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

2011

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

For calendar year 2011 or tax year beginning NOV 1, 2011, and ending OCT 31, 2012

Name of foundation <b>MARGOT &amp; THOMAS PRITZKER FAMILY FOUNDATION</b>		A Employer identification number <b>36-3852559</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>71 SOUTH WACKER DRIVE</b>	Room/suite <b>4700</b>	B Telephone number <b>(312) 803-4560</b>
City or town, state, and ZIP code <b>CHICAGO, IL 60606</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <input type="checkbox"/> \$ <b>58,558,017.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	16,192,710.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	164,079.	162,293.		STATEMENT 3
4 Dividends and interest from securities	473,382.	473,382.		STATEMENT 4
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	731,893.			
b Gross sales price for all assets on line 6a	9,478,877.			
7 Capital gain net income (from Part IV, line 2)		731,893.		
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	29,307.	41,146.		STATEMENT 5
12 Total. Add lines 1 through 11	17,591,371.	1,408,714.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	22,476.	0.		22,476.
b Accounting fees	8,000.	0.		8,000.
c Other professional fees	389,404.	389,404.		0.
17 Interest				
18 Taxes	18,779.	8,675.		10,104.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	106,781.	106,083.		77.
24 Total operating and administrative expenses. Add lines 13 through 23	545,440.	504,162.		40,657.
25 Contributions, gifts, grants paid	2,396,771.			2,396,771.
26 Total expenses and disbursements. Add lines 24 and 25	2,942,211.	504,162.		2,437,428.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	14,649,160.			
b Net investment income (if negative, enter -0-)		904,552.		
c Adjusted net income (if negative, enter -0-)			N/A	

8/29/11

**MARGOT & THOMAS PRITZKER FAMILY  
FOUNDATION**

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	75,688.	27,721.	27,721.
	2 Savings and temporary cash investments	1,038,166.	2,878,393.	2,878,393.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other <span style="float:right">STMT 11</span>	34,597,680.	47,454,580.	55,651,903.
14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶ )				
<b>16 Total assets</b> (to be completed by all filers)	<b>35,711,534.</b>	<b>50,360,694.</b>	<b>58,558,017.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
<b>23 Total liabilities</b> (add lines 17 through 22)	<b>0.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	35,711,534.	50,360,694.	
<b>30 Total net assets or fund balances</b>	<b>35,711,534.</b>	<b>50,360,694.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>35,711,534.</b>	<b>50,360,694.</b>		

**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	35,711,534.
2 Enter amount from Part I, line 27a	2	14,649,160.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	50,360,694.
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	50,360,694.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e <b>9,478,877.</b>		<b>8,746,984.</b>	<b>731,893.</b>

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			<b>731,893.</b>

2 Capital gain net income or (net capital loss)	2	<b>731,893.</b>
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	<b>N/A</b>

**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	3,211,520.	44,357,958.	.072400
2009	2,353,526.	42,181,514.	.055795
2008	2,740,880.	37,247,370.	.073586
2007	2,596,911.	52,834,159.	.049152
2006	2,384,400.	54,458,247.	.043784

2 Total of line 1, column (d)	2	<b>.294717</b>
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	<b>.058943</b>
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	<b>46,767,164.</b>
5 Multiply line 4 by line 3	5	<b>2,756,597.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>9,046.</b>
7 Add lines 5 and 6	7	<b>2,765,643.</b>
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	<b>2,437,428.</b>

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	18,091.
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	18,091.
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	18,091.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	32,592.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	32,592.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,501.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 14,501. Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL, CA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>DIVERSIFIED FINANCIAL MANAGEMENT CO</b> Telephone no. ► <b>(312) 577-2600</b> Located at ► <b>71 S. WACKER DRIVE, SUITE 4700, CHICAGO, IL</b> ZIP+4 ► <b>60606</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
THOMAS J. PRITZKER	PRESIDENT & DIRECTOR			
71 SOUTH WACKER DR., SUITE 4700				
CHICAGO, IL 60606	0.25	0.	0.	0.
MARGOT PRITZKER	VICE PRESIDENT & DIRECTOR			
71 SOUTH WACKER DR., SUITE 4700				
CHICAGO, IL 60606	0.25	0.	0.	0.
MARSHALL EISENBERG	DIRECTOR			
71 SOUTH WACKER DR., SUITE 4700				
CHICAGO, IL 60606	0.25	0.	0.	0.
RONALD WRAY	VP, TREASURER & SECRETARY			
71 SOUTH WACKER DR., SUITE 4700				
CHICAGO, IL 60606	0.25	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, 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**

▶

<b>Part IX-A</b>	<b>Summary of Direct Charitable Activities</b>
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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

<b>Part IX-B</b>	<b>Summary of Program-Related Investments</b>
------------------	---

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

Amount

1 N/A

0.

2

All other program-related investments. See instructions.

3

**Total. Add lines 1 through 3**

0.

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

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	0.
b Average of monthly cash balances	1b	1,645,330.
c Fair market value of all other assets	1c	45,834,024.
d Total (add lines 1a, b, and c)	1d	47,479,354.
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	47,479,354.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	712,190.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,767,164.
6 Minimum investment return. Enter 5% of line 5	6	2,338,358.

**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	2,338,358.
2a Tax on investment income for 2011 from Part VI, line 5	2a	18,091.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	18,091.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,320,267.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	2,320,267.
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	2,320,267.

**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	2,437,428.
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	2,437,428.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,437,428.

**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.

**MARGOT & THOMAS PRITZKER FAMILY  
FOUNDATION**
**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				2,320,267.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			174,569.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
<b>e</b> From 2010				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 2,437,428.				
<b>a</b> Applied to 2010, but not more than line 2a			174,569.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				2,262,859.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				57,408.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011				

**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)

**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

[illegible]

- 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.

3 Subtract line 2d from line 2c  
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**

<b>Part XV</b>		<b>Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)</b>
----------------	--	--

### 1 Information Regarding Foundation Managers:

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

**NONE**

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**

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

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

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

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE ATTACHED STATEMENT				2,396,771.
<b>Total</b>			<b>3a</b>	2,396,771.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.



## Part XVII

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

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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

Date \_\_\_\_\_

Title VICE PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr )?

☒ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature 	Date 8/16/13	Check <input type="checkbox"/> if self-employed	PTIN P01069918
	Firm's name ▶ <b>DIVERSIFIED FINANCIAL MANAGEMENT CORP.</b>			Firm's EIN ▶ <b>36-2997599</b>	
	Firm's address ▶ <b>71 S. WACKER DRIVE, SUITE 4700 CHICAGO, IL 60606</b>			Phone no. <b>312-577-2600</b>	

Form **990-PF** (2011)

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011**

Name of the organization

**MARGOT & THOMAS PRITZKER FAMILY  
FOUNDATION**

Employer identification number

**36-3852559**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization <b>MARGOT &amp; THOMAS PRITZKER FAMILY FOUNDATION</b>	Employer identification number <b>36-3852559</b>
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**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<b>1</b>	<b>COLSON TRUST</b> <b>10 SOUTH WACKER DRIVE, SUITE 4000</b> <b>CHICAGO, IL 60606</b>	<b>\$ 16,192,710.</b>	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)





Name of organization

MARGOT & THOMAS PRITZKER FAMILY  
FOUNDATION

Employer identification number

36-3852559

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**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 PRITZKER FAMILY FOUNDATION LLC ST	P	VARIOUS	VARIOUS
b MFP PARTNERS ST	P	VARIOUS	VARIOUS
c MEDA ACCESS FEEDER FUND ST	P	VARIOUS	VARIOUS
d INDUS JAPAN LONG ONLY FUND ST	P	VARIOUS	VARIOUS
e PRITZKER FAMILY FOUNDATION LLC LT	P	VARIOUS	VARIOUS
f MFP PARTNERS LT	P	VARIOUS	VARIOUS
g MEDA ACCESS FEEDER FUND LT	P	VARIOUS	VARIOUS
h INDUS JAPAN LONG ONLY FUND LT	P	VARIOUS	VARIOUS
i NEWPORT ASIA INSTITUTIONAL FUND LT	P	VARIOUS	VARIOUS
j PRITZKER FAMILY FOUNDATION LLC 1256 ST	P	VARIOUS	VARIOUS
k PRITZKER FAMILY FOUNDATION LLC 1256 LT	P	VARIOUS	VARIOUS
l INDUS JAPAN LONG ONLY FUND 1256 ST	P	VARIOUS	VARIOUS
m INDUS JAPAN LONG ONLY FUND 1256 LT	P	VARIOUS	VARIOUS
n PRITZKER FAMILY FOUNDATION LLC 1231	P	VARIOUS	VARIOUS
o INDUS JAPAN FUND, LTD	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 85,433.			85,433.
b 2,793.			2,793.
c		125,146.	<125,146.>
d		56,707.	<56,707.>
e 677,947.			677,947.
f 24,356.			24,356.
g		23,571.	<23,571.>
h 6,655.			6,655.
i 4,560.			4,560.
j 1,907.			1,907.
k 2,860.			2,860.
l		2,401.	<2,401.>
m		3,602.	<3,602.>
n 4,107.			4,107.
o 880,000.		652,346.	227,654.

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			85,433.
b			2,793.
c			<125,146.>
d			<56,707.>
e			677,947.
f			24,356.
g			<23,571.>
h			6,655.
i			4,560.
j			1,907.
k			2,860.
l			<2,401.>
m			<3,602.>
n			4,107.
o			227,654.

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

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ONE WILLIAM STREET ST	P	VARIOUS	VARIOUS
b	ONE WILLIAM STREET LT	P	VARIOUS	VARIOUS
c	INDUS ASIA PACIFIC FUND, LTD	P	VARIOUS	VARIOUS
d	VIKING GLOBAL EQUITIES, LTD	P	VARIOUS	VARIOUS
e	PIMCO FUNDS	P	VARIOUS	VARIOUS
f	HILDENE OPPORTUNITIES OFFSHORE	P	VARIOUS	VARIOUS
g	THE TRADERS OFFSHORE FUND, LTD	P	VARIOUS	VARIOUS
h	NEW VERNON INDIA (CAYMEN) FUND	P	VARIOUS	VARIOUS
i	SANDSTONE CAPITAL OFFSHORE	P	VARIOUS	VARIOUS
j	THE MONTEPELIER FUND	P	VARIOUS	VARIOUS
k	TIGER GLOBAL, LTD	P	VARIOUS	VARIOUS
l	VENOR CAPITAL OFFSHORE, LTD	P	VARIOUS	VARIOUS
m	DOUBLELINE TOTAL RETURN BOND FUND	P	VARIOUS	VARIOUS
n	TEMPLETON GLOBAL BOND FUND	P	VARIOUS	VARIOUS
o	WTC CTF ENDURING ASSET FUND	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 51,974.			51,974.
b 21,856.			21,856.
c 2,006.		2,939.	<933.>
d 150,000.		38,456.	111,544.
e 257,767.		280,425.	<22,658.>
f 325,000.		183,110.	141,890.
g 928,008.		1,100,000.	<171,992.>
h 1,689.			1,689.
i 35,215.		94,030.	<58,815.>
j 789,436.		1,022,380.	<232,944.>
k 300,000.		295,954.	4,046.
l 325,000.		274,490.	50,510.
m 4,000,000.		3,970,624.	29,376.
n 600,000.		620,501.	<20,501.>
o 308.		302.	6.

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			51,974.
b			21,856.
c			<933.>
d			111,544.
e			<22,658.>
f			141,890.
g			<171,992.>
h			1,689.
i			<58,815.>
j			<232,944.>
k			4,046.
l			50,510.
m			29,376.
n			<20,501.>
o			6.

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	731,893.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 3

SOURCE	AMOUNT
INDUS JAPAN LONG ONLY FUND	229.
JP MORGAN CHASE BANK	162.
MEDA ACCESS FEEDER FUND	25.
MFP PARTNERS	2,090.
MORGAN STANLEY	1.
NEWPORT ASIA INSTITUTIONAL FUND	4.
ONE WILLIAM STREET	18,918.
PFF, LLC	142,594.
WELLS FARGO	56.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	164,079.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 4

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DOUBLELINE TOTAL RETURN BOND FUND	100,183.	0.	100,183.
EPI-WISDOMTREE INDIA ETF	4,765.	0.	4,765.
INDUS JAPAN LONG ONLY FUND	4,982.	0.	4,982.
JP MORGAN CHASE BANK	10.	0.	10.
MEDA ACCESS FEEDER FUND	9,541.	0.	9,541.
MFP PARTNERS	9,077.	0.	9,077.
NEWPORT ASIA INSTITUTIONAL FUND LP	45,582.	0.	45,582.
PFF, LLC	221,913.	0.	221,913.
PIMCO FUNDS	10,174.	0.	10,174.
TEMPLETON GLOBAL BOND FUND	53,217.	0.	53,217.
WTC-CTF ENDURING ASSETS	13,938.	0.	13,938.
TOTAL TO FM 990-PF, PART I, LN 4	473,382.	0.	473,382.

FORM 990-PF

OTHER INCOME

STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NEWPORT ASIA INSTITUTIONAL FUND	1,403.	1,403.	
ROYALTY INCOME - PRITZKER FAMILY			
FOUNDATIONS	47,270.	47,270.	
MFP PARTNERS	3,982.	3,982.	
OTHER INCOME - MEDA ACCESS FEEDER			
FUND	<2,784.>	<2,784.>	
OTHER INCOME - PFF, LLC	79,053.	79,053.	
RENTAL R/E INCOME - PFF, LLC	<81,581.>	<81,581.>	
CANCELLATION OF DEBT - MFP PARTNERS	0.	0.	
OTHER INCOME - INDUS JAPAN LONG			
ONLY FUND	6,920.	6,920.	
NON-TAXABLE INCOME - PFF, LLC	2.	2.	
OTHER INCOME - NAVIGATOR PARTNERS			
FUND	<13,144.>	<13,144.>	
FEDERAL TAX REFUND	25.	25.	
PRITZKER FAMILY FOUNDATIONS LLC	<13,488.>	0.	
MFP PARTNERS	8,589.	0.	
INDUS JAPAN LONG ONLY FUND, LP	<6,940.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	29,307.	41,146.	

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- NEAL, GERBER & EISENBERG	22,476.	0.		22,476.
TO FM 990-PF, PG 1, LN 16A	22,476.	0.		22,476.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES - PRICEWATERHOUSECOOPERS	8,000.	0.		8,000.	
TO FORM 990-PF, PG 1, LN 16B	8,000.	0.		8,000.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES - MONTICELLO	15,500.	15,500.		0.	
INVESTMENT ADVISORY FEES - HSBC	4,216.	4,216.		0.	
PORTFOLIO DEDUCTIONS - NEWPORT ASIA INSTITUTIONAL FUND LP	21,077.	21,077.		0.	
PORTFOLIO DEDUCTIONS - PFF, LLC	320,839.	320,839.		0.	
PORTFOLIO DEDUCTIONS - MFP PARTNERS	16,047.	16,047.		0.	
PORTFOLIO DEDUCTIONS - MEDA ACCESS FEEDER FUND	10,518.	10,518.		0.	
INVESTMENT ADVISORY FEES - WTC-CTF ENDURING ASSETS	1,207.	1,207.		0.	
TO FORM 990-PF, PG 1, LN 16C	389,404.	389,404.		0.	

FORM 990-PF	TAXES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX - PFF, LLC	4,528.	4,528.		0.	
FOREIGN TAX - MEDA ACCESS FEEDER FUND	161.	161.		0.	
FOREIGN TAX - MFP PARTNERS	636.	636.		0.	
FOREIGN TAX - NEWPORT ASIA INST FUND	3,007.	3,007.		0.	

FOREIGN TAX - INDUS JAPAN			
LONG ONLY FUND	343.	343.	0.
FEDERAL INCOME TAX	10,000.	0.	10,000.
CALIFORNIA TAXES	104.	0.	104.
TO FORM 990-PF, PG 1, LN 18	18,779.	8,675.	10,104.

FORM 990-PF	OTHER EXPENSES			STATEMENT 10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT INTEREST EXPENSE				
- PFF, LLC	16,995.	16,995.		0.
MISCELLANEOUS EXPENSE	33.	33.		0.
CHARITABLE CONTRIBUTIONS -				
PFF, LLC	59.	0.		59.
NON DEDUCTIBLE EXPENSES -				
PFF, LLC	583.	0.		0.
BANK FEES - JP MORGAN CHASE				
BANK, NA	3,012.	3,012.		0.
OTHER DEDUCTIONS - PFF, LLC	6,069.	6,069.		0.
INVESTMENT INTEREST EXPENSE				
- MFP PARTNERS	16.	16.		0.
INVESTMENT INTEREST EXPENSE				
- INDUS JAPAN LONG ONLY FUND	182.	182.		0.
OTHER DEDUCTIONS - NAVIGATOR				
PARTNERS FUND	1,253.	1,253.		0.
CHARITABLE CONTRIBUTIONS -				
MFP PARTNERS	18.	0.		18.
OTHER DEDUCTIONS - MFP				
PARTNERS	179.	179.		0.
OTHER DEDUCTIONS - INDUS				
JAPAN LONG ONLY FUND	8,550.	8,550.		0.
ROYALTIES EXPENSE - PFF, LLC	7,090.	7,090.		0.
INTEREST EXPENSE - JP MORGAN				
CHASE	8,517.	8,517.		0.
SECTION 59(E)(2) EXPENSES -				
PFF, LLC	54,185.	54,185.		0.
SECTION 179 EXPENSE - PFF,				
LLC	2.	2.		0.
NONDEDUCTIBLE EXPENSE -				
STATE PENALTIES	28.	0.		0.
INTEREST EXPENSE -				
CALIFORNIA	10.	0.		0.
TO FORM 990-PF, PG 1, LN 23	106,781.	106,083.		77.



FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PFF, LLC	COST	16,113,957.	20,331,302.
NEWPORT ASIA INSTITUTIONAL FUND LP	COST	2,384,922.	3,009,013.
EGERTON EU DOLLAR FUND	COST	144,379.	249,989.
SANDSTONE SIDEPOCKET	COST	0.	56,451.
THE MONTPELIER FUND	COST	367,407.	391,154.
TIGER GLOBAL LTD	COST	634,046.	2,365,257.
VENOR CAPITAL OFFSHORE LTD	COST	1,073,941.	1,391,387.
VIKING GLOBAL EQUITIES	COST	306,151.	1,348,588.
WELLINGTON BAY POND	COST	1,680,000.	619,798.
HILDENE OPPORTUNITIES OFFSHORE	COST	842,890.	2,263,904.
INDUS ASIA PACIFIC FUND	COST	0.	0.
MEDA ACCESS FEEDER FUND	COST	27,711.	0.
MFP PARTNERS	COST	693,201.	811,000.
PIMCO	COST	2,256,999.	22,658.
NAVIGATOR PARTNERS FUND LP	COST	1,993,114.	1,707,656.
THE TRADERS OFFSHORE FUND, LTD	COST	0.	0.
M SQUARE BRAZIL	COST	1,650,000.	871,241.
HSBC PRIVATE BANK (GOLD)	COST	3,338,296.	4,968,402.
ONE WILLIAM STREET	COST	1,281,474.	1,281,474.
ASTENBECK OFFSHORE COMMODITIES	COST	1,625,000.	1,501,041.
CLAROS REAL ESTATE SECURITIES	COST	975,000.	1,145,447.
TEMPLETON GLOBAL BOND FUND	COST	464,031.	462,631.
WISDOMTREE INDIA ETF	COST	625,959.	625,558.
NEVSKY FUND PLC	COST	600,000.	676,174.
INDUS JAPAN LONG ONLY	COST	1,570,061.	1,626,453.
DOUBLELINE TOTAL RETURN BOND FUND	COST	2,879,559.	1,912,420.
HILDENE CLO EQUITY & TARP	COST	1,023,751.	1,076,424.
DOUBLELINE OPPORTUNISTIC FUND	COST	790,000.	900,399.
EGERTON INVESTMENT PARTNERS, LP	COST	1,500,000.	1,605,868.
WTC-CTF ENDURING ASSETS	COST	612,731.	0.
NEW VERNON INDIA CAYMAN FUND	COST	0.	99,777.
BAY POND	COST	0.	2,330,437.
TOTAL TO FORM 990-PF, PART II, LINE 13		47,454,580.	55,651,903.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS  
PART VII-A, LINE 10

STATEMENT 12

## NAME OF CONTRIBUTOR

## ADDRESS

COLSON TRUST, C/O LEWIS COLLINS,  
TRUSTEE10 SOUTH WACKER DRIVE, SUITE 4000  
CHICAGO, IL 60606

**MARGOT & THOMAS PRITZKER FAMILY FOUNDATION****FEIN: 36-3852559****Statement Attached to and Made Part of 2009 Form 990-PF****Part XV, Line 3a - Grants and Contributions Paid During The Year****November 1, 2011 to October 31, 2012**

<b>Recipient Name and Address</b>	<b>Foundation Status of Recipient</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Aleph Society 25 W 45th Street, Suite 1405, New York, NY 10036	501(c)(3)	General Operating Support	7,500
Alzheimer's Drug Discovery Foundation 57 West 57th Street, Suite 904, New York, NY 10019	501(c)(3)	General Operating Support	5,000
Archdioceses of Chicago 835 North Rush Street, Chicago, IL 60611	501(c)(3)	General Operating Support	1,000
Asian University for Women Support Foundation 1100 Massachusetts Ave , Suite 300, Cambridge, MA 02138	501(c)(3)	General Operating Support	50,000
Aspen Center for Environmental Studies Endowment Fund Inc PO Box 10931, Aspen, CO 81612	501(c)(3)	General Operating Support	25,000
Aspen Institute, Inc PO Box 222, Queenstown, MD 21658	501(c)(3)	General Operating Support	155,000
Boy Scouts of America Chicago Area Council 118 1218 West Adams Street, Chicago, IL 60607	501(c)(3)	General Operating Support	5,000
Center for Strategic and International Studies 1800 K Street NW, Suite 400, Washington, DC 20006	501(c)(3)	General Operating Support	475,000
Chicago Children's Theatre 1464 N Milwaukee Ave, Chicago, IL 60642	501(c)(3)	General Operating Support	10,000
Field Museum of Natural History 1400 South lake Shore Drive, Chicago, IL 60605	501(c)(3)	General Operating Support	1,200
Friends of the Israel Antiquities Authority Inc. 51 W. 52nd Street, New York, NY 10019	501(c)(3)	General Operating Support	90,000
Mountain Rescue, Aspen, Incorporated 702 West Main Street, PO Box 1264, Aspen, CO 81611	501(c)(3)	General Operating Support	1,000
NARAL Pro-Choice America Foundation 1156 15th Street NW, Washington, DC 20005	501(c)(3)	General Operating Support	15,000
Rainbow Hospice and Palliative Care 1550 Bishop Court, Mt, Prospect, IL 60056	501(c)(3)	General Operating Support	500
Redmoon Theater 1438 W Kinzie Street, Chicago, IL 60622	501(c)(3)	General Operating Support	27,500
Rush Neurobehavioral Center 205 West Wacker Drive, Suite 1400, Chicago, IL 60606	501(c)(3)	General Operating Support	1,000
Summer Camp Opportunities Provide and Edge Inc.	501(c)(3)	General Operating Support	5,000

**FEIN: 36-3852559****Part XV, Line 3a - Grants and Contributions Paid During The Year****November 1, 2011 to October 31, 2012**Page 2 of 2