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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 **2012** Open to public Inspection

For calendar year 2012 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) ▶$ 11,093,015.

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).)

		(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	60,244.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	234.	234.		STATEMENT 2
	4 Dividends and interest from securities	242,592.	242,592.		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	537,558.			STATEMENT 1
	b Gross sales price for all assets on line 6a 845,353.				
	7 Capital gain net income (from Part IV, line 2)		492,694.		
	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	139,311.	118,394.		STATEMENT 5
	12 **Total.** Add lines 1 through 11	959,765.	833,740.		
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				
	b Accounting fees STMT 6	82,127.	69,500.		12,627.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 7	43,700.	4,081.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	250,002.	248,986.		15.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	375,829.	322,567.		12,642.
	25 Contributions, gifts, grants paid	763,291.			1,608,291.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,139,120.	322,567.		1,620,933.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<179,355.>			
	b **Net investment income** (if negative, enter -0-)		511,173.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	153,223.	201,184.	201,184.
	3 Accounts receivable ▶ 150,000.			
	Less: allowance for doubtful accounts ▶		150,000.	150,000.
	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 9	230,740.	0.	0.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	14,348,695.	13,738,931.	10,741,003.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	763.	828.	828.
	16 **Total assets** (to be completed by all filers)	14,733,421.	14,090,943.	11,093,015.
Liabilities	17 Accounts payable and accrued expenses	41,321.	60,833.	
	18 Grants payable	2,025,000.	1,180,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	13,500.	0.	
	23 **Total liabilities** (add lines 17 through 22)	2,079,821.	1,240,833.	
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 ▶ ☒ 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	13,019,465.	12,840,110.	
	30 **Total net assets or fund balances**	13,029,465.	12,850,110.	
	31 **Total liabilities and net assets/fund balances**	15,109,286.	14,090,943.	

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	13,029,465.
2 Enter amount from Part I, line 27a	2	<179,355.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,850,110.
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	12,850,110.

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	845,353.		352,659.	492,694.

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				492,694.

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	492,694.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,004,389.	14,329,612.	.139877
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

2 **Total** of line 1, column (d)	2	.648826
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	.129765
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,970,369.
5 Multiply line 4 by line 3	5	1,553,335.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,112.
7 Add lines 5 and 6	7	1,558,447.
8 Enter qualifying distributions from Part XII, line 4	8	1,620,933.

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	5,112.
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	5,112.
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	5,112.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a 29,616.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 3,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	32,616.
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	27,504.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 27,504. **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? *If "Yes," attach a detailed description of the activities*	2		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*	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? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
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 2012 or the taxable year beginning in 2012 (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

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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			
16	At any time during calendar year 2012, 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012.)*	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 2012?	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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] 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 13		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
WILLIAM HARRIS INVESTORS, INC. - 191 N. WACKER DRIVE, SUITE 1500, CHICAGO, IL 60606	ACCOUNTING SERVICES	69,500.
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	1,011,296.
b	Average of monthly cash balances	1b	665,771.
c	Fair market value of all other assets	1c	10,475,592.
d	**Total** (add lines 1a, b, and c)	1d	12,152,659.
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	12,152,659.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	182,290.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,970,369.
6	**Minimum investment return.** Enter 5% of line 5	6	598,518.

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	598,518.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 5,112.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b 4,346.		
c	Add lines 2a and 2b	2c	9,458.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	589,060.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	589,060.
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	589,060.

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	1,620,933.
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	1,620,933.
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	5,112.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,615,821.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				589,060.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 1,002,902.				
b From 2008 2,469,054.				
c From 2009 2,569,735.				
d From 2010 1,594,911.				
e From 2011 1,304,571.				
f **Total** of lines 3a through e	8,941,173.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,620,933.				
a Applied to 2011, 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 2012 distributable amount				589,060.
e Remaining amount distributed out of corpus	1,031,873.			
5 Excess distributions carryover applied to 2012 (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	9,973,046.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	1,002,902.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	8,970,144.			
10 Analysis of line 9:				
a Excess from 2008 2,469,054.				
b Excess from 2009 2,569,735.				
c Excess from 2010 1,594,911.				
d Excess from 2011 1,304,571.				
e Excess from 2012 1,031,873.				

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 2012, 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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(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 or e-mail 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	1,608,291.
Total			▶ 3a	1,608,291.
b *Approved for future payment*				
BARNES JEWISH HOSPITAL FOUNDATION	N/A	PUBLIC	INSTITUTIONAL SUPPORT	100,000.
URBAN STRATEGIES	N/A	PUBLIC	INSTITUTIONAL SUPPORT	80,000.
Total			▶ 3b	180,000.

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	234.	
4 Dividends and interest from securities			14	242,592.	
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	<8,660.>	14	147,971.	
8 Gain or (loss) from sales of assets other than inventory	523000	44,864.	18	492,694.	
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)		36,204.		863,317.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 899,521.

(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: 11/11/13 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
ASHLEY SIWULA	[signature]	10/30/13		P01285752
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** (2012)

223622
12-05-12

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

2012

Name of the organization	**Employer identification number**
ROTONDA FOUNDATION	36-3866527

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 foundation

Check 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).

Name of organization	Employer identification number
ROTONDA FOUNDATION	36-3866527

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
1	MARC WEISS 234 EAST 19TH STREET NEW YORK, NY 10003	$ 60,244.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
ROTONDA FOUNDATION	36-3866527

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	100 SHARES OF APPLE	$ 60,244.	08/01/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: ROTONDA FOUNDATION

Employer identification number: 36-3866527

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

(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

(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

(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

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 GAIN FROM WHI GROWTH FUND, L.P	P	VARIOUS	VARIOUS
b	SHORT-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUN	P	VARIOUS	VARIOUS
c	SHORT-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUN	P	VARIOUS	VARIOUS
d	SHORT-TERM CAPITAL GAIN FROM WHI NFP FUND, LLC K-	P	VARIOUS	VARIOUS
e	SHORT-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY M	P	VARIOUS	VARIOUS
f	SHORT-TERM CAPITAL LOSS FROM WHI PRIVATE EQUITY M	P	VARIOUS	VARIOUS
g	SHORT-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY M	P	VARIOUS	VARIOUS
h	SHORT-TERM CAPITAL LOSS FROM WHI PRIVATE EQUITY M	P	VARIOUS	VARIOUS
i	SHORT-TERM CAPITAL GAIN FROM WHI REALTY FUND III,	P	VARIOUS	VARIOUS
j	SHORT-TERM CAPITAL LOSS FROM WHI REALTY FUND, LLC	P	VARIOUS	VARIOUS
k	SHORT-TERM CAPITAL LOSS FROM WHI TECHNOLOGY FUND,	P	VARIOUS	VARIOUS
l	SHORT-TERM CAPITAL LOSS FROM WHI REALTY FUND II,	P	VARIOUS	VARIOUS
m	LONG-TERM CAPITAL LOSS FROM PANACEA FUND, LLC K-1	P	VARIOUS	VARIOUS
n	LONG-TERM CAPITAL GAIN FROM WHI GROWTH FUND, L.P.	P	VARIOUS	VARIOUS
o	LONG-TERM CAPITAL LOSS FROM WHI FIXED INCOME 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	59,146.			59,146.
b	13.			13.
c	17.			17.
d	4,895.			4,895.
e	29.			29.
f			668.	<668.>
g	4,024.			4,024.
h			7,476.	<7,476.>
i	393.			393.
j			1,117.	<1,117.>
k			3,744.	<3,744.>
l			625.	<625.>
m			4,498.	<4,498.>
n	417,278.			417,278.
o			13,973.	<13,973.>

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				59,146.
b				13.
c				17.
d				4,895.
e				29.
f				<668.>
g				4,024.
h				<7,476.>
i				393.
j				<1,117.>
k				<3,744.>
l				<625.>
m				<4,498.>
n				417,278.
o				<13,973.>

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	

223591
05-01-12

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 FIXED INCOME FUND	P	VARIOUS	VARIOUS
b	LONG-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUND	P	VARIOUS	VARIOUS
c	LONG-TERM CAPITAL LOSS FROM WHI NFP FUND, LLC K-1	P	VARIOUS	VARIOUS
d	LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MA	P	VARIOUS	VARIOUS
e	LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MA	P	VARIOUS	VARIOUS
f	LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MA	P	VARIOUS	VARIOUS
g	LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MA	P	VARIOUS	VARIOUS
h	LONG-TERM CAPITAL GAIN FROM WHI REALTY FUND II, L	P	VARIOUS	VARIOUS
i	LONG-TERM CAPITAL LOSS FROM WHI REALTY FUND, LLC	P	VARIOUS	VARIOUS
j	LONG-TERM CAPITAL GAIN FROM WHI TECHNOLOGY FUND,	P	VARIOUS	VARIOUS
k	LONG-TERM CAPITAL LOSS FROM R.E. PARTNERS I-F, L.	P	VARIOUS	VARIOUS
l	LONG-TERM CAPITAL GAIN FROM WHI REALTY FUND III,	P	VARIOUS	VARIOUS
m	SECTION 1256 GAIN FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
n	SECTION 1256 GAIN FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
o	SECTION 1256 GAIN FROM WHI PRIVATE EQUITY MANAGER	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	5,178.			5,178.
b	2,521.			2,521.
c			36,122.	<36,122.>
d	26,881.			26,881.
e	11,421.			11,421.
f	55,981.			55,981.
g	102,994.			102,994.
h	51,888.			51,888.
i			5,739.	<5,739.>
j	31,540.			31,540.
k			26.	<26.>
l	881.			881.
m	178.			178.
n	6.			6.
o	68.			68.

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				5,178.
b				2,521.
c				<36,122.>
d				26,881.
e				11,421.
f				55,981.
g				102,994.
h				51,888.
i				<5,739.>
j				31,540.
k				<26.>
l				881.
m				178.
n				6.
o				68.

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	

223591
05-01-12

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	SECTION 1256 GAIN FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
b	SECTION 1231 LOSS FROM WHI NFP FUND, LLC K-1	P	VARIOUS	VARIOUS
c	SECTION 1231 GAIN FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
d	SECTION 1231 LOSS FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
e	SECTION 1231 GAIN FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
f	SECTION 1231 LOSS FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
g	SECTION 1231 GAIN FROM WHI REALTY FUND II, L.P. K	P	VARIOUS	VARIOUS
h	SECTION 1231 GAIN FROM WHI REALTY FUND, LLC K-1	P	VARIOUS	VARIOUS
i	SECTION 1231 GAIN FROM WHI VENTURES FUND I, LLC K	P	VARIOUS	VARIOUS
j	SECTION 1231 LOSS FROM WHI FIXED INCOME FUND III,	P	VARIOUS	VARIOUS
k	SECTION 1231 LOSS FROM WHI REAL ESTATE PARTNERS I	P	VARIOUS	VARIOUS
l	UBI CAPITAL GAIN FROM WHI FIXED INCOME FUND II, L	P	VARIOUS	VARIOUS
m	UBI CAPITAL GAIN FROM WHI FIXED INCOME FUND III,	P	VARIOUS	VARIOUS
n	UBI CAPITAL GAIN FROM WHI FIXED INCOME FUND III,	P	VARIOUS	VARIOUS
o	UBI CAPITAL GAIN FROM WHI NFP FUND, LLC K-1	P	VARIOUS	VARIOUS

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6.			6.
b			427.	<427.>
c	17.			17.
d			5.	<5.>
e	678.			678.
f			320.	<320.>
g	16,440.			16,440.
h	47,668.			47,668.
i	1,046.			1,046.
j			27.	<27.>
k			74.	<74.>
l	5,422.		5,422.	0.
m	1.		1.	0.
n	1,543.		1,543.	0.
o	275.		275.	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				6.
b				<427.>
c				17.
d				<5.>
e				678.
f				<320.>
g				16,440.
h				47,668.
i				1,046.
j				<27.>
k				<74.>
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	

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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	UBI CAPITAL GAIN FROM WHI NFP FUND, LLC K-1	P	VARIOUS	VARIOUS
b	UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
c	UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS	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 GAIN FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
g	UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
h	UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
i	UBI CAPITAL GAIN FROM WHI REALTY FUND III, L.P. K	P	VARIOUS	VARIOUS
j	UBI CAPITAL GAIN FROM WHI REALTY FUND III, L.P. K	P	VARIOUS	VARIOUS
k	UBI CAPITAL GAIN FROM WHI REALTY FUND, LLC K-1	P	VARIOUS	VARIOUS
l	UBI CAPITAL LOSS FROM WHI REAL ESTATE PARTNERS I-	P	VARIOUS	VARIOUS
m	UBI CAPITAL GAIN FROM WHI REALTY FUND II, L.P. K-	P	VARIOUS	VARIOUS
n	UBI RECLASS	P	VARIOUS	VARIOUS
o	SHORT-TERM CAPITAL (LOSS) - APPLE COMPTR SALES ST	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	4,783.		4,783.	0.
b				0.
c				0.
d				0.
e				0.
f	10,796.		10,796.	0.
g				0.
h	7,082.		7,082.	0.
i	755.		755.	0.
j	406.		406.	0.
k	978.		978.	0.
l				0.
m	14,436.		14,436.	0.
n	<44,864.>			<44,864.>
o			33.	<33.>

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				<44,864.>
o				<33.>

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	

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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	CAPITAL GAIN DISTRIBUTIONS - BERNSTEIN	P	VARIOUS	VARIOUS
b	LONG-TERM CAPITAL GAIN - (SEC CAP EUR REALTY LI	P	VARIOUS	VARIOUS
c	LONG-TERM CAPITAL (LOSS) - PANACEA FUND, LLC	P	VARIOUS	VARIOUS
d	LONG-TERM CAPITAL GAIN - WHI TECHNOLOGY FUND, LL	P	VARIOUS	VARIOUS
e	LONG-TERM CAPITAL (LOSS) - JDI MONTCLAIR, LLC	P	VARIOUS	VARIOUS
f	LONG-TERM CAPITAL GAIN - DVI BANKRUPTCY CLAIM	P	VARIOUS	VARIOUS
g	LONG-TERM CAPITAL (LOSS) - COMPLETE MGTMT BANKRU	P	VARIOUS	VARIOUS
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	435.			435.
b	1,394.			1,394.
c			565.	<565.>
d	523.			523.
e			3.	<3.>
f	201.			201.
g			230,740.	<230,740.>
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				435.
b				1,394.
c				<565.>
d				523.
e				<3.>
f				201.
g				<230,740.>
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	492,694.
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

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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 GAIN FROM WHI GROWTH FUND, L.P. K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
59,146.	0.	0.	0.	59,146.

(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
13.	0.	0.	0.	13.

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

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

(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
4,895.	0.	0.	0.	4,895.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND II, 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
29.	0.	0.	0.	29.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	668.	0.	<668.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND IV, 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
4,024.	0.	0.	0.	4,024.

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

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	7,476.	0.	<7,476.>

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
393.	0.	0.	0.	393.

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

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	1,117.	0.	<1,117.>

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

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	3,744.	0.	<3,744.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL LOSS FROM WHI REALTY FUND II, L.P.	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	625.	0.	<625.>

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

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	4,498.	0.	<4,498.>

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
417,278.	0.	0.	0.	417,278.

(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) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	13,973.	0.	<13,973.>

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,178.	0.	0.	0.	5,178.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,521.	0.	0.	0.	2,521.

(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) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	36,122.	0.	<36,122.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND II, 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
26,881.	0.	0.	0.	26,881.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,421.	0.	0.	0.	11,421.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND IV, 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
55,981.	0.	0.	0.	55,981.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS 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
102,994.	0.	0.	0.	102,994.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN FROM WHI REALTY FUND II, 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
51,888.	0.	0.	0.	51,888.

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

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	5,739.	0.	<5,739.>

(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
31,540.	0.	0.	0.	31,540.

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

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	26.	0.	<26.>

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
881.	0.	0.	0.	881.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256 GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND II, 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
178.	0.	0.	0.	178.

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

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256 GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND IV, 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
68.	0.	0.	0.	68.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256 GAIN FROM WHI PRIVATE EQUITY MANAGERS 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
6.	0.	0.	0.	6.

(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) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	427.	0.	<427.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND II, 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
17.	0.	0.	0.	17.

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

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND IV, 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
678.	0.	0.	0.	678.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 LOSS FROM WHI PRIVATE EQUITY MANAGERS 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.	320.	0.	<320.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 GAIN FROM WHI REALTY FUND II, 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
16,440.	0.	0.	0.	16,440.

(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
47,668.	0.	0.	0.	47,668.

(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
1,046.	0.	0.	0.	1,046.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 LOSS FROM WHI FIXED INCOME FUND III, L.P. K-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	27.	0.	<27.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 LOSS FROM 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
0.	0.	74.	0.	<74.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI 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
5,422.	0.	0.	0.	5,422.

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

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

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,543.	0.	0.	0.	1,543.

(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
275.	0.	0.	0.	275.

(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
4,783.	0.	0.	0.	4,783.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND II, 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
0.	0.	124.	0.	<124.>

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

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

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	113.	0.	<113.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND IV, 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
0.	0.	1,160.	0.	<1,160.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND IV, 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
10,796.	0.	0.	0.	10,796.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL LOSS FROM WHI PRIVATE EQUITY MANAGERS 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.	119.	0.	<119.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS 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
7,082.	0.	0.	0.	7,082.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
755.	0.	0.	0.	755.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
406.	0.	0.	0.	406.

(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
978.	0.	0.	0.	978.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL LOSS FROM 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
0.	0.	74.	0.	<74.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBI CAPITAL GAIN FROM WHI REALTY FUND II, 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
14,436.	0.	0.	0.	14,436.

(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
<44,864.>	0.	0.	0.	<44,864.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM CAPITAL (LOSS) - APPLE COMPTR SALES STCL	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	33.	0.	<33.>

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
435.	0.	0.	0.	435.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN - (SEC CAP EUR REALTY LIQUIDATION)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,394.	0.	0.	0.	1,394.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	565.	0.	<565.>

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
523.	0.	0.	0.	523.

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

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN - DVI BANKRUPTCY CLAIM	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
201.	0.	0.	0.	201.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL (LOSS) - COMPLETE MGTMT BANKRUPTCY CLAIM	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	230,740.	0.	<230,740.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	537,558.

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

SOURCE	AMOUNT
INTEREST FROM IRS TREASURY	176.
WHI AGENCY INTEREST	58.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	234.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME FROM WHI FIXED INCOME FUND II, LLC K-1	2,597.	0.	2,597.
DIVIDEND INCOME FROM WHI FIXED INCOME FUND III, L.P. K-1	3,209.	0.	3,209.
DIVIDEND INCOME FROM WHI FIXED INCOME FUND, LLC K-1	1.	0.	1.
DIVIDEND INCOME FROM WHI GROWTH FUND, L.P. K-1	34,129.	0.	34,129.
DIVIDEND INCOME FROM WHI NFP FUND, LLC K-1	5,326.	0.	5,326.
DIVIDEND INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND II, L.P. K-1	6,731.	0.	6,731.
DIVIDEND INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	969.	0.	969.
DIVIDEND INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-1	13,584.	0.	13,584.
DIVIDEND INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	10,962.	0.	10,962.
DIVIDEND INCOME FROM WHI REALTY FUND II, L.P. K-1	11,307.	0.	11,307.
DIVIDEND INCOME FROM WHI REALTY FUND, LLC K-1	199.	0.	199.
DIVIDEND INCOME FROM WHI TECHNOLOGY FUND, LLC K-1	1,835.	0.	1,835.
DIVIDENS INCOME FROM WHI REALTY FUND III, L.P. K-1	2,011.	0.	2,011.
INTEREST FROM U.S. OBLIGATIONS FROM WHI FIXED INCOME FUND III, L.P. K-1	149.	0.	149.
INTEREST FROM WHI FIXED INCOME FUND II, LLC K-1	28,620.	0.	28,620.
INTEREST FROM WHI FIXED INCOME FUND III, L.P. K-1	24,091.	0.	24,091.

INTEREST FROM WHI FIXED INCOME FUND, LLC K-1	2,463.	0.	2,463.
INTEREST FROM WHI GROWTH FUND, L.P.	194.	0.	194.
INTEREST FROM WHI NFP FUND, LLC K-1	6,795.	0.	6,795.
INTEREST FROM WHI PRIVATE EQUITY MANAGERS FUND II, L.P. K-1	5,760.	0.	5,760.
INTEREST FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	628.	0.	628.
INTEREST FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-1	25,231.	0.	25,231.
INTEREST FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	4,969.	0.	4,969.
INTEREST FROM WHI REAL ESTATE PARTNERS I-F, L.P. K-1	286.	0.	286.
INTEREST FROM WHI REALTY FUND II, L.P. K-1	1,272.	0.	1,272.
INTEREST FROM WHI REALTY FUND III, L.P. K-1	46.	0.	46.
INTEREST FROM WHI REALTY FUND, LLC K-1	3,144.	0.	3,144.
INTEREST FROM WHI TECHNOLOGY FUND, LLC	1.	0.	1.
INTEREST FROM WHI VENTURE FUND I, LLC K-1	3.	0.	3.
SANFORD BERNSTEIN DIVIDENDS	37,143.	0.	37,143.
SECTION 988 INCOME FROM WHI FIXED INCOME FUND II, LLC	1,196.	0.	1,196.
SECTION 988 INCOME FROM WHI NFP FUND, LLC	4,167.	0.	4,167.
SECTION 988 INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND II, L.P. K-1	1,878.	0.	1,878.
SECTION 988 INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	1.	0.	1.
SECTION 988 INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC	1,695.	0.	1,695.
TOTAL TO FM 990-PF, PART I, LN 4	242,592.	0.	242,592.

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	<79.>
RENTAL INCOME FROM WHI PRIVATE EQUITY FUND IV, L.P. K-1	2	<12,659.>
RENTAL INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	3	<907.>
RENTAL INCOME FROM WHI REALTY FUND II, L.P. K-1	5	<127.>
OTHER RENTAL INCOME FROM WHI NFP FUND, LLC K-1	6	<3,040.>
RENTAL INCOME FROM WHI REALTY FUND III, L.P. K-1	14	<2,491.>
RENTAL INCOME FROM WHI FIXED INCOME FUND III, L.P. K-1	15	8.
RENTAL INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	16	<14.>
RENTAL INCOME FROM WHI REAL ESTATE PARTNERS I-F, L.P. K-1	17	<865.>
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, L.P. K-1	<142.>	<142.>	
ORDINARY LOSS FROM WHI FIXED INCOME FUND II, LLC K-1	<20.>	<20.>	
ORDINARY INCOME FROM WHI FIXED INCOME FUND III, L.P. K-1	5,954.	5,954.	
ORDINARY LOSS FROM WHI MORULA FUND II, L.P. K-1	<15.>	<15.>	
ORDINARY LOSS FROM WHI NFP FUND, LLC K-1	<614.>	<614.>	
ORDINARY LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND II, L.P. K-1	<5,017.>	<5,017.>	
ORDINARY LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	<2,553.>	<2,553.>	
ORDINARY INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-1	13,462.	13,462.	
ORDINARY INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	3,325.	3,325.	
ORDINARY INCOME FROM WHI REALTY FUND III, L.P. K-1	3.	3.	
ORDINARY INCOME FROM WHI REALTY FUND II, L.P. K-1	8,603.	8,603.	

ORDINARY LOSS FROM WHI REALTY FUND, LLC K-1	<18,253.>	<18,253.>
ORDINARY LOSS FROM WHI VENTURE FUND I, LLC K-1	<566.>	<566.>
OTHER PORTFOLIO INCOME FROM WHI GROWTH FUND, L.P. K-1	5,493.	5,493.
OTHER PORTFOLIO INCOME FROM FIXED INCOME FUND II, LLC K-1	7,992.	7,992.
OTHER PORTFOLIO INCOME FROM FIXED INCOME FUND III, L.P. K-1	2,225.	2,225.
OTHER PORTFOLIO INCOME FROM WHI NFP FUND, LLC K-1	86,419.	86,419.
OTHER PORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND II, L.P. K-1	164.	164.
OTHER PORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	113.	113.
OTHER PORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-1	660.	660.
OTHER PORTFOLIO LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	<2,204.>	<2,204.>
OTHER PORTFOLIO INCOME FROM WHI REALTY FUND II, L.P. K-1	3,781.	3,781.
OTHER PORTFOLIO LOSS FROM WHI REALTY FUND III, L.P. K-1	<17.>	<17.>
OTHER PORTFOLIO INCOME FROM WHI REALTY FUND, LLC K-1	1,537.	1,537.
OTHER LOSS FROM WHI NFP FUND, LLC K-1	<6,056.>	<6,056.>
OTHER INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-1	350.	350.
OTHER INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	63.	63.
OTHER INCOME FROM WHI REALTY FUND III, L.P. K-1	43.	43.
OTHER INCOME FROM WHI REALTY FUND, LLC K-1	1,203.	1,203.
OTHER INCOME FROM WHI FIXED INCOME FUND III, L.P. K-1	3,705.	3,705.
OTHER INCOEM FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	52.	52.
ORDINARY UBI FROM WHI FIXED INCOME FUND II, LLC K-1	<7,991.>	0.
ORDINARY UBI FROM WHI FIXED INCOME FUND III, L.P. K-1	2,424.	0.
ORDINARY UBI FROM WHI NFP FUND, LLC K-1	<3,431.>	0.
ORDINARY UBI FROM WHI PRIVATE EQUITY MANAGERS FUND II, L.P. K-1	<5,127.>	0.
ORDINARY UBI FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	<2,594.>	0.

ORDINARY UBI FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-1	12,212.	0.	
ORDINARY UBI FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	888.	0.	
ORDINARY UBI FROM WHI REALTY FUND II, L.P. K-1	3,491.	0.	
ORDINARY UBI FROM WHI REALTY FUND III, L.P. K-1	562.	0.	
ORDINARY UBI FROM WHI REALTY FUND, LLC K-1	<9,133.>	0.	
ORDINARY UBI FROM WHI R.E. PARTNERS I-F, L.P. K-1	39.	0.	
UBI RECLASS	8,660.	8,660.	
ROYALTY INCOME FROM WHI NFP FUND, LLC K-1	3.	3.	
ROYALTY INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-1	36.	36.	
ROYALTY INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	5.	5.	
NONTAXABLE INCOME	95.	0.	
FEDERAL INCOME TAX REFUND	18,747.	0.	
STATE INCOME TAX REFUND	10,735.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	139,311.	118,394.	

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ADVISORY FEES	82,127.	69,500.		12,627.
TO FORM 990-PF, PG 1, LN 16B	82,127.	69,500.		12,627.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES FROM WHI GROWTH FUND, L.P. K-1	139.	139.		0.
FOREIGN TAXES FROM WHI FIXED INCOME FUND II, LLC K-1	157.	157.		0.
FOREIGN TAXES FROM WHI FIXED INCOME FUND III, L.P. K-1	89.	89.		0.

FOREIGN TAXES FROM WHI NFP FUND, LLC K-1	723.	723.		0.
FOREIGN TAXES FROM WHI PRIVATE EQUITY MANAGERS FUND II, L.P. K-1	406.	406.		0.
FOREIGN TAXES FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	77.	77.		0.
FOREIGN TAXES FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-1	431.	431.		0.
FOREIGN TAXES FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	174.	174.		0.
FOREIGN TAXES FROM WHI REALTY FUND III, L.P. K-1	2.	2.		0.
FOREIGN TAXES FROM WHI REALTY FUND, LLC K-1	1,869.	1,869.		0.
FOREIGN TAXES FROM WHI TECHNOLOGY FUND, LLC K-1	14.	14.		0.
TAXES PAID ON BEHALF BY WHI PRIVATE EQUITY FUND, LLC K-1	1,148.	0.		0.
TAXES PAID ON BEHALF BY WHI REALTY FUND II, L.P. K-1	412.	0.		0.
TAXES PAID ON BEHALF BY WHI REALTY FUND, LLC K-1	2,059.	0.		0.
FEDERAL TAX PAYMENTS	27,000.	0.		0.
STATE INCOME TAX PAYMENTS	9,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	43,700.	4,081.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

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	626.	626.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM PANACEA FUND, LLC K-1	134.	134.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI GROWTH FUND, L.P. K-1	33,073.	33,073.		0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI FIXED INCOME FUND II, LLC	17,592.	17,592.		0.

DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI FIXED INCOME FUND III, L.P.	14,226.	14,226.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI FIXED INCOME FUND, LLC K-1	1,418.	1,418.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FORM WHI MORULA FUND II, L.P. K-1	10,395.	10,395.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FORM WHI NFP FUND, LLC K-1	46,787.	46,787.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI PRIVATE EQUITY FUND II, L.P.	15,588.	15,588.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI PRIVATE EQUITY FUND III, L.P	4,590.	4,590.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI PRIVATE EQUITY FUND IV, L.P.	26,794.	26,794.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI PRIVATE EQUITY FUND, LLC	19,049.	19,049.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI R.E. PARTNERS L.P. K-1	76.	76.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI REALTY FUND III, L.P. K-1	1,973.	1,973.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI REALTY FUND II, L.P. K-1	11,500.	11,500.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI REALTY FUND, LLC K-1	4,228.	4,228.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI TECHNOLOGY FUND, LLC K-1	3,531.	3,531.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI VENTURE FUND I, LLC K-1	224.	224.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI FIXED INCOME FUND II, LLC K-1	1.	1.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI NFP FUND, LLC K-1	119.	119.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI PRIVATE EQUITY FUND IV, L.P. K-1	378.	378.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI PRIVATE EQUITY FUND, LLC K-1	301.	301.	0.

DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI REALTY FUND II, L.P. K-1	379.	379.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI R.E. PARTNERS I-F, L.P. K-1	117.	117.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI REALTY FUND, LLC K-1	163.	163.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI REALTY FUND III, L.P. K-1	894.	894.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM HARRIS VENTURE PARTNERS LLC	11.	11.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI PRIVATE EQUITY FUND II, L.P.	78.	78.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI PRIVATE EQUITY FUND III, L.P.	75.	75.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI GROWTH INC FUND, L.P.	2,717.	2,717.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI FIXED INC II, LLC K-1	5,540.	5,540.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI FIXED INC III, L.P. K-1	1,573.	1,573.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI MORULA FUND II, L.P K-1	154.	154.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI NFP FUND, LLC K-1	2,713.	2,713.	0.
INTEREST EXPENSE ON INVT DEBTS - SCH A FROM WHI PRIVATE EQUITY FUND II, L.P.	103.	103.	0.
INTEREST EXPENSE ON INVT DEBTS - SCH A FROM WHI PRIVATE EQUITY FUND III, L.P	225.	225.	0.
INTEREST EXPENSE ON INVT DEBTS - SCH A FROM WHI PRIVATE EQUITY FUND IV, L.P.	2,088.	2,088.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI PRIVATE EQUITY FUND LLC	3,215.	3,215.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI R.E. PARTNERS I-F, L.P.	1.	1.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI REALTY FUND III, L.P.	1,771.	1,771.	0.

INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI REALTY FUND II, L.P.	564.	564.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI REALTY FUND, LLC K-1	234.	234.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI TECHNOLOGY FUND, LLC	177.	177.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE E FROM WHI FIXED INC FUND III, LLC	1,078.	1,078.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE E FROM WHI NPF FUND, LLC K-1	1,143.	1,143.	0.
SECTION 988 LOSS FROM WHI FIXED INCOME FUND III, L.P. K-1	335.	335.	0.
SECTION 988 LOSS FROM WHI PRIVATE EQUITY FUND III, L.P. K-1	90.	90.	0.
SECTION 988 LOSS FROM WHI REALTY FUND III, L.P. K-1	33.	33.	0.
SECTION 988 LOSS FROM WHI REALTY FUND, LLC K-1	803.	803.	0.
SECTION 988 LOSS FROM WHI NFP FUND, LLC K-1	1,419.	1,419.	0.
SECTION 988 LOSS FROM WHI PRIVATE EQUITY FUND IV, L.P. K-1	1,434.	1,434.	0.
SECTION 988 LOSS FROM WHI FIXED INCOME FUND, L.P. K-1	16.	16.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI FIXED INCOME FUND III, L.P. K-1	1.	1.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI PRIVATE EQUITY FUND III, L.P. K-1	2.	2.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI PRIVATE EQUITY FUND IV, L.P. K-1	9.	9.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI PRIVATE EQUITY FUND, LLC K-1	20.	20.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI REALTY FUND II, L.P. K-1	22.	22.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI REALTY FUND III, L.P. K-1	6.	6.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI REALTY FUND, LLC K-1	3.	3.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI PRIVATE EQUITY FUND II, L.P. K-1	1.	1.	0.

SECTION 179 EXPENSE DEDUCTION FROM WHI FIXED INCOME FUND III, L.P.	4.	4.	0.
SECTION 179 EXPENSE DEDUCTION FROM WHI PRIVATE EQUITY FUND IV, L.P. K-1	17.	17.	0.
SECTION 59(E)(2) EXPENDITURES FROM WHI PRIVATE EQUITY FUND II, L.P.	355.	355.	0.
SECTION 59(E)(2) EXPENDITURES FROM WHI PRIVATE EQUITY FUND III,	55.	55.	0.
SECTION 59(E)(2) EXPENDITURES FROM WHI PRIVATE EQUITY FUND IV, L.P.	1,221.	1,221.	0.
SECTION 59(E)(2) EXPENDITURES FROM WHI PRIVATE EQUITY FUND, LLC K-1	840.	840.	0.
NONDEDUCTIBLE EXPENSES FROM WHI FIXED INCOME FUND III, L.P. K-1	9.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI MORULA II, L.P. K-1	1.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI NFP FUND, LLC K-1	4.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI PRIVATE EQUITY FUND II, LLC K-1	17.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI PRIVATE EQUITY FUND III, L.P. K-1	59.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI PRIVATE EQUITY FUND IV, L.P. K-1	81.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI PRIVATE EQUITY FUND,, LLC K-1	140.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI REALTY FUND III, L.P. K-1	1.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI REALTY FUND II, L.P. K-1	138.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI REALTY FUND, LLC K-1	38.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI R.E. PARTNERS I-F, L.P. K-1	1.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI VENTURES FUND I, LLC K-1	9.	0.	0.
OTHER NONDEDUCTIBLE EXPENSES	17.	0.	0.
ROYALTY EXPENSES	14.	14.	0.
INVESTMENT ADVISORY FEES	4,625.	4,625.	0.
EVENT EXPENSE	450.	0.	0.
BANK FEES	45.	45.	0.

FILING FEES	51.	0.		15.
TO FORM 990-PF, PG 1, LN 23	250,002.	248,986.		15.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

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

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SANFORD BERNSTEIN	FMV	953,311.	1,033,477.
WHI PRIVATE EQUITY FUND CORPORATION	FMV	3,073,191.	60,604.
WHI PRIVATE EQUITY FUND CORPORATION II	FMV	484,262.	51,682.
HARRIS VENTURE PARTNERS, LLC	FMV	43,498.	40,027.
WHI FIXED INCOME FUND, LLC	FMV	22,761.	15,635.
WHI FIXED INCOME FUND II, LLC	FMV	497,920.	338,073.
WHI FIXED INCOME FUND III, L.P.	FMV	385,742.	295,345.
WHI GROWTH FUND, L.P.	FMV	2,528,833.	2,850,085.
WHI MORULA FUND II, L.P.	FMV	272,458.	104,071.
WHI PRIVATE EQUITY MANAGERS FUND, LLC	FMV	524,246.	531,454.
WHI PRIVATE EQUITY MANAGERS FUND II, L.P.	FMV	451,107.	458,956.
WHI PRIVATE EQUITY MANAGERS FUND III, L.P.	FMV	118,359.	146,960.
WHI PRIVATE EQUITY MANAGERS FUND IV, L.P.	FMV	578,931.	672,996.
WHI REAL ESTATE PARTNERS 1-F, L.P.	FMV	25,672.	36,280.
WHI REALTY FUND, LLC	FMV	246,022.	171,503.
WHI REALTY FUND II, L.P.	FMV	666,128.	589,094.
WHI REALTY FUND III, L.P.	FMV	118,172.	104,351.
WHI NFP FUND, LLC	FMV	2,740,070.	3,240,410.
WHI VENTURE FUND I, LLC	FMV	8,248.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,738,931.	10,741,003.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	763.	828.	828.
TO FORM 990-PF, PART II, LINE 15	763.	828.	828.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL INCOME TAX PAYABLE	13,500.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	13,500.	0.

FORM 990-PF — PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS — STATEMENT 13

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 FEIN #36-3866527

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2012

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						
350 Org	155 Water Street, 6th Floor Brooklyn, NY 11201	N/A	Public	General Operating Support/Annual Gift	11/6/2012	$2,500
Alzheimer's Disease And Related Disorders Association, Inc.	9370 Olive Boulevard St Louis, MO 63132	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$1,000
American Jewish Committee	165 E 56th St New York, NY 10022	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$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	12/10/2012	$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	12/10/2012	$2,500
Barnes Jewish Hospital Foundation	1001 Highlands Plaza Drive, Ste 140 St Louis, MO 63110	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$100,000
Bend the Arc - A Jewish Partnership for Justice [formerly Jewish Funds For Justice, Inc]	330 Seventh Ave , 19th Floor New York, NY 10001	N/A	Public	General Operating Support/Annual Gift	7/25/2012	$15,000
Cancer Support Community of Greater St. Louis	1058 Old Des Peres Rd St Louis, MO 63131	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$20,000
Cancer Support Community of Greater St. Louis	1058 Old Des Peres Rd St Louis, MO 63131	N/A	Public	General Operating Support/Annual Gift	12/27/2012	$1,000
Church Street School [as fiscal sponsor for Jazz Standard Discovery Program]	74 Warren St New York, NY 10007	N/A	Public	General Operating Support/Annual Gift	12/11/2012	$908
Contemporary Art Museum St. Louis	3750 Washington Blvd St Louis, MO 63108	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$2,000
Correctional Association of New York	2090 Adam Clayton Powell Blvd Suite 200 New York, NY 10027	N/A	Public	General Operating Support/Annual Gift	12/11/2012	$10,000
East Hampton Food Pantry	219 Accabonac Road East Hampton, NY 11937	N/A	Public	General Operating Support/Annual Gift	12/11/2012	$1,500
Forest Park Forever Inc.	5595 Grand Drive in Forest Park St Louis, MO 63112	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$1,500
Greenpeace		N/A	Public	General Operating Support/Annual Gift	8/28/2012	$10,000
Highlander Research and Education Center Inc	1959 Highlander Way New Market, TN 37820	N/A	Public	General Operating Support/Annual Gift	7/25/2012	$1,382
Hudson Link for Higher Education in Prison	23 Spring St Ossining, NY 10562	N/A	Public	General Operating Support/Annual Gift	12/11/2012	$1,500
J Street Education Fund	P O Box 66073 Washington, DC 20035	N/A	Public	General Operating Support/Annual Gift	7/25/2012	$3,500

Part XV, Line 3A

FEIN #36-3866527

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2012

Recipient Name	Address	If grantee is individual, show relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Payment Date	Amount
Jazz St. Louis - Jazz at the Bistro	3547 Olive Street, Suite 260 St Louis, MO 63103	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$5,000
Jewish Federation of St Louis	12 Millstone Campus Drive St Louis, MO 63146	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$20,000
Jewish Women's Archive	1 Harvard St Brookline, MA 02445	N/A	Public	General Operating Support/Annual Gift	7/25/2012	$2,500
Jews for Racial and Economic Justice	666 Broadway Suite 500 New York, NY 10012	N/A	Public	General Operating Support/Annual Gift	7/25/2012	$4,000
John Burroughs School	755 South Price Road St Louis, MO 63124	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$2,000
Laumeier Sculpture Park	12580 Rott Road St Louis, MO 63127	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$1,000
Madison Square Park Conservancy, Inc.	Eleven Madison Ave , 28th Floor New York, NY 10010	N/A	Public	General Operating Support/Annual Gift	5/1/2012	$50,000
Moog Center for Deaf Education	12300 South Forty Drive St Louis, MO 63141	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$20,000
NARAL Pro-Choice America Foundation	1156 15th Street, N W , Suite 700 Washington, DC 20005	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$5,000
National Advocates for Pregnant Women	15 West 36th Street Suite 901 New York, NY 10018	N/A	Public	General Operating Support/Annual Gift	7/25/2012	$1,000
National Council of Jewish Women-St. Louis Section	8350 Delcrest Dr St Louis, MO 63124	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$1,000
New Press, The	38 Greene St , 4th Floor New York, NY 10013	N/A	Public	General Operating Support/Annual Gift	7/25/2012	$2,500
New York Women's Foundation	434 W 33rd Street, 8th Floor New York, NY 10001	N/A	Public	General Operating Support/Annual Gift	7/25/2012	$2,750
Opera Theatre of St Louis	210 Hazel Ave St Louis, MO 63119	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$10,000
People for the American Way Foundation	1101 15th Street, NW, Ste 600 Washington, DC 20005-5002	N/A	Public	General Operating Support/Annual Gift	7/25/2012	$1,500
Planned Parenthood of the St Louis Region	4251 Forest Park Avenue St Louis, MO 63108-	N/A	Public	General Operating Support/Annual Gift	2/24/2012	$2,500
Planned Parenthood of the St. Louis Region	4251 Forest Park Avenue St Louis, MO 63108-	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$10,000
Political Research Associates	1310 Broadway, Suite 201 Somerville, MA 02144	N/A	Public	General Operating Support/Annual Gift	7/25/2012	$13,868
Project Ark/ Washington University - "The SPOT"	4169 Laclede Ave St Louis, MO 63108	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$25,000

Part XV, Line 3A

FEIN #36-3866527

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2012

Recipient Name	Address	If grantee is individual, show relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Payment Date	Amount
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	12/10/2012	$75,000
Resist Inc.	259 Elm Street, Suite 201 Somerville, MA 02144	N/A	Public	General Operating Support/Annual Gift	7/25/2012	$2,000
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	12/10/2012	$12,500
Saint Louis Zoo Foundation	One Government Drive, Forest Park St Louis, MO 63110	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$1,000
Scholarship Foundation Of St. Louis	8215 Clayton Road St Louis, MO 63117	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$5,000
Share Our Strength, Inc.	1730 M Street N W , Suite 700 Washington, DC 20036	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$5,000
Share Our Strength, Inc.	1730 M Street N W , Suite 700 Washington, DC 20036	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$2,500
Sheldon Arts Foundation	3648 Washington Blvd St Louis, MO 63108	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$1,000
Shine Global	225 Midland Ave Montclair, NJ 07042	N/A	Public	General Operating Support/Annual Gift	10/23/2012	$2,500
Sierra Club Foundation		N/A	Public	General Operating Support/Annual Gift	8/7/2012	$5,000
Solar Electic Light Fund	1612 K Street NW, Suite 300 Washington, DC 20006	N/A	Public	General Operating Support/Annual Gift	12/11/2012	$1,000
St. Louis Art Museum Foundation	One Fine Arts Drive St Louis, MO 63110-1380	N/A	Public	General Operating Support/Annual Gift	11/16/2012	$3,883
St. Louis Art Museum Foundation	One Fine Arts Drive St Louis, MO 63110-1380	N/A	Public	Capital Campaign	12/10/2012	$1,000,000
St Louis Art Museum Foundation	One Fine Arts Drive St Louis, MO 63110-1380	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$25,000
St. Louis Art Museum Foundation	One Fine Arts Drive St Louis, MO 63110-1380	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$5,000
St. Louis Beacon	3655 Olive St St Louis, MO 63108	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$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	12/10/2012	$7,500
StreetSquash	40 W 116th Street New York, NY 10026	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$5,000
Theatre for a New Audience, Inc.	154 Christopher St , # 3 D New York, NY 10014	N/A	Public	General Operating Support/Annual Gift	7/24/2012	$40,000

Part XV, Line 3A

FEIN #36-3866527

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2012

Recipient Name	Address	If grantee is individual, show relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Payment Date	Amount
Union Square Partnership, Inc.	4 Irving Place, Room 1320-S New York, NY 10003	N/A	Public	General Operating Support/Annual Gift	8/21/2012	$12,000
Urban Strategies	720 Olive Street, Suite 2600 St Louis, MO 63101	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$20,000
Washington University	1 Brookings Drive Box 1082 St Louis, MO 63130	N/A	Public	General Operating Support/Annual Gift	12/10/2012	$10,000

Total Rotonda Foundation (59 items) **$1,608,291**

Form **8868** (Rev. January 2013)
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 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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2012 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	$ 32,616.
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	$ 29,616.
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	$ 3,000.

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

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

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

- 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, 2013.

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______ .

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

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

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 32,616.
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	$ 32,616.
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 ▶ 8/13/2013