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201310

OMB No. 1545-0052

2012

Open to public inspection

990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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.

For calendar year 2012 or tax year beginning NOV 1, 2012, and ending OCT 31, 2013

Name of foundation
MARGOT & THOMAS PRITZKER FAMILY FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
71 SOUTH WACKER DRIVE 4700

City or town, state, and ZIP code
CHICAGO, IL 60606

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

▶ \$ **66,685,028.** (Part I, column (d) must be on cash basis.)

A Employer identification number
36-3852559

B Telephone number
(312) 577-2600

C If exemption application is pending, check here ☐

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		442,108.	440,884.		STATEMENT 3
4 Dividends and interest from securities		883,561.	883,561.		STATEMENT 4
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,915,690.			
b Gross sales price for all assets on line 6a		3,504,151.			
7 Capital gain net income (from Part IV, line 2)			2,915,690.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Other income		<37,920.>	<34,887.>		STATEMENT 5
12 Total. Add lines 1 through 11		4,203,439.	4,205,248.		
13 Compensation for officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	STMT 6	111.	0.		111.
b Accounting fees	STMT 7	3,050.	0.		3,050.
c Other professional fees	STMT 8	432,616.	432,615.		0.
17 Interest					
18 Taxes	STMT 9	50,205.	50,205.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 10	93,659.	92,090.		71.
24 Total operating and administrative expenses. Add lines 13 through 23		579,641.	574,910.		3,232.
25 Contributions, gifts, grants paid		1,626,305.			1,626,305.
26 Total expenses and disbursements. Add lines 24 and 25		2,205,946.	574,910.		1,629,537.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,997,493.			
b Net investment income (if negative, enter -0-)			3,630,338.		
c Adjusted net income (if negative, enter -0-)				N/A	

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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**MARGOT & THOMAS PRITZKER FAMILY
FOUNDATION**

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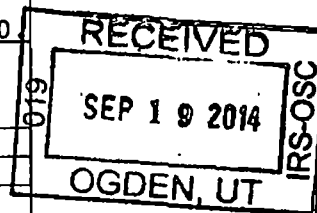
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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only.

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	27,721.	40,107.	40,107.	
	2 Savings and temporary cash investments	2,878,393.	2,618,123.	2,448,337.	
	3 Accounts receivable				
	Less: allowance for doubtful accounts				
	4 Pledges receivable				
	Less: allowance for doubtful accounts				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable				
	Less: allowance for doubtful accounts				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
Assets	11 Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation				
	12 Investments - mortgage loans				
	13 Investments - other	47,454,580.	48,904,681.	63,388,454.	
	14 Land, buildings, and equipment: basis				
	Less: accumulated depreciation				
	15 Other assets (describe: STATEMENT 12)	0.	808,130.	808,130.	
	16 Total assets (to be completed by all filers)	50,360,694.	52,371,041.	66,685,028.	
	Liabilities	17 Accounts payable and accrued expenses			
		18 Grants payable			
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe:)					
23 Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	24 Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	25 Unrestricted				
	26 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	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	50,360,694.	52,371,041.		
	30 Total net assets or fund balances	50,360,694.	52,371,041.		
	31 Total liabilities and net assets/fund balances	50,360,694.	52,371,041.		



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	50,360,694.
2 Enter amount from Part I, line 27a	2	1,997,493.
3 Other increases not included in line 2 (itemize: OTHER ADJUSTMENT)	3	12,854.
4 Add lines 1, 2, and 3	4	52,371,041.
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	52,371,041.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b 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 3,504,151.		588,461.	2,915,690.

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			2,915,690.

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	2,915,690.
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(a) 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	2,437,428.	46,767,164.	.052118
2010	3,211,520.	44,357,958.	.072400
2009	2,353,526.	42,181,514.	.055795
2008	2,740,880.	37,247,370.	.073586
2007	2,596,911.	52,834,159.	.049152

2 Total of line 1, column (d) ...	2	.303051
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	.060610
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	64,379,451.
5 Multiply line 4 by line 3	5	3,902,039.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36,303.
7 Add lines 5 and 6	7	3,938,342.
8 Enter qualifying distributions from Part XII, line 4	8	1,629,537.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	72,607.
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	72,607.
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	72,607.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	74,501.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	74,501.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,894.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,894. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► IL, CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	<input checked="" type="checkbox"/>	<input type="checkbox"/>
14 The books are in care of DIVERSIFIED FINANCIAL MGMT CORP. Telephone no. 312-577-2600 Located at 71 S. WACKER DRIVE, SUITE 4700, CHICAGO, IL ZIP+4 60606			
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	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c	<input checked="" type="checkbox"/>
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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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?			
		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 0.
b	Average of monthly cash balances	1b 3,896,386.
c	Fair market value of all other assets	1c 61,463,463.
d	Total (add lines 1a, b, and c)	1d 65,359,849.
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 65,359,849.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 980,398.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 64,379,451.
6	Minimum investment return. Enter 5% of line 5	6 3,218,973.

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

1	Minimum investment return from Part X, line 6	1 3,218,973.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 72,607.
2b	Income tax for 2012. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 72,607.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 3,146,366.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 3,146,366.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 3,146,366.

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 1,629,537.
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 1,629,537.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,629,537.

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

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**MARGOT & THOMAS PRITZKER FAMILY
FOUNDATION**

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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				3,146,366.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			57,408.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,629,537.				
a Applied to 2011, but not more than line 2a			57,408.	
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				1,572,129.
e Remaining amount distributed out of corpus	0.			
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:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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				1,574,237.
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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N/A

- 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**

- 3 Subtract line 2d from line 2c
Complete 3a, b, or c for the
alternative test relied upon:

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(i)(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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

- a The name, address, and telephone number 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

MARGOT & THOMAS PRITZKER FAMILY

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FOUNDATION

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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

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Part XVI-A

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	442,108.	
		14	883,561.	
		14	1,147.	
		18	2,915,690.	
	<39,067.>			
	<39,067.>		4,242,506.	0
			13	4,203,439

Part XVI-B[illegible]

Part XVII: Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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


[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

[illegible]


ITS IMAGE "Do not correspond for sensitive"

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, this return is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  **Date** 9/12/14 **Title** VICE PRESIDENT

Signature of officer or trustee

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 <input type="checkbox"/> if self-employed	PTIN
	CHARLES J. BARRON		9/14/12		P01069918
	Firm's name ▶ DIVERSIFIED FINANCIAL MANAGEMENT CORP.			Firm's EIN ▶ 36-2997599	
	Firm's address ▶ 71 S. WACKER DRIVE, SUITE 4700 CHICAGO, IL 60606			Phone no. 312-577-2600	

Form 990-PF (2012)

MARGOT & THOMAS PRITZKER FAMILY
FOUNDATION

CONTINUATION FOR 990-PF, PART IV
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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 PRITZKER FAMILY FOUNDATIONS LLC	P	VARIOUS	VARIOUS
b EGERTON INVESTMENT PARTNERS, LP	P	VARIOUS	VARIOUS
c HILDENE CLO EQUITY & TARP	P	VARIOUS	VARIOUS
d MFP PARTNERS, L.P.	P	VARIOUS	VARIOUS
e MEDA ACCESS FEEDER FUND, L.P.	P	VARIOUS	VARIOUS
f INDUS JAPAN LONG ONLY FUND, LP	P	VARIOUS	VARIOUS
g WTC-CTF ENDURING ASSETS	P	VARIOUS	VARIOUS
h NEWPORT ASIA INST FUND LP	P	VARIOUS	VARIOUS
i US BANK	P	VARIOUS	VARIOUS
j NAVIGATOR PARTNERS FUND, LP	P	VARIOUS	VARIOUS
k PRITZKER FAMILY FOUNDATIONS LLC	P	VARIOUS	VARIOUS
l EGERTON INVESTMENT PARTNERS, LP	P	VARIOUS	VARIOUS
m MFP PARTNERS, L.P.	P	VARIOUS	VARIOUS
n MEDA ACCESS FEEDER FUND, L.P.	P	VARIOUS	VARIOUS
o INDUS JAPAN LONG ONLY FUND, LP	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 91,677.			91,677.
b 13,369.			13,369.
c		73,703.	<73,703.>
d		3,460.	<3,460.>
e		3,880.	<3,880.>
f 10,832.			10,832.
g 1,867.			1,867.
h		1,666.	<1,666.>
i 63,298.			63,298.
j		18.	<18.>
k 1,927,937.			1,927,937.
l 3,270.			3,270.
m 33,147.			33,147.
n		15,331.	<15,331.>
o 60,131.			60,131.

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			91,677.
b			13,369.
c			<73,703.>
d			<3,460.>
e			<3,880.>
f			10,832.
g			1,867.
h			<1,666.>
i			63,298.
j			<18.>
k			1,927,937.
l			3,270.
m			33,147.
n			<15,331.>
o			60,131.

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 }

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

MARGOT & THOMAS PRITZKER FAMILY
FOUNDATION

CONTINUATION FOR 990-PF, PART IV
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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 WTC-CTF ENDURING ASSETS	P	VARIOUS	VARIOUS
b NEWPORT ASIA INST FUND LP	P	VARIOUS	VARIOUS
c US BANK	P	VARIOUS	VARIOUS
d PRITZKER FAMILY FOUNDATIONS LLC SEC1256 ST	P	VARIOUS	VARIOUS
e PRITZKER FAMILY FOUNDATIONS LLC SEC1256 LT	P	VARIOUS	VARIOUS
f INDUS JAPAN LONG ONLY FUND, LP SEC1256 ST	P	VARIOUS	VARIOUS
g INDUS JAPAN LONG ONLY FUND, LP SEC1256 LT	P	VARIOUS	VARIOUS
h NAVIGATOR PARTNERS FUND, LP SEC1256 ST	P	VARIOUS	VARIOUS
i NAVIGATOR PARTNERS FUND, LP SEC1256 LT	P	VARIOUS	VARIOUS
j PRITZKER FAMILY FOUNDATIONS LLC SEC1231	P	VARIOUS	VARIOUS
k MFP PARTNERS, L.P. SEC 1231	P	VARIOUS	VARIOUS
l PIMCO FUNDS	P	VARIOUS	VARIOUS
m HSBC PRIVATE BANK	P	VARIOUS	VARIOUS
n DOUBLELINE TOTAL RETURN BOND FUND	P	VARIOUS	VARIOUS
o US BANK	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 8,799.			8,799.
b 23,885.			23,885.
c 86,632.			86,632.
d 470.			470.
e 704.			704.
f 24,954.			24,954.
g 37,430.			37,430.
h		44,697.	<44,697.>
i		67,045.	<67,045.>
j 7,638.			7,638.
k		118.	<118.>
l		6,544.	<6,544.>
m		204,578.	<204,578.>
n 14,303.			14,303.
o		13,924.	<13,924.>

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			8,799.
b			23,885.
c			86,632.
d			470.
e			704.
f			24,954.
g			37,430.
h			<44,697.>
i			<67,045.>
j			7,638.
k			<118.>
l			<6,544.>
m			<204,578.>
n			14,303.
o			<13,924.>

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

MARGOT & THOMAS PRITZKER FAMILY
FOUNDATION

CONTINUATION FOR 990-PF, PART IV
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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 ISHARES FTSE/XINHUA CHINA 25 INDEX (ETF)	P	VARIOUS	VARIOUS
b VIKING GLOBAL EQUITIES, LP	P	VARIOUS	VARIOUS
c TIGER GLOBAL, LTD.	P	VARIOUS	VARIOUS
d MEDA ACCESS FEEDER FUND, L.P.	P	VARIOUS	VARIOUS
e EPI-WISDOM TREE INDIA ETF	P	VARIOUS	VARIOUS
f NEW VERNON INDIA (CAYMEN) FUND	P	VARIOUS	VARIOUS
g EGERTON EU DOLLAR FUND LTD	P	VARIOUS	VARIOUS
h THE MONTEPELIER FUND	P	VARIOUS	VARIOUS
i US BANK	P	VARIOUS	VARIOUS
j CANTILLON WORLD LTD CL C	P	VARIOUS	VARIOUS
k CAPITAL GAINS DIVIDENDS			
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		62,583.	<62,583.>
b 276,497.			276,497.
c 571,158.			571,158.
d		4,857.	<4,857.>
e		86,057.	<86,057.>
f 5,215.			5,215.
g 111,608.			111,608.
h 2,020.			2,020.
i 117,462.			117,462.
j 45.			45.
k 9,803.			9,803.
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			<62,583.>
b			276,497.
c			571,158.
d			<4,857.>
e			<86,057.>
f			5,215.
g			111,608.
h			2,020.
i			117,462.
j			45.
k			9,803.
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	2,915,690.
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

MARGOT & THOMAS PRITZKER FAMILY FOUNDATION
 PASSTHROUGH ENTITY INCOME/DEDUCTION SUPPORTING STATEMENTS
 FORM 990-PF
 FISCAL YEAR 10/31/2013

ORDINARY INC/LOSS-PASSIVE	PRITZKER FAMILY FOUNDATIONS LLC	175.00
ORDINARY INC/LOSS-PASSIVE	MFP PARTNERS, L.P.	117.00
ORDINARY INC/LOSS-PASSIVE	ENERGY CAPITAL PARTNERS MEZZANINE OPP FUND LP	392.00
DEPLETION - PASSIVE	PRITZKER FAMILY FOUNDATIONS LLC	36,034.00
		<u>35,700.00</u> Loss
INC/LOSS RENT R/E-PASSIVE	PRITZKER FAMILY FOUNDATIONS LLC	13,400.00
INC/LOSS RENT R/E-PASSIVE	MFP PARTNERS, L.P.	5.00
INC/LOSS OTH RENTAL-PASSI	PRITZKER FAMILY FOUNDATIONS LLC	48,095.00
INC/LOSS OTH RENTAL-PASSI	MFP PARTNERS, L.P.	6.00
		<u>61,494.00</u> Loss
INTEREST INCOME-PORTFOLIO	PRITZKER FAMILY FOUNDATIONS LLC	135,121.00
INTEREST INCOME-PORTFOLIO	EGERTON INVESTMENT PARTNERS, LP	2,480.00
INTEREST INCOME-PORTFOLIO	MFP PARTNERS, L.P.	4,004.00
INTEREST INCOME-PORTFOLIO	MEIDA ACCESS FEEDER FUND, L.P.	43.00
INTEREST INCOME-PORTFOLIO	NAVIGATOR PARTNERS FUND, LP	33.00
INTEREST INCOME-PORTFOLIO	INDUS JAPAN LONG ONLY FUND, LP	339.00
INTEREST INCOME-PORTFOLIO	WTC-CTF ENDURING ASSETS	98.00
INTEREST INCOME-PORTFOLIO	NEWPORT ASIA INST FUND LP	5.00
INTEREST INCOME-PORTFOLIO	ENERGY CAPITAL PARTNERS MEZZANINE OPP FUND LP	3,325.00
		<u>145,448.00</u>
US GOV'T INTEREST - PORTFOLIO	PRITZKER FAMILY FOUNDATIONS LLC	72.00
US GOV'T INTEREST - PORTFOLIO	EGERTON INVESTMENT PARTNERS, LP	126.00
US GOV'T INTEREST - PORTFOLIO	MFP PARTNERS, L.P.	38.00
		<u>236.00</u>
DIVIDEND INCOME-PORTFOLIO	PRITZKER FAMILY FOUNDATIONS LLC	666,549.00
DIVIDEND INCOME-PORTFOLIO	EGERTON INVESTMENT PARTNERS, LP	7,969.00
DIVIDEND INCOME-PORTFOLIO	MFP PARTNERS, L.P.	11,586.00
DIVIDEND INCOME-PORTFOLIO	NAVIGATOR PARTNERS FUND, LP	1,503.00
DIVIDEND INCOME-PORTFOLIO	INDUS JAPAN LONG ONLY FUND, LP	18,908.00
DIVIDEND INCOME-PORTFOLIO	WTC-CTF ENDURING ASSETS	2,846.61
DIVIDEND INCOME-PORTFOLIO	NEWPORT ASIA INST FUND LP	59,332.00
		<u>789,693.61</u>
OTHER INCOME/LOSS	PRITZKER FAMILY FOUNDATIONS LLC	20,723.00
OTHER INCOME/LOSS	EGERTON INVESTMENT PARTNERS, LP	14,536.00
OTHER INCOME/LOSS	MFP PARTNERS, L.P.	908.00
OTHER INCOME/LOSS	INDUS JAPAN LONG ONLY FUND, LP	6,971.00
OTHER INCOME/LOSS	WTC-CTF ENDURING ASSETS	1,193.00
OTHER INCOME/LOSS	NEWPORT ASIA INST FUND LP	3,023.00
OTHER INCOME/LOSS	ENERGY CAPITAL PARTNERS MEZZANINE OPP FUND LP	357.00
OTHER INCOME/LOSS-PORTFOLIO	PRITZKER FAMILY FOUNDATIONS LLC	12,604.00

OTHER INCOME/LOSS-PORTFOLIO	MEDA ACCESS FEEDER FUND, L.P.	567.00
OTHER INCOME/LOSS-PORTFOLIO	WTC-CTF ENDURING ASSETS	144.00
		<u>52,844.00- Income</u>
TAX-EXEMPT INTEREST INC	PRITZKER FAMILY FOUNDATIONS LLC	<u>1,224.00-</u>
NON-TAXABLE INCOME	PRITZKER FAMILY FOUNDATIONS LLC	<u>36,034.00-</u>
CHARITABLE CONTRIBUTION	PRITZKER FAMILY FOUNDATIONS LLC	79.00
CHARITABLE CONTRIBUTION	MFP PARTNERS, L.P.	9.00-
CHARITABLE CONTRIBUTION	ENERGY CAPITAL PARTNERS MEZZANINE OPP FUND LP	1.00
		<u>71.00</u>
PORT DEDUCT-SUBJ TO 2*	PRITZKER FAMILY FOUNDATIONS LLC	336,903.00
PORT DEDUCT-SUBJ TO 2*	MFP PARTNERS, L.P.	16,349.00
PORT DEDUCT-SUBJ TO 2*	MEDA ACCESS FEEDER FUND, L.P.	3,119.00
PORT DEDUCT-SUBJ TO 2*	WTC-CTF ENDURING ASSETS	559.00
PORT DEDUCT-SUBJ TO 2*	NEWPORT ASIA INST FUND LP	26,982.00
PORT DEDUCT-SUBJ TO 2*	ENERGY CAPITAL PARTNERS MEZZANINE OPP FUND LP	3,378.00
		<u>387,290.00</u>
OTHER DEDUCT-ACTIVE	PRITZKER FAMILY FOUNDATIONS LLC	7,559.00
OTHER DEDUCT-ACTIVE	MFP PARTNERS, L.P.	143.00
OTHER DEDUCT-ACTIVE	NAVIGATOR PARTNERS FUND, LP	1,282.00
OTHER DEDUCT-ACTIVE	INDUS JAPAN LONG ONLY FUND, LP	10,627.00
		<u>19,611.00</u>
SEC 59 (E) (2) EXPENDITURES	PRITZKER FAMILY FOUNDATIONS LLC	<u>50,388.00</u>
FOREIGN TAX PAID-PASSIVE	PRITZKER FAMILY FOUNDATIONS LLC	12,696.00
FOREIGN TAX PAID-PASSIVE	EGERTON INVESTMENT PARTNERS, LP	384.00
FOREIGN TAX PAID-PASSIVE	MFP PARTNERS, L.P.	356.00
FOREIGN TAX PAID-PASSIVE	INDUS JAPAN LONG ONLY FUND, LP	1,301.00
FOREIGN TAX PAID-PASSIVE	WTC-CTF ENDURING ASSETS	1,797.00
FOREIGN TAX PAID-PASSIVE	NEWPORT ASIA INST FUND LP	3,671.00
		<u>20,205.00</u>
INVESTMENT INTEREST EXP	PRITZKER FAMILY FOUNDATIONS LLC	17,104.00
INVESTMENT INTEREST EXP	EGERTON INVESTMENT PARTNERS, LP	356.00
INVESTMENT INTEREST EXP	MFP PARTNERS, L.P.	3.00
INVESTMENT INTEREST EXP	INDUS JAPAN LONG ONLY FUND, LP	248.00
INVESTMENT INTEREST EXP	NEWPORT ASIA INST FUND LP	2.00
INVESTMENT INTEREST EXP	ENERGY CAPITAL PARTNERS MEZZANINE OPP FUND LP	436.00
		<u>18,149.00</u>
NON-DEDUCTIBLE EXP/LOSS	PRITZKER FAMILY FOUNDATIONS LLC	<u>1,498.00</u>

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

SOURCE	AMOUNT
HILDENE CLO EQUITY & TARP	237,416.
INTEREST INCOME FROM PASSTHROUGHS	146,672.
JP MORGAN CHASE BANK	154.
MORGAN STANLEY	1.
US BANK	57,577.
US GOV'T INTEREST INCOME FROM PASSTHROUGHS	236.
WELLS FARGO	52.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	442,108.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 4

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME FROM PASSTHROUGHS	768,694.	0.	768,694.
HILDENE CLO EQUITY & TARP	29,589.	0.	29,589.
JP MORGAN CHASE BANK	258.	0.	258.
MORGAN STANLEY	94,823.	9,803.	85,020.
TOTAL TO FM 990-PF, PART I, LN 4	893,364.	9,803.	883,561.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME - PRITZKER FAMILY FOUNDATIONS	7,903.	7,903.	
OTHER INCOME - FROM PASSTHROUGHS	52,844.	52,844.	
RENTAL R/E INCOME - FROM PASSTHROUGHS	<61,494.>	<61,494.>	
CANCELLATION OF DEBT - PRITZKER FAMILY OUNDATIONS, LLC	2.	2.	
ORDINARY INCOME/LOSS - FROM PASSTHROUGHS	<35,700.>	<35,700.>	
OTHER MISCELLANEOUS INCOME	1,558.	1,558.	
NONTAXABLE INCOME	36,034.	0.	
PRITZKER FAMILY FOUNDATIONS LLC	<32,174.>	0.	
MFP PARTNERS	1,935.	0.	

ENERGY CAPITAL PARTNERS MEZZANINE
OPPORTUNITIES FUND A, LP

<8,828.>

0.

TOTAL TO FORM 990-PF, PART I, LINE 11

<37,920.>

<34,887.>

FORM 990-PF

LEGAL FEES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES- SUGAR FELSENTHAL GRAIS & HAMMER, LLP	111.	0.		111.
TO FM 990-PF, PG 1, LN 16A	111.	0.		111.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - PRICEWATERHOUSECOOPERS	3,050.	0.		3,050.
TO FORM 990-PF, PG 1, LN 16B	3,050.	0.		3,050.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS - FROM PASSTHROUGHS SEE STATEMENT	387,290.	387,290.		0.
INVESTMENT ADVISORY FEES	45,326.	45,325.		0.
TO FORM 990-PF, PG 1, LN 16C	432,616.	432,615.		0.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - FROM PASSTHROUGHS SEE STATEMENT	20,205.	20,205.		0.
FEDERAL INCOME TAX	30,000.	30,000.		0.
TO FORM 990-PF, PG 1, LN 18	50,205.	50,205.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSE	182.	182.		0.
CHARITABLE CONTRIBUTIONS - FROM PASSTHROUGHS SEE STATEMENT	71.	0.		71.
NON DEDUCTIBLE EXPENSES - FROM PASSTHROUGHS SEE STATEMENT	1,498.	0.		0.
BANK FEES	3,756.	3,756.		0.
OTHER DEDUCTIONS - FROM PASSTHROUGHS SEE STATEMENT	19,611.	19,611.		0.
INVESTMENT INTEREST EXPENSE - FROM PASSTHROUGHS SEE STATEMENT	18,149.	18,149.		0.
ROYALTIES EXPENSE - PRITZKER FAMILY FOUNDATIONS, LLC	4.	4.		0.
SECTION 59(E)(2) EXPENSE - PRITZKER FAMILY FOUNDATIONS, LLC	50,388.	50,388.		0.
TO FORM 990-PF, PG 1, LN 23	93,659.	92,090.		71.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACON EQUITY PARTNERS III, LP	COST	501,432.	425,844.
ARISAIG AFRICA CONSUMER FUND, LTD	COST	1,000,000.	1,115,473.
ASTENBECK OFFSHORE COMMODITIES	COST	1,625,000.	1,509,480.
CEPHEI QFII CHINA ABSLT RTN	COST		
OFFSHORE FEEDR FND		1,700,000.	1,736,720.
CLAROS REAL ESTATE SECURITIES	COST	975,000.	1,353,076.
DOUBLELINE OPPORTUNISTIC FUND	COST	790,000.	943,352.
DOUBLELINE TOTAL RETURN BOND FUND	COST	0.	0.
EGERTON EU DOLLAR FUND	COST	0.	0.
EGERTON INVESTMENT PARTNERS, LP	COST	1,796,997.	2,474,740.
ENERGY CAPITAL PARTNERS MEZZANINE	COST		
OPP FUND, LP		47,831.	63,449.
HILDENE CLO EQUITY & TARP	COST	1,248,153.	1,380,882.
HILDENE OPPORTUNITIES OFFSHORE	COST	842,890.	3,116,657.
HSBC PRIVATE BANK (GOLD)	COST	3,334,245.	3,020,839.
INDUS JAPAN LONG ONLY	COST	1,717,450.	2,875,603.
LONE CASCADE, LP	COST	2,145,000.	4,308,184.
LONE STAR FUND VIII (US), LP	COST	63,399.	53,186.
M SQUARE BRAZIL	COST	1,650,000.	1,856,845.
MEDIA ACCESS FEEDER FUND	COST	0.	0.
MEXCIAN BONDS NESARR FIX RT	COST	1,083,993.	1,104,761.
MFP PARTNERS	COST	<137,506.>	52,800.
NAVIGATOR PARTNERS FUND LP	COST	1,881,608.	1,808,718.
NEVSKY FUND LIMITED	COST	720,000.	901,407.
NEWPORT ASIA INSTITUTIONAL FUND LP	COST	1,432,800.	0.
ONE WILLIAM STREET	COST	0.	0.
PIMCO	COST	0.	0.
PINGORGA MSR OPPORTUNITY FUND I-A, LP	COST	6,241.	3,825.
PINGORGA MSR OPPORTUNITY FUND I-B, LP	COST	2,080.	1,275.
PRITZKER FAMILY FOUNDATIONS, LLC	COST	15,363,846.	20,088,736.
TEMPLETON GLOBAL BOND FUND	COST	495,755.	482,019.
THE ALPHAGEN VOLANTIS CATALYST FUND LIMITED		700,000.	701,638.
THE MONTPELIER FUND	COST	282,158.	337,387.
THE OVERLOOK PARTNERS FUND, LP	COST	1,050,000.	1,099,216.
TIGER GLOBAL LTD	COST	343,104.	1,653,076.
TIGER GLOBAL LONG TERM OPPORTUNITY, LTD		840,000.	856,219.
VENOR CAPITAL OFFSHORE LTD	COST	1,073,941.	1,618,772.
VIKING GLOBAL EQUITIES III (CLASS B)	COST	225,152.	1,156,422.
WATER STREET INTERNATIONAL, INC.	COST	500,000.	529,561.
WELLINGTON BAY POND CLASS A SHARES	COST	1,980,000.	2,987,132.
WISDOMTREE INDIA ETF	COST	0.	0.
WTC-CTF ENDURING ASSETS	COST	1,624,112.	1,771,160.
TOTAL TO FORM 990-PF, PART II, LINE 13		48,904,681.	63,388,454.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE - MEXICAN BONDS	0.	16,031.	16,031.
ESCROW RECEIVABLE - COLSON TRUST	0.	792,099.	792,099.
TO FORM 990-PF, PART II, LINE 15	0.	808,130.	808,130.

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
THOMAS J. PRITZKER 71 SOUTH WACKER DR., SUITE 4700 CHICAGO, IL 60606	PRESIDENT & DIRECTOR 0.25	0.	0.	0.
MARGOT PRITZKER 71 SOUTH WACKER DR., SUITE 4700 CHICAGO, IL 60606	VICE PRESIDENT & DIRECTOR 0.25	0.	0.	0.
GLEN MILLER 71 SOUTH WACKER DR., SUITE 4700 CHICAGO, IL 60606	VICE PRESIDENT & DIRECTOR 0.25	0.	0.	0.
SCOTT STEVENS 71 SOUTH WACKER DR., SUITE 4700 CHICAGO, IL 60606	VICE PRESIDENT & TREASURER 0.25	0.	0.	0.
CHARLES J. BARRON 71 SOUTH WACKER DR., SUITE 4700 CHICAGO, IL 60606	VICE PRESIDENT & SECRETARY 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

OTHER REVENUE

STATEMENT 14

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
PRITZKER FAMILY FOUNDATIONS LLC	525990	<32,174.>			
MFP PARTNERS	525990	1,935.			
ENERGY CAPITAL PARTNERS	525990				
MEZZANINE OPPORTUNITIES FUND A, LP		<8,828.>			
TOTAL TO FORM 990-PF, PG 12, LN 11		<39,067.>			

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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).

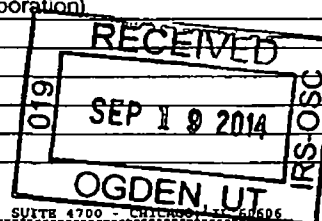
A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

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	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	MARGOT & THOMAS PRITZKER FAMILY FOUNDATION	36-3852559
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	71 S. WACKER DRIVE, SUITE 4700	
	City, town or post office, state, and ZIP code For a foreign address, see instructions.	
	CHICAGO, IL 60606	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 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 ▶ DIVERSIFIED FINANCIAL MANAGEMENT CORP. 71 S. WACKER DRIVE, SUITE 4700, CHICAGO, IL 60606

Telephone No. ▶ 312-577-2600

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 JUNE 15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☐ calendar year 20 ____ or

▶ ☒ tax year beginning NOVEMBER 1, 20 12, and ending OCTOBER 31, 20 13

- 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	\$	84,501
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	\$	44,501
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	\$	40,000.00

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2013)

Payment made via
EFTPS

04B.001

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	MARGOT & THOMAS PRITZKER FAMILY FOUNDATION	36-3852559
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	71 S. WACKER DRIVE, SUITE 4700	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CHICAGO, IL 60606	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	Form 4720 (other than individual)	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 ☒ DIVERSIFIED FINANCIAL MANAGEMENT CORP., 71 S. WACKER DRIVE, SUITE 4700 - CHICAGO, IL 60606
Telephone No. 312-577-2600 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 SEPTEMBER 15, 20 14.
- 5 For calendar year , or other tax year beginning NOVEMBER 1, 20 12, and ending OCTOBER 31, 20 13.
- 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 TAXPAYER REQUIRES ADDITIONAL TIME TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	84,501
b	If this application is for Forms 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	\$	84,501
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	\$	0.00

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 ▶

V P

Date ▶

8/10/14

Form 8868 (Rev. 1-2014)

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