM LOSS - BERNSTEIN	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	242.	0.	<242.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG TERM GAIN - WHI REAL ESTATE PARTNERS I-F, L.P. K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
188.	0.	0.	0.	188.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	629,877.

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

SOURCE	AMOUNT
INTEREST FROM IRS TREASURY	741.
WHI AGENCY INTEREST	13.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	754.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME FROM HARRIS VENTURE FUND K-1	101.	0.	101.
DIVIDEND INCOME FROM WHI FIXED INCOME FUND II K-1	742.	0.	742.
DIVIDEND INCOME FROM WHI FIXED INCOME FUND III K-1	2,413.	0.	2,413.
DIVIDEND INCOME FROM WHI FIXED INCOME FUND K-1	2.	0.	2.
DIVIDEND INCOME FROM WHI GROWTH FUND K-1	23,472.	0.	23,472.
DIVIDEND INCOME FROM WHI NFP FUND K-1	24,322.	0.	24,322.
DIVIDEND INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND II K-1	2,554.	0.	2,554.
DIVIDEND INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III K-1	1,628.	0.	1,628.
DIVIDEND INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV K-1	2,347.	0.	2,347.
DIVIDEND INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND K-1	8,377.	0.	8,377.
DIVIDEND INCOME FROM WHI REALTY FUND II K-1	10,296.	0.	10,296.
DIVIDEND INCOME FROM WHI REALTY FUND K-1	6,396.	0.	6,396.
DIVIDEND INCOME FROM WHI TECHNOLOGY FUND K-1	1,895.	0.	1,895.
DIVIDENS INCOME FROM WHI REALTY FUND III K-1	688.	0.	688.
INTEREST FROM U.S. OBLIGATIONS FROM WHI FIXED INCOME FUND III K-1	213.	0.	213.
INTEREST FROM U.S. OBLIGATIONS FROM WHI PRIVATE EQUITY FUND K-1	1.	0.	1.
INTEREST FROM WHI FIXED INCOME FUND II K-1	37,817.	0.	37,817.
INTEREST FROM WHI FIXED INCOME FUND III K-1	12,563.	0.	12,563.
INTEREST FROM WHI FIXED INCOME FUND K-1	3,445.	0.	3,445.
INTEREST FROM WHI JDI MONTCLAIR K-1	10.	0.	10.
INTEREST FROM WHI MORULA FUND K-1	5.	0.	5.
INTEREST FROM WHI NFP FUND K-1	14,927.	0.	14,927.
INTEREST FROM WHI PRIVATE EQUITY MANAGERS FUND II K-1	10,715.	0.	10,715.

INTEREST FROM WHI PRIVATE EQUITY MANAGERS FUND III K-1	863.	0.	863.
INTEREST FROM WHI PRIVATE EQUITY MANAGERS FUND IV K-1	30,541.	0.	30,541.
INTEREST FROM WHI PRIVATE EQUITY MANAGERS FUND K-1	6,108.	0.	6,108.
INTEREST FROM WHI REAL ESTATE PARTNERS I-F K-1	4,614.	0.	4,614.
INTEREST FROM WHI REALTY FUND II K-1	9,409.	0.	9,409.
INTEREST FROM WHI REALTY FUND III K-1	2,573.	0.	2,573.
INTEREST FROM WHI REALTY FUND K-1	2,036.	0.	2,036.
INTEREST FROM WHI VENTURE FUND I K-1	1.	0.	1.
SANFORD BERNSTEIN DIVIDENDS	39,817.	0.	39,817.
SECTION 988 INCOME FROM WHI FIXED INCOME FUND K-1	326.	0.	326.
SECTION 988 INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND II K-1	213.	0.	213.
SECTION 988 INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III K-1	3.	0.	3.
SECTION 988 INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV K-1	1,144.	0.	1,144.
SECTION 988 INCOME FROM WHI REALTY FUND K-1	641.	0.	641.
TOTAL TO FM 990-PF, PART I, LN 4	263,218.	0.	263,218.

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME FROM WHI NFP FUND, LLC K-1	1	<238.>
RENTAL INCOME FROM WHI PRIVATE EQUITY FUND IV K-1	2	<763.>
RENTAL INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	3	51.
RENTAL INCOME FROM WHI REALTY FUND, LP K-1	4	<2,310.>
RENTAL INCOME FROM WHI REALTY FUND II, LP K-1	5	<4,798.>
OTHER RENTAL INCOME FROM WHI REALTY FUND, LP K-1	6	<21.>
OTHER RENTAL INCOME FROM WHI NFP FUND LLC, K-1	7	269.
OTHER RENTAL INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV LLC, K-1	9	<9,795.>
OTHER RENTAL INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND LLC, K-1	10	<727.>

OTHER RENTAL INCOME FROM WHI REALTY FUND II, LP K-1	13	19.
RENTAL INCOME FROM WHI REALTY FUND III, LP K-1	14	<1,772.>
RENTAL INCOME FROM WHI FIXED INCOME FUND III, LP K-1	15	6.
RENTAL INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III, LP K-1	16	<19.>
RENTAL INCOME FROM WHI REAL ESTATE PARTNERS I-F, LP K-1	17	<76.>
TOTAL TO FORM 990-PF, PART I, LINE 5A		<20,174.>

FORM 990-PF — OTHER INCOME — STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY LOSS FROM WHI R.E. PARTNERS I-F, LP K-1	<219.>	<219.>	
ORDINARY LOSS FROM WHI FIXED INCOME FUND II, LLC K-1	<13.>	<13.>	
ORDINARY INCOME FROM WHI FIXED INCOME FUND III, LP K-1	3,449.	3,449.	
ORDINARY LOSS FROM WHI MORULA FUND, LP K-1	27.	27.	
ORDINARY LOSS FROM WHI NFP FUND, LLC K-1	<900.>	<900.>	
ORDINARY LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND II, LP K-1	<9,306.>	<9,306.>	
ORDINARY LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND III, LP K-1	<3,100.>	<3,100.>	
ORDINARY LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND IV, LP K-1	4,539.	4,539.	
ORDINARY LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND K-1	<222.>	<222.>	
ORDINARY LOSS FROM WHI REALTY FUND III, LP K-1	<274.>	<274.>	
ORDINARY INCOME FROM WHI REALTY FUND II, LP K-1	2,566.	2,566.	
ORDINARY LOSS FROM WHI REALTY FUND, LLC K-1	<14,154.>	<14,154.>	
ORDINARY LOSS FROM WHI VENTURE FUND, I K-1	<685.>	<685.>	
OTHER PORTFOLIO INCOME FROM WHI GROWTH FUND, LP K-1	1,110.	1,110.	
OTHER PORTFOLIO INCOME FROM FIXED INCOME FUND II, LLC K-1	733.	733.	
OTHER PORTFOLIO INCOME FROM FIXED INCOME FUND III, LP K-1	241.	241.	
OTHER PORTFOLIO INCOME FROM WHI NFP FUND, LLC K-1	143,042.	143,042.	

OTHER PORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND II K-1	1,134.	1,134.
OTHER PORTFOLIO LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND III K-1	<34.>	<34.>
OTHER PORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV K-1	2,770.	2,770.
OTHER PORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND K-1	919.	919.
OTHER PORTFOLIO INCOME FROM WHI REALTY FUND II, LLC K-1	7,384.	7,384.
OTHER PORTFOLIO LOSS FROM WHI REALTY FUND III, LLC K-1	<12.>	<12.>
OTHER PORTFOLIO INCOME FROM WHI REALTY FUND, LLC K-1	3,887.	3,887.
OTHER INCOME FROM WHI FIXED INCOME FUND II, LLC K-1	442.	442.
OTHER LOSS FROM WHI NFP FUND, LLC K-1	24,811.	24,811.
OTHER INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV K-1	2,023.	2,023.
OTHER INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND K-1	13.	13.
OTHER LOSS FROM WHI REALTY FUND III, LP K-1	<1,400.>	<1,400.>
OTHER INCOME FROM WHI REALTY FUND, LLC K-1	12,430.	12,430.
ORDINARY UBI FROM WHI FIXED INCOME FUND II, LLC K-1	<6,580.>	0.
ORDINARY UBI FROM WHI FIXED INCOME FUND III, LP K-1	124.	0.
ORDINARY UBI FROM WHI NFP FUND, LLC K-1	<3,831.>	0.
ORDINARY UBI FROM WHI PRIVATE EQUITY MANAGERS FUND II, LP K-1	<7,683.>	0.
ORDINARY UBI FROM WHI PRIVATE EQUITY MANAGERS FUND III, LP K-1	<3,058.>	0.
ORDINARY UBI FROM WHI PRIVATE EQUITY MANAGERS FUND IV, LP K-1	4,273.	0.
ORDINARY UBI FROM WHI PRIVATE EQUITY MANAGERS FUND K-1	3,985.	0.
ORDINARY UBI FROM WHI REALTY FUND II, LP K-1	4,091.	0.
ORDINARY UBI FROM WHI REALTY FUND III, LP K-1	<393.>	0.
ORDINARY UBI FROM WHI REALTY FUND, LLC K-1	6,628.	0.
ORDINARY UBI FROM WHI R.E. PARTNERS I-F, LP K-1	<275.>	0.
UBI RECLASS	2,719.	2,719.
ROYALTY INCOME FROM WHI NFP FUND LLC K-1	5.	5.
ROYALTY INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV, LP K-1	15.	15.

ROYALTY INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND K-1	5.	5.	
GUARANTEED PAYMENTS FROM WHI REALTY FUND, LLC K-1	31.	31.	
NONTAXABLE INCOME	129.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	181,386.	183,976.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	786.	786.		0.
TO FM 990-PF, PG 1, LN 16A	786.	786.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ADVISORY FEES	142,580.	107,790.		34,790.
TO FORM 990-PF, PG 1, LN 16B	142,580.	107,790.		34,790.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAYMENTS	<11,476.>	0.		0.
FOREIGN TAXES FROM WHI GROWTH FUND, LP K-1	94.	94.		0.
FOREIGN TAXES FROM WHI FIXED INCOME FUND II, LLC K-1	201.	201.		0.
FOREIGN TAXES FROM WHI FIXED INCOME FUND III, LP K-1	124.	124.		0.
FOREIGN TAXES FROM WHI NFP FUND, LLC K-1	1,195.	1,195.		0.

FOREIGN TAXES FROM WHI PRIVATE EQUITY MANAGERS FUND II K-1	44.	44.		0.
FOREIGN TAXES FROM WHI PRIVATE EQUITY MANAGERS FUND III K-1	<37.>	<37.>		0.
FOREIGN TAXES FROM WHI PRIVATE EQUITY MANAGERS FUND IV K-1	101.	101.		0.
FOREIGN TAXES FROM WHI PRIVATE EQUITY MANAGERS FUND K-1	173.	173.		0.
FOREIGN TAXES FROM WHI REALTY FUND III, LLC K-1	9.	9.		0.
FOREIGN TAXES FROM WHI REALTY FUND, LLC K-1	14,753.	14,753.		0.
FOREIGN TAXES FROM WHI TECHNOLOGY FUND, LLC K-1	24.	24.		0.
TAXES PAID ON BEHALF BY WHI FIXED INCOME FUND III, LP K-1	1.	1.		0.
TAXES PAID ON BEHALF BY WHI PRIVATE EQUITY FUND III K-1	4.	4.		0.
TAXES PAID ON BEHALF BY WHI PRIVATE EQUITY FUND IV, LP K-1	73.	73.		0.
TAXES PAID ON BEHALF BY WHI PRIVATE EQUITY FUND, LLC K-1	20.	20.		0.
TAXES PAID ON BEHALF BY WHI REALTY FUND II, LP K-1	67.	67.		0.
TAXES PAID ON BEHALF BY WHI REALTY FUND III, LP K-1	115.	115.		0.
TAXES PAID ON BEHALF BY WHI REALTY FUND, LLC K-1	14,181.	14,181.		0.
STATE TAXES PAID	<9,182.>	0.		15.
TO FORM 990-PF, PG 1, LN 18	10,484.	31,142.		15.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM HARRIS VENTURE PARTNERS LLC K-1	711.	711.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM PANACEA FUND, LLC K-1	1,565.	1,565.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI GROWTH FUND K-1	39,669.	39,669.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI FIXED INCOME FUND II K-1	18,557.	18,557.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI FIXED INCOME FUND III K-1	8,003.	8,003.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI FIXED INCOME FUND, LLC K-1	1,968.	1,968.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FORM WHI MORULA FUND II K-1	11,278.	11,278.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FORM WHI NFP FUND, LLC K-1	52,166.	52,166.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI PRIVATE EQUITY FUND II K-1	16,888.	16,888.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI PRIVATE EQUITY FUND III K-1	5,024.	5,024.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI PRIVATE EQUITY FUND IV K-1	26,630.	26,630.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI PRIVATE EQUITY K-1	23,823.	23,823.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI R.E. PARTNERS LP K-1	389.	389.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI REALTY FUND III, LP K-1	12,709.	12,709.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI REALTY FUND II, LP K-1	1,784.	1,784.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI REALTY FUND, LLC K-1	13,423.	13,423.		0.

DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI TECHNOLOGY FUND, LLC K-1	7,751.	7,751.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI VENTURE FUND I K-1	230.	230.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM JDI MONTCLAIR LLC K-1	26,942.	26,942.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI FIXED INCOME FUND II, LP K-1	5.	5.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI NFP FUND, LLC K-1	161.	161.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI PRIVATE EQUITY FUND IV K-1	38.	38.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI PRIVATE EQUITY FUND K-1	389.	389.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI REALTY FUND II, LLC K-1	71.	71.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI R.E. PARTNERS I-F, LP K-1	36.	36.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI REALTY FUND, LLC K-1	749.	749.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI REALTY FUND III, LLC K-1	857.	857.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI MORULA FUND II, LP K-1	4.	4.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI GROWTH INC FUND K-1	778.	778.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI FIXED INC II K-1	6,665.	6,665.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI FIXED INC III K-1	3,091.	3,091.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI MORULA FUND II, LP K-1	136.	136.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI NFP FUND, LLC K-1	4,889.	4,889.	0.
INTEREST EXPENSE ON INVT DEBTS - SCH A FROM WHI PRIVATE EQUITY FUND II K-1	158.	158.	0.

INTEREST EXPENSE ON INVT DEBTS - SCH A FROM WHI PRIVATE EQUITY FUND III K-1	261.	261.	0.
INTEREST EXPENSE ON INVT DEBTS - SCH A FROM WHI PRIVATE EQUITY FUND IV K-1	2,807.	2,807.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI PRIVATE EQUITY FUND K-1	3,453.	3,453.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI R.E. PARTNERS K-1	7.	7.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI REALTY FUND III K-1	789.	789.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI REALTY FUND II K-1	240.	240.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI REALTY FUND LLC K-1	682.	682.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI TECHNOLOGY K-1	57.	57.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE E FROM WHI FIXED INC FUND III K-1	910.	910.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE E FROM WHI PRIVATE K-1	52.	52.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE E FROM WHI NPF FUND K-1	1,669.	1,669.	0.
SECTION 988 LOSS FROM WHI FIXED INCOME FUND II, LLC K-1	694.	694.	0.
SECTION 988 LOSS FROM WHI FIXED INCOME FUND III, LP K-1	187.	187.	0.
SECTION 988 LOSS FROM WHI PRIVATE EQUITY FUND II K-1	2.	2.	0.
SECTION 988 LOSS FROM WHI PRIVATE EQUITY FUND III K-1	88.	88.	0.
SECTION 988 LOSS FROM WHI PRIVATE EQUITY FUND K-1	3,732.	3,732.	0.
SECTION 988 LOSS FROM WHI REALTY FUND III K-1	453.	453.	0.
SECTION 988 LOSS FROM WHI REALTY FUND K-1	62.	62.	0.
SECTION 988 LOSS FROM WHI NFP FUND, LLC K-1	10,659.	10,659.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI FIXED INCOME FUND III K-1	1.	1.	0.

CHARITABLE CONTRIBUTION EXPENSE FROM WHI PRIVATE EQUITY FUND III K-1	2.	2.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI PRIVATE EQUITY FUND IV K-1	2.	2.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI PRIVATE EQUITY FUND K-1	7.	7.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI R.E. PARTNERS K-1	2.	2.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI REALTY FUND II, LP K-1	8.	8.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI REALTY FUND III, LP K-1	5.	5.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI REALTY FUND, LLC K-1	4.	4.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI NFP FUND, LLC K-1	1.	1.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI PRIVATE EQUITY FUND II K-1	12.	12.	0.
SECTION 179 EXPENSE DEDUCTION FROM WHI PRIVATE EQUITY FUND K-1	23.	23.	0.
SECTION 59(E)(2) EXPENDITURES FROM WHI PRIVATE EQUITY FUND II K-1	222.	222.	0.
SECTION 59(E)(2) EXPENDITURES FROM WHI PRIVATE EQUITY FUND III K-1	77.	77.	0.
SECTION 59(E)(2) EXPENDITURES FROM WHI PRIVATE EQUITY FUND IV K-1	86.	86.	0.
SECTION 59(E)(2) EXPENDITURES FROM WHI PRIVATE EQUITY FUND K-1	622.	622.	0.
NONDEDUCTIBLE EXPENSES FROM WHI FIXED INCOME FUND III, LP K-1	3.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI MORULA II, LP K-1	8.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI NFP FUND, LLC K-1	21.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI PRIVATE EQUITY FUND II K-1	21.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI PRIVATE EQUITY FUND III K-1	59.	0.	0.

NONDEDUCTIBLE EXPENSES FROM WHI PRIVATE EQUITY FUND IV K-1	42.	0.		0.
NONDEDUCTIBLE EXPENSES FROM WHI PRIVATE EQUITY FUND K-1	232.	0.		0.
NONDEDUCTIBLE EXPENSES FROM WHI REALTY FUND III, LP K-1	1.	0.		0.
NONDEDUCTIBLE EXPENSES FROM WHI REALTY FUND II, LP K-1	197.	0.		0.
NONDEDUCTIBLE EXPENSES FROM WHI REALTY FUND, LLC K-1	9.	0.		0.
NONDEDUCTIBLE EXPENSES FROM WHI R.E. PARTNERS I-F K-1	2.	0.		0.
NONDEDUCTIBLE EXPENSES FROM WHI VENTURES FUND I K-1	84.	0.		0.
FILING FEES	36.	36.		0.
INVESTMENT ADVISORY FEES	12,560.	12,560.		0.
TO FORM 990-PF, PG 1, LN 23	328,690.	328,011.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	230,740.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	230,740.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SANFORD BERNSTEIN	FMV	915,798.	979,601.
PRIVATE EQUITY FUND CORPORATION	FMV	2,973,391.	3,318.
PRIVATE EQUITY FUND CORPORATION II	FMV	484,262.	136,050.
JDI MONTCLAIR	FMV	3.	0.
PANACEA FUND	FMV	49,649.	43,424.
WHI REALTY FUND, LLC	FMV	307,277.	239,962.
WHI REALTY FUND II, LLC	FMV	648,119.	597,419.
WHI REALTY FUND III, LP	FMV	121,983.	104,072.
WHI TECHNOLOGY FUND, LLC	FMV	326,213.	341,930.
WHI REAL ESTATE PARTNERS 1-F, LP	FMV	29,141.	33,729.
WHI VENTURE FUND I, LLC	FMV	7,998.	7,375.
WHI MORULA FUND II, LP	FMV	247,499.	164,565.
WHI PRIVATE EQUITY MANAGERS FUND, LLC	FMV	567,030.	672,991.

WHI PRIVATE EQUITY MANAGERS FUND II, LP	FMV	431,034.	456,249.
WHI PRIVATE EQUITY MANAGERS FUND III, LP	FMV	136,513.	155,112.
WHI PRIVATE EQUITY MANAGERS FUND IV, LP	FMV	615,414.	658,285.
WHI GROWTH FUND, LP	FMV	2,798,522.	3,016,076.
WHI FIXED INCOME FUND, LLC	FMV	41,089.	37,822.
WHI FIXED INCOME FUND II, LLC	FMV	508,006.	343,672.
WHI FIXED INCOME FUND III, LP	FMV	342,813.	260,512.
WHI NFP, LLC	FMV	3,128,671.	3,380,963.
HARRIS VENTURE PARTNERS, LLC	FMV	44,135.	36,214.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,724,560.	11,669,341.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	1,171.	763.	763.
TO FORM 990-PF, PART II, LINE 15	1,171.	763.	763.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL INCOME TAX PAYABLE	13,500.	13,500.
TOTAL TO FORM 990-PF, PART II, LINE 22	13,500.	13,500.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROXANNE H. FRANK 191 N. WACKER DRIVE, SUITE 1500 CHICAGO, IL 606061899	PRESIDENT/SECRETARY/DIR 1.00	0.	0.	0.
DANIEL MEYER 191 N. WACKER DRIVE, SUITE 1500 CHICAGO, IL 606061899	VICE PRESIDENT / DIRECTOR 1.00	0.	0.	0.
JACK POLSKY 191 N. WACKER DRIVE, SUITE 1500 CHICAGO, IL 606061899	VICE PRESIDENT 1.00	0.	0.	0.
NANCY MEYER 191 N. WACKER DRIVE, SUITE 1500 CHICAGO, IL 606061899	VICE PRESIDENT / DIRECTOR 1.00	0.	0.	0.
THOMAS MEYER 191 N. WACKER DRIVE, SUITE 1500 CHICAGO, IL 606061899	VICE PRESIDENT / DIRECTOR 1.00	0.	0.	0.
MICHAEL S. RESNICK 191 N. WACKER DRIVE, SUITE 1500 CHICAGO, IL 606061899	TREASURER 1.00	0.	0.	0.
BETH STEPHENS 191 N. WACKER DRIVE, SUITE 1500 CHICAGO, IL 606061899	ASST. TREASURER/ASST. SECR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Part XV, Line 3A

?ANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2011

Recipient Name	Address	If grantee is individual, show relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Payment Date	Amount
Rotonda Foundation						
FEIN # 36-3866527						
Alzheimer's Disease And Related Disorders Association, Inc.	9370 Olive Boulevard St Louis, MO 63132	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$1,000
American Jewish Committee	165 E 56th St New York, NY 10022	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$10,000
American Parkinson Disease Association - Greater St. Louis Chapter	Campus Box 8111 660 S Euclid Ave. St Louis, MO 63110	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$1,000
Anti-Defamation League Foundation - Missouri/Southern Illinois Chapter	34 N Brentwood Blvd # 2 St Louis, MO 63105	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$2,500
Barnes Jewish Hospital Foundation	1001 Highlands Plaza Drive, Ste 140 St Louis, MO 63110	N/A	Public	General Operating Support/Annual Gift	3/29/2011	$1,000
Cancer Support Community of Greater St. Louis	1058 Old Des Peres Rd St Louis, MO 63131	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$20,000
Center For Constitutional Rights, Inc.	666 Broadway, 7th Floor New York, NY 10012	N/A	Public	General Operating Support/Annual Gift	12/20/2011	$40,000
Center For Labor and Community Research	3411 W Diversey, Suite 10 Chicago, IL 60647	N/A	Public	General Operating Support/Annual Gift	12/20/2011	$7,098
^helsea Day School	319 Fifth Avenue, 2nd Floor New York, NY 10016	N/A	Public	General Operating Support/Annual Gift	12/20/2011	$500
Colleges of the Seneca - Hobart and William Smith Colleges	615 S Main Street Geneva, NY 14456	N/A	Public	General Operating Support/Annual Gift	12/20/2011	$1,500
Contemporary Art Museum St. Louis	3750 Washington Blvd St Louis, MO 63108	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$2,000
Convent of the Sacred Heart	One East 91st St New York, NY 10128	N/A	Public	General Operating Support/Annual Gift	12/20/2011	$904
Forest Park Forever Inc.	5595 Grand Drive in Forest Park St. Louis, MO 63112	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$2,000
Jazz St. Louis - Jazz at the Bistro	3547 Olive Street, Suite 260 St Louis, MO 63103	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$10,000
Jewish Federation of St. Louis	12 Millstone Campus Drive St Louis, MO 63146	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$20,000
John Burroughs School	755 South Price Road St. Louis, MO 63124	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$2,000
Laumeier Sculpture Park	12580 Rott Road St Louis, MO 63127	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$1,000
Madison Square Park Conservancy, Inc.	Eleven Madison Ave , 28th Floor New York, NY 10010	N/A	Public	General Operating Support/Annual Gift	4/11/2011	$50,000

Part XV, Line 3A

:ANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2011

Recipient Name	Address	If grantee is individual, show relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Payment Date	Amount
Madison Square Park Conservancy, Inc.	Eleven Madison Ave , 28th Floor New York, NY 10010	N/A	Public	General Operating Support/Annual Gift	12/5/2011	$10,000
Madison Square Park Conservancy, Inc.	Eleven Madison Ave , 28th Floor New York, NY 10010	N/A	Public	General Operating Support/Annual Gift	12/6/2011	$10,000
Moog Center for Deaf Education	12300 South Forty Drive St Louis, MO 63141	N/A	Public	General Operating Support/Annual Gift	6/21/2011	$1,000
Moog Center for Deaf Education	12300 South Forty Drive St. Louis, MO 63141	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$20,000
Museum of Modern Art - New York	11 West 53rd St New York, NY 10019-5498	N/A	Public	General Operating Support/Annual Gift	4/11/2011	$15,000
NARAL Pro-Choice America Foundation	1156 15th Street, N W , Suite 700 Washington, DC 20005	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$5,000
National Council of Jewish Women-St. Louis Section	8350 Delcrest Dr St Louis, MO 63124	N/A	Public	General Operating Support/Annual Gift	10/11/2011	$1,000
Opera Theatre of St. Louis	210 Hazel Ave St. Louis, MO 63119	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$10,000
Planned Parenthood of the St. Louis Region	4251 Forest Park Avenue St Louis, MO 63108-	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$10,000
Project Ark/ Washington University - "…e SPOT"	4169 Laclede Ave. St Louis, MO 63108	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$25,000
Research Foundation of SUNY [as fiscal sponsor for the Hudson Valley Writing Program]	SUNY New Paltz 1 Hawk Drive, Old Main Building, Room 323 New Paltz, NY 12561	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$75,000
Saint Louis Symphony Orchestra	Powell Symphony Hall at Grand Center 718 N Grand Blvd St Louis, MO 63103	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$12,500
Saint Louis Zoo Foundation	One Government Drive, Forest Park St Louis, MO 63110	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$1,000
Scholarship Foundation Of St. Louis	8215 Clayton Road St Louis, MO 63117	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$5,000
Share Our Strength, Inc.	1730 M Street N W , Suite 700 Washington, DC 20036	N/A	Public	General Operating Support/Annual Gift	12/6/2011	$10,000
Share Our Strength, Inc.	1730 M Street N.W , Suite 700 Washington, DC 20036	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$5,000
Sheldon Arts Foundation	3648 Washington Blvd St. Louis, MO 63108	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$1,500
St. Louis Art Museum Foundation	One Fine Arts Drive St Louis, MO 63110-1380	N/A	Public	General Operating Support/Annual Gift	10/11/2011	$25,000
St. Louis Art Museum Foundation	One Fine Arts Drive St Louis, MO 63110-1380	N/A	Public	General Operating Support/Annual Gift	12/6/2011	$5,000

Part XV, Line 3A

'ANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2011

Recipient Name	Address	If grantee is individual, show relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Payment Date	Amount
St. Louis Art Museum Foundation	One Fine Arts Dnve St. Louis, MO 63110-1380	N/A	Public	Capital Campaign	12/12/2011	$1,000,000
St. Louis Art Museum Foundation	One Fine Arts Dnve St. Louis, MO 63110-1380	N/A	Public	Capital Campaign	12/30/2011	$500,000
St. Louis Beacon	3655 Olive St St Louis, MO 63108	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$2,500
St. Louis Regional Educational And Public TV Commission (KETC)	KETC/Channel 9 3655 Olive Street St. Louis, MO 63108	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$7,500
Steep Rock Association	PO Box 279 Washington Depot, CT 06794	N/A	Public	General Operating Support/Annual Gift	12/5/2011	$4,468
StreetSquash	40 W 116th Street New York, NY 10026	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$5,000
University City Children's Center	6646 Vernon Ave St Louis, MO 63130	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$5,000
University of Missouri, St. Louis - KWMU Radio	One University Blvd St Louis, MO 63121	N/A	Public	Capital Campaign	6/7/2011	$20,000
Washington University	1 Brookings Dnve Box 1082 St Louis, MO 63130	N/A	Public	General Operating Support/Annual Gift	12/30/2011	$10,000
WNYC Radio [aka New York Public Radio]	WNYC Radio 160 Varick St New York, NY 10013	N/A	Public	General Operating Support/Annual Gift	12/5/2011	$1,000

Total Rotonda Foundation (47 items) **$1,974,968**

Form **8868** (Rev January 2012)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

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

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. ROTONDA FOUNDATION	Employer identification number (EIN) or [X] 36-3866527
	Number, street, and room or suite no. If a P.O. box, see instructions. 191 NORTH WACKER DRIVE, STE 1500	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60606-1899	

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

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

- The books are in the care of ▶ WILLIAM HARRIS INVESTORS, INC. - 191 NORTH WACKER DRIVE, SUITE 1500, CHICAGO, IL - 60606-1899

  Telephone No. ▶ (312)621-0590 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2011 or

▶ [ ] tax year beginning ______ , and ending ______ .

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 38,977.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 31,477.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 7,500.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form 8868 (Rev. 1-2012)

123841 01-04-12

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

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

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

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	ROTONDA FOUNDATION	[X] 36-3866527
	Number, street, and room or suite no If a P.O. box, see instructions. 191 NORTH WACKER DRIVE, STE 1500	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions. CHICAGO, IL 60606-1899	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

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

- The books are in the care of ▶ WILLIAM HARRIS INVESTORS, INC. - 191 NORTH WACKER DRIVE, SUITE 1500, CHICAGO, IL - 60606-1899

Telephone No. ▶ (312)621-0590 FAX No. ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ALL INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN HAS NOT BEEN RECEIVED. AN EXTENSION OF TIME TO FILE IS HERE REQUESTED.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 38,977.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 38,977.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶ 8/15/2012

123842
01-06-12

11410813 730665 E_IHF-A 2011.04010 ROTONDA FOUNDATION E_IHF-A1