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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation

THE SATTER FOUNDATION

A Employer identification number

13-3936468

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

(312) 642-0006

500 NORTH MICHIGAN AVENUE

1700

City or town, state or province, country, and ZIP or foreign postal code

CHICAGO, IL 60611

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 ☐

Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

Fair market value of all assets at

J Accounting method ☒ Cash ☐ Accrual

end of year (from Part II, col (c), line

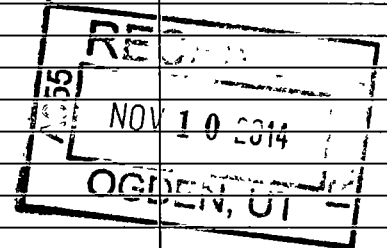
☐ Other (specify) _____

16) \$ 70,423,924.

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	2,081.	2,081.		
4 Dividends and interest from securities	66,296.	66,296.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,267,804.			
b Gross sales price for all assets on line 6a	14,175,824.			
7 Capital gain net income (from Part IV, line 2)		2,267,804.		
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) (attach schedule)				
11 Other income (attach schedule) ATTCH. 1	420,176.	249,578.		
12 Total. Add lines 1 through 11	2,756,357.	2,585,759.		
13 Compensation of officers, directors, trustees, etc.	999,451.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	131,117.	65,559.		65,558.
b Accounting fees (attach schedule)	30,240.	15,120.		15,120.
c Other professional fees (attach schedule)	41,239.			41,239.
17 Interest				
18 Taxes (attach schedule) (see instructions)	165,000.	25,000.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	86,143.			86,143.
22 Printing and publications				
23 Other expenses (attach schedule) ATTCH. 2	1,000,763.	666,957.		333,806.
24 Total operating and administrative expenses. Add lines 13 through 23	2,453,953.	772,636.		541,866.
25 Contributions, gifts, grants paid	5,709,583.			5,709,583.
26 Total expenses and disbursements. Add lines 24 and 25	8,163,536.	772,636.		6,251,449.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-5,407,179.			
b Net investment income (if negative, enter -0-)		1,813,123.		
c Adjusted net income (if negative, enter -0-)				



SCANNED NOV 12 2014

Revenue
Operating and Administrative Expenses

914-80

ZONE

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	14,513,681.	11,154,854.	11,154,854.
	3 Accounts receivable ▶ 259,957.		259,957.	259,957.
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 3	7,220,434.	3,833,130.	18,780,400.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 4	32,173,439.	33,252,434.	40,228,713.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	53,907,554.	48,500,375.	70,423,924.	
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	53,907,554.	48,500,375.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	53,907,554.	48,500,375.	
	31 Total liabilities and net assets/fund balances (see instructions)	53,907,554.	48,500,375.	

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	53,907,554.
2 Enter amount from Part I, line 27a	2	-5,407,179.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	48,500,375.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	48,500,375.

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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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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 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	2,267,804.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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))
2012	5,067,151.	66,446,010.	0.076260
2011	4,215,585.	69,102,433.	0.061005
2010	3,366,951.	64,276,665.	0.052382
2009	2,653,623.	50,523,440.	0.052523
2008	2,062,503.	51,891,728.	0.039746
2 Total of line 1, column (d)			2 0.281916
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 0.056383
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 64,429,855.
5 Multiply line 4 by line 3			5 3,632,749.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 18,131.
7 Add lines 5 and 6			7 3,650,880.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 6,251,449.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	18,131.
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	
3 Add lines 1 and 2		3	18,131.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	18,131.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	81,963.	
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	81,963.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	63,832.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 63,832. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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.	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 2013 or the taxable year beginning in 2013 (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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="text"/> N/A				
14	The books are in care of <input type="text"/> TOPEL FORMAN, L.L.C.	Telephone no.	<input type="text"/> 312-642-0006	
	Located at <input type="text"/> 500 N. MICHIGAN AVE STE 1700 CHICAGO, IL	ZIP+4	<input type="text"/> 60611	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="text"/> 15			
16	At any time during calendar year 2013, 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 <input type="text"/>	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	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 2013? <input type="checkbox"/>	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="text"/>		
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) <input type="checkbox"/>	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. <input type="text"/>		
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 2013 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 2013) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2013? <input type="checkbox"/>	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **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? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** X**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 5		999,451.	0	0

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

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

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

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 (see instructions)

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

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	20,897,753.
b	Average of monthly cash balances	1b	9,859,708.
c	Fair market value of all other assets (see instructions)	1c	34,653,559.
d	Total (add lines 1a, b, and c)	1d	65,411,020.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	65,411,020.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	981,165.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	64,429,855.
6	Minimum investment return. Enter 5% of line 5	6	3,221,493.

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	3,221,493.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	18,131.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,131.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,203,362.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,203,362.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,203,362.

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	6,251,449.
b	Program-related investments - total from Part IX-B	1b	
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	6,251,449.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	18,131.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,233,318.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,203,362.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012 1,353,532.				
f Total of lines 3a through e	1,353,532.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ <u>6,251,449.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				3,203,362.
e Remaining amount distributed out of corpus	3,048,087.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,401,619.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,401,619.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012 1,353,532.				
e Excess from 2013 3,048,087.				

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

NOT APPLICABLE

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

- b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(i)(3) or

4942(1)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- 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(f)(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 (i)(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))

MUNEER A. SATTER & KRISTEN HERTEL

- 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

N/A

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 address of the person to whom applications should be addressed

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

- c Any submission deadlines**

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATCH 6				
Total			▶ 3a	5,709,583.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	2,081.	
4 Dividends and interest from securities				18	66,296.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income				18	420,176.	
8 Gain or (loss) from sales of assets other than inventory				18	2,267,804.	
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)					2,756,357.	
13 Total. Add line 12, columns (b), (d), and (e)						2,756,357.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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?		Yes	No
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


b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

► Trustee
Title

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

Print/Type preparer's name THOMAS DRENNAN	Preparer's signature 	Date 10/29/2014	Check <input type="checkbox"/> if self-employed	PTIN P00071232
Firm's name ▶ TOPEL FORMAN L.L.C.			Firm's EIN ▶ 36-2469413	
Firm's address ▶ 500 NORTH MICHIGAN AVE, SUITE 1700 CHICAGO, IL 60611			Phone no 312-642-0006	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
883,440.		1,750 SHS APPLE INC PROPERTY TYPE: SECURITIES 1,013,788.				P	07/26/2012 -130,348.	01/14/2013
273,626.		2,857 SHS HEARTWARE INTERNATIONAL INC PROPERTY TYPE: SECURITIES 73,135.				P	10/26/2007 200,491.	04/30/2013
273,626.		2,857 SHS HEARTWARE INTERNATIONAL INC PROPERTY TYPE: SECURITIES 72,653.				P	11/05/2007 200,973.	04/30/2013
273,626.		2,857 SHS HEARTWARE INTERNATIONAL INC PROPERTY TYPE: SECURITIES 73,647.				P	10/31/2007 199,979.	04/30/2013
273,626.		2,857 SHS HEARTWARE INTERNATIONAL INC PROPERTY TYPE: SECURITIES 74,098.				P	10/29/2007 199,528.	04/30/2013
68,478.		715 SHS HEARTWARE INTERNATIONAL INC PROPERTY TYPE: SECURITIES 18,142.				P	10/25/2007 50,336.	04/30/2013
208,308.		2,175 SHS HEARTWARE INTERNATIONAL INC PROPERTY TYPE: SECURITIES 56,904.				P	11/01/2007 151,404.	04/30/2013
65,318.		682 SHS HEARTWARE INTERNATIONAL INC PROPERTY TYPE: SECURITIES 17,530.				P	11/02/2007 47,788.	04/30/2013
1,622,331.		27,000 SHS LAS VEGAS SANDS CORP PROPERTY TYPE: SECURITIES 987,870.				P	VARIOUS 634,461.	05/22/2013
956,596.		30,000 SHS ORACLE CORPORATION PROPERTY TYPE: SECURITIES 1,025,871.				P	01/08/2013 -69,275.	07/23/2013
983,483.		11,000 SHS PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES 999,537.				P	07/30/2012 -16,054.	09/23/2013
5,499,737.		45,287.686 SHS VANGUARD 500 INDEX SIGNAL PROPERTY TYPE: SECURITIES 5,025,271.				P	VARIOUS 474,466.	04/29/2013

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
153,713.		BIOTECHNOLOGY VALUE FUND LP PROPERTY TYPE: OTHER				P	VARIOUS 153,713.	VARIOUS
108,459.		VALUE PARTNERS ASIA FUND LLC PROPERTY TYPE: OTHER				P	VARIOUS 108,459.	VARIOUS
1,672.		GS LOAN PARTNERS I EMPLOYEE MASTER FUND PROPERTY TYPE: OTHER				P	VARIOUS 1,672.	VARIOUS
		GS EMPLOYEE FUND 2000 OFFSHORE LP PROPERTY TYPE: OTHER 3,043.				P	VARIOUS -3,043.	VARIOUS
2,744.		MBD 2011 OFFSHORE LP PROPERTY TYPE: OTHER				P	VARIOUS 2,744.	VARIOUS
22,516.		TPG-AXON PARTNERS (OFFSHORE) PROPERTY TYPE: OTHER 15,942.				P	VARIOUS 6,574.	VARIOUS
551,505.		VERDE REALTY PROPERTY TYPE: OTHER 1,306,116.				P	VARIOUS -754,611.	VARIOUS
15,071.		VERDE REALTY PROPERTY TYPE: OTHER				P	VARIOUS 15,071.	VARIOUS
1,188,502.		CEVIAN CAPITAL II LTD EUR CLASS A PROPERTY TYPE: OTHER 944,200.				P	VARIOUS 244,302.	VARIOUS
529.		TPG-AXON PARTNERS (OFFSHORE) PROPERTY TYPE: OTHER 342.				P	VARIOUS 187.	VARIOUS
54,118.		BIOTECHNOLOGY VALUE FUND LP PROPERTY TYPE: OTHER				P	VARIOUS 54,118.	VARIOUS
52,301.		VALUE PARTNERS ASIA FUND LLC PROPERTY TYPE: OTHER				P	VARIOUS 52,301.	VARIOUS

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
33,152.		GS LOAN PARTNERS I EMPLOYEE MASTER FUND PROPERTY TYPE: OTHER				P	VARIOUS 33,152.	VARIOUS
138.		GREAT POINT PARTNERS I LP PROPERTY TYPE: OTHER				P	VARIOUS 138.	VARIOUS
83.		GSMP V OFFSHORE S.A.R.L. PROPERTY TYPE: OTHER				P	VARIOUS 83.	VARIOUS
10,984.		GSMP V OFFSHORE US-AB HOLDINGS PROPERTY TYPE: OTHER				P	VARIOUS 10,984.	VARIOUS
		GS MEZZANINE PARTNERS III PIA FUND OFFSH PROPERTY TYPE: OTHER 88,469.				P	VARIOUS -88,469.	VARIOUS
11,178.		GS EMPLOYEE FUND 2000 OFFSHORE LP PROPERTY TYPE: OTHER				P	VARIOUS 11,178.	VARIOUS
48,294.		GS CAPITAL PARTNERS VI PIA-PMD QP FUND O PROPERTY TYPE: OTHER				P	VARIOUS 48,294.	VARIOUS
537,147.		GS CAPITAL PARTNERS V PCP FUND OFFSHORE PROPERTY TYPE: OTHER				P	VARIOUS 537,147.	VARIOUS
1,523.		HERMITAGE GLOBAL PROPERTY TYPE: OTHER				P	VARIOUS 1,523.	VARIOUS
		Ireo FUND II LTD PROPERTY TYPE: OTHER 111,462.				P	VARIOUS -111,462.	VARIOUS
TOTAL GAIN (LOSS)							<u>2,267,804.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INCOME FROM PARTNERSHIPS	420,176.	307,254.
LESS: AMOUNTS REPORTED ON FORM 990-T		-57,676.
TOTALS	420,176.	249,578.

ATTACHMENT 2

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	1,312.	656.	656.
INVESTMENT MANAGEMENT FEES	666,301.	666,301.	333,150.
ADMINISTRATION FEES	333,150.		
TOTALS	1,000,763.	666,957.	333,806.

ATTACHMENT 3FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
APPLE INC	1,013,788.		
HEARTWARE LIMITED	4,219,239.		
LAS VEGAS SANDS CORP	987,870.	3,833,130.	18,780,400.
PHILIP MORRIS INTERNATIONAL	999,537.		
TOTALS	<u>7,220,434.</u>	<u>3,833,130.</u>	<u>18,780,400.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 4

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GS EMPLOYEE FUND 2000 OFFSHORE	180,722.	179,686.	168,025.
GS MEZZ PTRS III PIA FUND OS	387,948.	58,023.	66,600.
GS CAPITAL PTRS V PCP FUND	1,159,403.	896,502.	1,545,500.
GS LOAN PTRS I EMPLOYEE FUND	847,356.	824,829.	828,400.
GS MEZZANINE PTRS 2006 FUND	3,190,074.	2,514,824.	1,268,800.
GS CAPITAL PTRS VI PIA FUND	2,180,202.	1,376,779.	2,335,878.
GS MEZZANINE PTRS V PIA FUND	3,034,008.	3,185,418.	2,288,750.
GS CAPITAL PTRS V-IA LP (ICBC)	831.	330.	
GS MBD 2011 OFFSHORE LP	900,552.	930,548.	1,131,800.
AERPIO THERAPEUTICS INC	388,439.	1,190,395.	1,190,395.
AMERICAN WELL (IOLTA)	1,001,250.	1,001,250.	1,001,250.
AKEBIA THERAPEUTICS INC	766,553.	3,407,081.	3,407,081.
BIOMEDICAL OFFSHORE VALUE FUND	621,239.	621,239.	2,108,664.
BIOTECHNOLOGY VALUE FUND LP	812,308.	504,379.	575,545.
CEVIAN CAPITAL II LTD EURO A	944,200.		
FESTIVAL TRANSACTION SRVCS		31,975.	31,975.
GREAT POINT PARTNERS I LP	1,198,202.	672,947.	1,385,535.
GREAT POINT PARTNERS II LP		64,164.	68,702.
HERMITAGE GBL CL A (SER 4&7)		260,844.	5,921.
IREE FUND II, LTD	1,000,000.	2,724,814.	2,768,203.
OXFORD NANOPORE TECHNOLOGIES	2,826,761.	2,235,860.	5,311,015.
PANGEA PROPERTIES INC	2,235,860.	1,515,000.	2,307,718.
RANE CORP	1,327,500.	100,000.	100,000.
REDMILE CAPITAL OS CL A SUB 7	862,017.	814,710.	1,253,117.
REDMILE CAPITAL OS CL C 1013		6,889.	6,724.
REDMILE CAPITAL OS CL C 1113		7,147.	7,147.
REDMILE CAPITAL OS CL C 2 1113		7,147.	7,214.
REDMILE CAPITAL OS CL C SUB 3K	6,880.	6,880.	16,634.
REDMILE CAPITAL OS CL C SUB 3L	54,158.	54,158.	115,738.
REDMILE CAPITAL OS CL C SUB 3M	19,635.	19,635.	22,735.
REDMILE CAPITAL OS CL C SUB 3N	2,740.	2,740.	7,031.
REDMILE CAPITAL OS CL C SUB 3O	30,579.	30,579.	36,130.
REDMILE CAPITAL OS CL C SUB 3Q	7,960.	7,960.	9,169.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 4 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
REDMILE CAPITAL OS CL C SUB 3R	10,567.	10,567.	16,495.
REDMILE CAPITAL OS CL C SUB 3S	685.	685.	2,269.
REDMILE CAPITAL OS CL C SUB 3T	5,510.	5,510.	6,957.
REDMILE CAPITAL OS CL C SUB 3U	4.	3.	4.
REDMILE CAPITAL OS CL C SUB 3V		937.	2,458.
REDMILE CAPITAL OS CL C SUB 3W		25,187.	24,255.
REDWOOD OFFSHORE FUND (B)	497,560.	497,560.	1,240,448.
SOLAMERE CAPITAL FUND II-A, LP		4,387.	25,000.
TOKAI PHARMACEUTICALS	890,228.	2,440,228.	2,440,228.
TPG-AXON PTRS OFFSHORE LTD	65,514.	49,229.	92,499.
TPG AP (OFFSHORE) INV FEE RES		5,352.	5,352.
TSF LINQ3 BLOCKER	850,000.	1,200,000.	1,200,000.
TSF RESTORSEA BLOCKER	474,990.	1,206,990.	932,301.
VALUE PARTNERS ASIA FUND LLC	891,314.	666,777.	978,761.
VERDE REALTY LP	1,306,116.		
VITAL THERAPIES INC	1,193,574.	1,884,290.	1,884,290.
TOTALS	<u>32,173,439.</u>	<u>33,252,434.</u>	<u>40,228,713.</u>

THE SATTER FOUNDATION

13-3936468

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 5

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MUNEER A. SATTER 419 SHERIDAN ROAD WINNETKA, IL 60093	TRUSTEE	999,451.	0	0
KRISTEN HERTEL 419 SHERIDAN ROAD WINNETKA, IL 60093	TRUSTEE	0	0	0
GRAND TOTALS		999,451.	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 6

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
100 CLUB OF CHICAGO	NONE PC		GENERAL	1,000.
ACADEMY FOR URBAN SCHOOL LEADERSHIP	NONE PC		GENERAL	200,000
ACTIVE MINDS	NONE PC		GENERAL	5,000
ALAIN LOCKE INITIATIVE	NONE PC		GENERAL	100,000.
AMERICAN ENTERPRISE INSTITUTE	NONE PC		GENERAL	100,000
AMERICARES FOUNDATION	NONE PC		GENERAL	100,000

FORM 990EE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ART INSTITUTE OF CHICAGO	NONE		GENERAL	1,000.
	PC			
BEREA COLLEGE	NONE		GENERAL	10,000
	PC			
BEYOND SPORTS FOUNDATION	NONE		GENERAL	125,000
	PC			
CANVAS	NONE		GENERAL	515,000
	PC			
CENTER FOR SAFETY & CHANGE	NONE		GENERAL	25,000
	PC			
CHALLENGED ATHLETES FOUNDATION	NONE		GENERAL	1,000
	PC			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHI PSI EDUCATIONAL TRUST	NONE		GENERAL	1,000
	PC			
CHICAGO BOTANICAL GARDEN	NONE			5,000
	PC			
CHICAGO COMMUNITY FOUNDATION	NONE		GENERAL	100,000.
	PC			
CHICAGO COUNCIL ON FOREIGN RELATIONS	NONE		GENERAL	50,000
	PC			
CHICAGO COUNCIL ON GLOBAL AFFAIRS	NONE		GENERAL	25,000
	PC			
CHICAGO LAKESHORE MEDICAL GLOBAL HEALTH INITIATIVE	NONE		GENERAL	25,000
	PC			

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHICAGO SYMPHONY ORCHESTRA	NONE PC		GENERAL	25,000
CHICAGO ZOOLOGICAL INSTITUTION	NONE PC		GENERAL	25,000.
CHILD MINE INSTITUTE	NONE PC		GENERAL	25,000
CHILDRENS HOSPITAL TRUST	NONE PC		GENERAL	5,000
CONSERVATION FUND	NONE PC		GENERAL	5,000
DOCTORS WITHOUT BORDERS	NONE PC		GENERAL	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
EDIFY	NONE PC	GENERAL	50,000
EVANS SCHOLARS FOUNDATION	NONE PC	GENERAL	250
FAIR VIEW FOUNDATION	NONE PC	GENERAL	1,000
FAMILY FOCUS	NONE PC	GENERAL	1,000
FAMILY SERVICE OF WINNETKA	NONE PC	GENERAL	5,000
FOUNDATION FOR DEFENSE OF DEMOCRACY	NONE PC	GENERAL	25,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIEDMAN BRAIN INSTITUTION	NONE		GENERAL	200,000
	PC			
GIRLS INC	NONE		GENERAL	35,000
	PC			
GREATER CHICAGO FOOD DEPOSITORY	NONE		GENERAL	25,000
	PC			
GREELEY SCHOOL	NONE		GENERAL	50,000
	PC			
HARVARD BUSINESS SCHOOL	NONE		GENERAL	100,000
	PC			
HARVARD LAW SCHOOL	NONE		GENERAL	100,000
	PC			

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HEIFER INTERNATIONAL	NONE PC	GENERAL	15,000
HERITAGE FOUNDATION	NONE PC	GENERAL	25,000
HUMAN RIGHTS WATCH	NONE PC	GENERAL	100,000
ILLINOIS POLICY INSTITUTION	NONE PC	GENERAL	25,000.
INVEST FOR KIDS	NONE PC	GENERAL	5,000
JOFFREY BALLET	NONE PC	GENERAL	100,000

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
JUMP START	NONE PC	GENERAL	10,000
KIPP ASCEND CHARTER SCHOOL	NONE PC	GENERAL	25,000
LURIE CHILDRENS HOSPITAL	NONE PC	GENERAL	25,000
LYRIC OPERA OF CHICAGO	NONE PC	GENERAL	5,000.
MAYO CLINIC	NONE PC	GENERAL	100,000
MOVING PICTURE INSTITUTION	NONE PC	GENERAL	25,000

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY	NONE		GENERAL	5,000
	PC			
NATURE CONSERVANCY	NONE		GENERAL	400,000
	PC			
NAVY SEAL FOUNDATION	NONE		GENERAL	100,000
	PC			
NEW ENGLAND DISABLED SPORTS	NONE		GENERAL	5,000
	PC			
NEW SCHOOLS FOR CHICAGO	NONE		GENERAL	250,000
	PC			
NEW VENTURE FUND	NONE		GENERAL	500,000
	PC			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NOBLE NETWORK OF CHARTER SCHOOLS	NONE PC		GENERAL	100,000
NORTHSHORE UNIVERSITY HEALTH SYSTEM	NONE PC		GENERAL	80,000
NORTHWESTERN SCHOOL OF EDUCATION	NONE PC		GENERAL	83,333
NORTHWESTERN UNIVERSITY	NONE PC		GENERAL	400,000
ONE ACRE FUND	NONE PC		GENERAL	30,000
OPPORTUNITY INTERNATIONAL	NONE PC		GENERAL	200,000

FORM 990DF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PAN MASS CHALLENGE JIMMY FUND	NONE		GENERAL	1,000
	PC			
PEGGY NOTEBAERT NATURE CONSERVANCY	NONE		GENERAL	1,000
	PC			
PERSPECTIVE CHARTER.SCHOOLS	NONE		GENERAL	25,000
	PC			
PLANNED PARENTHOOD	NONE		GENERAL	4,000
	PC			
REHAB INSTITUTE OF CHICAGO	NONE		GENERAL	50,000
	PC			
RESTORING THE ART INC	NONE		GENERAL	18,000
	PC			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RHODE ISLAND FOUNDATION	NONE PC	GENERAL	5,000
RIDE TO DEFEAT ALS	NONE PC	GENERAL	1,000
ROBIN HOOD	NONE PC	GENERAL	25,000.
ROOM TO READ	NONE PC	GENERAL	455,000
SALVATION ARMY	NONE PC	GENERAL	25,000
SAMASOURCE	NONE PC	GENERAL	25,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SAMEHOPE	NONE		GENERAL	5,000
	PC			
SETON ACADEMY	NONE		GENERAL	15,000
	PC			
ST MALACHYS SCHOOL	NONE		GENERAL	1,000
	PC			
STREET SQUASH	NONE		GENERAL	1,000
	PC			
TEACH FOR AMERICA	NONE		GENERAL	25,000
	PC			
UNITED WAY	NONE		GENERAL	25,000
	PC			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITY CHURCH OF DENVER	NONE		GENERAL	5,000
	PC			
WASHINGTON INSTITUTE FOR NEAR EAST POLICY	NONE		GENERAL	1,000
	PC			
WILDLIFE CONSERVATION SOCIETY	NONE		GENERAL	100,000
	PC			
WILDScreen USA	NONE		GENERAL	5,000
	PC			
WINNETKA PUBLIC SCHOOLS FOUNDATION	NONE		GENERAL	5,000
	PC			
WINNETKA COMMUNITY HOUSE	NONE		GENERAL	1,000
	PC			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WINNETKA HISTORICAL SOCIETY	NONE PC	GENERAL	1,000
WITNESS	NONE PC	GENERAL	5,000
WORLD BUSINESS CHICAGO	NONE PC	GENERAL	100,000
TOTAL CONTRIBUTIONS PAID			5,709,583

Form **8868**

(Rev. January 2014)

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.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

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.

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

THE SATTER FOUNDATION

13-3936468

Number, street, and room or suite no. If a P.O. box, see instructions.

Social security number (SSN)

500 NORTH MICHIGAN AVENUE

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

CHICAGO, IL 60611

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

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 (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

- The books are in the care of ► TOPEL FORMAN, L.L.C.

Telephone No. ► 312 642-0006

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 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2013 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____.

- 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 \$	25,164.
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 \$	56,799.
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 \$	0

Caution. If you are going to make an electronic funds withdrawal (direct debit) 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. 1-2014)

• 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).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE SATTER FOUNDATION	13-3936468
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	500 NORTH MICHIGAN AVENUE #1700	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CHICAGO, IL 60611	

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 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 TOPEL FORMAN, L.L.C., 500 N. MICHIGAN AVE STE 1700 CHICAGO, IL 60611
Telephone No 312 642-0006 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 11/17, 2014

5 For calendar year 2013, or other tax year beginning , 20, and ending , 20

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

INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN

IS NOT AVAILABLE AT THIS TIME

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 \$	56799.00
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 \$	56799.00
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 Samuel G. G. G. Title CRA Date 8/6/14

Form 8868 (Rev 1-2014)