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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation ROTONDA FOUNDATION		A Employer identification number 36-3866527
Number and street (or P.O. box number if mail is not delivered to street address) 191 N. WACKER DRIVE	Room/suite 1500	B Telephone number 312-621-0590
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60606-1899		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,734,412.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)	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 ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		115.	115.		STATEMENT 2
4 Dividends and interest from securities		198,131.	198,131.		STATEMENT 3
5a Gross rents		<20,499.>	<20,499.>		STATEMENT 4
b Net rental income or (loss)		<20,499.>			
6a Net gain or (loss) from sale of assets not on line 10		654,122.			STATEMENT 1
b Gross sales price for all assets on line 6a		755,589.			
7 Capital gain net income (from Part IV, line 2)			620,861.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		187,928.	208,666.		STATEMENT 5
12 Total. Add lines 1 through 11		1,019,797.	1,007,274.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 6		78,400.	69,500.		8,900.
c Other professional fees					
17 Interest					
18 Taxes STMT 7		43,740.	3,683.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		264,146.	263,717.		15.
24 Total operating and administrative expenses. Add lines 13 through 23		386,286.	336,900.		8,915.
25 Contributions, gifts, grants paid		625,500.			1,645,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,011,786.	336,900.		1,654,415.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		8,011.			
b Net investment income (if negative, enter -0-)			670,374.		
c Adjusted net income (if negative, enter -0-)				N/A	

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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line

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	201,184.	353,696.	353,696.
	3 Accounts receivable ▶ 186.			
	Less: allowance for doubtful accounts ▶	150,000.	186.	186.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	13,738,931.	12,688,141.	10,379,770.
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	828.	760.	760.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	14,090,943.	13,042,783.	10,734,412.
Liabilities	17 Accounts payable and accrued expenses	60,833.	24,662.	
	18 Grants payable	1,180,000.	160,000.	
	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)	1,240,833.	184,662.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	10,000.	10,000.	
	29 Retained earnings, accumulated income, endowment, or other funds	12,840,110.	12,848,121.	
	30 Total net assets or fund balances	12,850,110.	12,858,121.	
	31 Total liabilities and net assets/fund balances	14,090,943.	13,042,783.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	12,850,110.
2 Enter amount from Part I, line 27a	2	8,011.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,858,121.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,858,121.

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 755,589.		134,728.	620,861.

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			620,861.

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	620,861.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,615,821.	11,970,369.	.134985
2011	2,004,389.	14,329,612.	.139877
2010	1,594,911.	15,658,921.	.101853
2009	2,569,735.	14,706,405.	.174736
2008	2,463,962.	21,551,294.	.114330

2 Total of line 1, column (d)	2	.665781
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	.133156
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,371,401.
5 Multiply line 4 by line 3	5	1,514,170.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,704.
7 Add lines 5 and 6	7	1,520,874.
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	1,654,415.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	6,704.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	6,704.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	6,704.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 48,504.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 2,500.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	51,004.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	44,300.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	44,300. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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. \$ 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?	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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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? Website address ► N/A	13	X	
14	The books are in care of ► WILLIAM HARRIS INVESTORS, INC. Telephone no. ► 312-621-0590 Located at ► 191 NORTH WACKER DRIVE, SUITE 1500, CHICAGO, IL ZIP+4 ► 60606-1899			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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 ►	16	X	No

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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?	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? If "Yes," list the years ► , , ,	☐ Yes ☒ 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?	☒ Yes ☐ 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)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WILLIAM HARRIS INVESTORS, INC. - 191 N. WACKER DRIVE, SUITE 1500, CHICAGO, IL 60606	ACCOUNTING SERVICES	69,500.

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

0

Part IX-A**Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

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

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

Total. Add lines 1 through 3

0.

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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	1,018,372.
b Average of monthly cash balances	1b	1,144,880.
c Fair market value of all other assets	1c	9,381,318.
d Total (add lines 1a, b, and c)	1d	11,544,570.
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	11,544,570.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	173,169.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,371,401.
6 Minimum investment return. Enter 5% of line 5	6	568,570.

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	568,570.
2a Tax on investment income for 2013 from Part VI, line 5	2a	6,704.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	931.
c Add lines 2a and 2b	2c	7,635.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	560,935.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	560,935.
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	560,935.

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	1,654,415.
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	1,654,415.
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	6,704.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,647,711.

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				560,935.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	2,469,054.			
b From 2009	2,569,735.			
c From 2010	1,594,911.			
d From 2011	1,304,571.			
e From 2012	1,031,873.			
f Total of lines 3a through e	8,970,144.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	1,654,415.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				560,935.
e Remaining amount distributed out of corpus	1,093,480.			
5 Excess distributions carryover applied to 2013 (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:	10,063,624.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	2,469,054.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	7,594,570.			
10 Analysis of line 9:				
a Excess from 2009	2,569,735.			
b Excess from 2010	1,594,911.			
c Excess from 2011	1,304,571.			
d Excess from 2012	1,031,873.			
e Excess from 2013	1,093,480.			

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

N/A

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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2013

Prior 3 years

(b) 2012

(c) 2011

(d) 2010

(e) Total

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

1 Information Regarding Foundation Managers:

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

ROXANNE H. FRANK

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

NONE

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

Check here ☒ 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT	N/A	PUBLIC	GENERAL OPERATING SUPPORT / ANNUAL GIFT	1,645,500.
Total			3a	1,645,500.
b Approved for future payment				
ST. LOUIS ART MUSEUM FOUNDATION	N/A	PUBLIC	INSTITUTIONAL SUPPORT	100,000.
Total			3b	100,000.

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

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

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see part 1)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

**Paid
Preparer
Use Only**

ASHLEY SIWULA

Firm's name ► DELOITTE TAX LLP

Firm's address ► 111 S WACKER DRIVE
CHICAGO, IL 60606-4301

11/3/14

Firm's EIN ► 86-1065772

Phone no. 312-486-1000

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SHORT-TERM CAPITAL GAIN FROM W.H.I. GROWTH FUND,	P	VARIOUS	VARIOUS
b	SHORT-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUN	P	VARIOUS	VARIOUS
c	SHORT-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUN	P	VARIOUS	VARIOUS
d	SHORT-TERM CAPITAL GAIN FROM WHI NFP FUND, LLC K-	P	VARIOUS	VARIOUS
e	SHORT-TERM CAPITAL LOSSES FROM WHI PRIVATE EQUITY	P	VARIOUS	VARIOUS
f	SHORT-TERM CAPITAL LOSSES FROM WHI PRIVATE EQUITY	P	VARIOUS	VARIOUS
g	SHORT-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY M	P	VARIOUS	VARIOUS
h	SHORT-TERM CAPITAL LOSSES FROM WHI PRIVATE EQUITY	P	VARIOUS	VARIOUS
i	SHORT-TERM CAPITAL GAIN FROM WHI REALTY FUND III,	P	VARIOUS	VARIOUS
j	SHORT-TERM CAPITAL GAIN FROM WHI REALTY FUND, LLC	P	VARIOUS	VARIOUS
k	LONG-TERM CAPITAL LOSSES FROM HARRIS VENTURE PART	P	VARIOUS	VARIOUS
l	LONG-TERM CAPITAL GAIN FROM W.H.I. GROWTH FUND, L	P	VARIOUS	VARIOUS
m	LONG-TERM CAPITAL LOSSES FROM WHI FIXED INCOME FU	P	VARIOUS	VARIOUS
n	LONG-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUND	P	VARIOUS	VARIOUS
o	LONG-TERM CAPITAL LOSSES FROM WHI FIXED INCOME FU	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 55,418.			55,418.
b 633.			633.
c 137.			137.
d 23,851.			23,851.
e		164.	<164.>
f		155.	<155.>
g 1,554.			1,554.
h		3,059.	<3,059.>
i 2,566.			2,566.
j		2,378.	<2,378.>
k		25,519.	<25,519.>
l 446,402.			446,402.
m		25,641.	<25,641.>
n 26,468.			26,468.
o		6,797.	<6,797.>

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			55,418.
b			633.
c			137.
d			23,851.
e			<164.>
f			<155.>
g			1,554.
h			<3,059.>
i			2,566.
j			<2,378.>
k			<25,519.>
l			446,402.
m			<25,641.>
n			26,468.
o			<6,797.>

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

2

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

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	LONG-TERM CAPITAL GAIN FROM WHI NFP FUND, LLC K-1	P	VARIOUS	VARIOUS
b	LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MA	P	VARIOUS	VARIOUS
c	LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MA	P	VARIOUS	VARIOUS
d	LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MA	P	VARIOUS	VARIOUS
e	LONG-TERM CAPITAL LOSSES FROM WHI PRIVATE EQUITY	P	VARIOUS	VARIOUS
f	LONG-TERM CAPITAL GAIN FROM WHI REALTY FUND II, L	P	VARIOUS	VARIOUS
g	LONG-TERM CAPITAL GAIN FROM WHI REALTY FUND III,	P	VARIOUS	VARIOUS
h	LONG-TERM CAPITAL LOSSES FROM WHI REALTY FUND, LL	P	VARIOUS	VARIOUS
i	LONG-TERM CAPITAL LOSSES FROM WHI VENTURES FUND I	P	VARIOUS	VARIOUS
j	SECTION 1256 LOSSES FROM WHI FIXED INCOME FUND II	P	VARIOUS	VARIOUS
k	SECTION 1256 LOSSES FROM WHI NFP FUND, LLC K-1	P	VARIOUS	VARIOUS
l	SECTION 1256 LOSSES FROM WHI PRIVATE EQUITY MANAG	P	VARIOUS	VARIOUS
m	SECTION 1231 GAIN FROM WHI FIXED INCOME FUND III,	P	VARIOUS	VARIOUS
n	SECTION 1231 GAIN FROM WHI NFP FUND, LLC K-1	P	VARIOUS	VARIOUS
o	SECTION 1231 LOSSES FROM WHI PRIVATE EQUITY MANAG	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 50,826.			50,826.
b 32,631.			32,631.
c 4,131.			4,131.
d 25,537.			25,537.
e		13,892.	<13,892.>
f 36,464.			36,464.
g 1,047.			1,047.
h		6,502.	<6,502.>
i		8,385.	<8,385.>
j		1.	<1.>
k		52.	<52.>
l		71.	<71.>
m 121.			121.
n 45.			45.
o		435.	<435.>

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			50,826.
b			32,631.
c			4,131.
d			25,537.
e			<13,892.>
f			36,464.
g			1,047.
h			<6,502.>
i			<8,385.>
j			<1.>
k			<52.>
l			<71.>
m			121.
n			45.
o			<435.>

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SECTION 1231 LOSSES FROM WHI PRIVATE EQUITY MANAG	P	VARIOUS	VARIOUS
b	SECTION 1231 GAIN FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
c	SECTION 1231 GAIN FROM WHI PRIVATE EQUITY MANAGER	P	VARIOUS	VARIOUS
d	SECTION 1231 GAIN FROM WHI REAL ESTATE PARTNERS I	P	VARIOUS	VARIOUS
e	SECTION 1231 GAIN FROM WHI REALTY FUND II, LP K-1	P	VARIOUS	VARIOUS
f	SECTION 1231 GAIN FROM WHI REALTY FUND, LLC K-1	P	VARIOUS	VARIOUS
g	SECTION 1231 GAIN FROM WHI VENTURES FUND I, LLC K	P	VARIOUS	VARIOUS
h	UBI CAPITAL GAIN FROM WHI NFP FUND, LLC K-1	P	VARIOUS	VARIOUS
i	UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
j	UBI CAPITAL LOSSES FROM WHI PRIVATE EQUITY MANAGE	P	VARIOUS	VARIOUS
k	UBI CAPITAL GAIN FROM WHI REALTY FUND III, LP K-1	P	VARIOUS	VARIOUS
l	UBI CAPITAL LOSSES FROM WHI REALTY FUND, LLC K-1	P	VARIOUS	VARIOUS
m	UBI CAPITAL GAIN FROM WHI FIXED INCOME FUND II, L	P	VARIOUS	VARIOUS
n	UBI CAPITAL LOSSES FROM WHI FIXED INCOME FUND III	P	VARIOUS	VARIOUS
o	UBI CAPITAL GAIN FROM WHI NFP FUND, LLC K-1	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		14.	<14.>
b	2,827.		2,827.
c		381.	<381.>
d	2,436.		2,436.
e	21,878.		21,878.
f	6,623.		6,623.
g	5,551.		5,551.
h	2,167.	2,167.	0.
i	726.	726.	0.
j			0.
k	2,330.	2,330.	0.
l			0.
m			0.
n			0.
o	2,874.	2,874.	0.

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			<14.>
b			2,827.
c			<381.>
d			2,436.
e			21,878.
f			6,623.
g			5,551.
h			0.
i			0.
j			0.
k			0.
l			0.
m			0.
n			0.
o			0.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
b	UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
c	UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
d	UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS	P	VARIOUS	VARIOUS
e	UBI CAPITAL GAIN FROM WHI REALTY FUND, LLC K-1	P	VARIOUS	VARIOUS
f	UBI CAPITAL LOSSES FROM WHI REALTY FUND, LLC K-1	P	VARIOUS	VARIOUS
g	UBI CAPITAL GAIN FROM WHI REAL ESTATE PARTNERS I-	P	VARIOUS	VARIOUS
h	UBI CAPITAL GAIN FROM WHI REALTY FUND II, LP K-1	P	VARIOUS	VARIOUS
i	UBI CAPITAL GAIN FROM WHI REALTY FUND, LLC K-1	P	VARIOUS	VARIOUS
j	UBI RECLASS	P	VARIOUS	VARIOUS
k	LONG-TERM CAPITAL GAIN (LOSS) - ACORN LITIGATION	P	VARIOUS	VARIOUS
l	LONG-TERM CAPITAL GAIN (LOSS) FROM PASS-THROUGHS	P	VARIOUS	VARIOUS
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 128.		128.	0.
b 419.		419.	0.
c 971.		971.	0.
d 4,196.		4,196.	0.
e 281.		281.	0.
f			0.
g 1,356.		1,356.	0.
h 19,489.		19,489.	0.
i 5,832.		5,832.	0.
j <33,261.>			<33,261.>
k 935.			935.
l		513.	<513.>
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			0.
c			0.
d			0.
e			0.
f			0.
g			0.
h			0.
i			0.
j			<33,261.>
k			935.
l			<513.>
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	620,861.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM W.H.I. GROWTH FUND, LP K-1	55,418.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUND II, LLC K-1	633.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SHORT-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUND III, LP K-1	137.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT-TERM CAPITAL GAIN FROM WHI NFP FUND, LLC K-1	23,851.	0.	0.	0.	23,851.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT-TERM CAPITAL LOSSES FROM WHI PRIVATE EQUITY MANAGERS FUND II, LP K-1	0.	0.	164.	0.	<164.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT-TERM CAPITAL LOSSES FROM WHI PRIVATE EQUITY MANAGERS FUND III, LP K-1	0.	0.	155.	0.	<155.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND III, LP K-1	1,554.	0.	0.	0.	1,554.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SHORT-TERM CAPITAL LOSSES FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	3,059.	0.	<3,059.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SHORT-TERM CAPITAL GAIN FROM WHI REALTY FUND III, LP K-1	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,566.	0.	0.	0.	2,566.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SHORT-TERM CAPITAL GAIN FROM WHI REALTY FUND, LLC K-1	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	2,378.	0.	<2,378.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
LONG-TERM CAPITAL LOSSES FROM HARRIS VENTURE PARTNERS LLC K-1	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	25,519.	0.	<25,519.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG-TERM CAPITAL GAIN FROM W.H.I. GROWTH FUND, LP K-1	446,402.	0.	0.	0.	446,402.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG-TERM CAPITAL LOSSES FROM WHI FIXED INCOME FUND II, LLC K-1	0.	0.	25,641.	0.	<25,641.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG-TERM CAPITAL GAIN FROM WHI FIXED INCOME FUND III, LP K-1	26,468.	0.	0.	0.	26,468.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG-TERM CAPITAL LOSSES FROM WHI FIXED INCOME FUND, LLC K-1	0.	0.	6,797.	0.	<6,797.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG-TERM CAPITAL GAIN FROM WHI NFP FUND, LLC K-1	50,826.	0.	0.	0.	50,826.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND II, LP K-1	32,631.	0.	0.	0.	32,631.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND III, LP K-1	4,131.	0.	0.	0.	4,131.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG-TERM CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND IV, LP K-1	25,537.	0.	0.	0.	25,537.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG-TERM CAPITAL LOSSES FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	0.	0.	13,892.	0.	<13,892.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG-TERM CAPITAL GAIN FROM WHI REALTY FUND II, LP K-1	36,464.	0.	0.	0.	36,464.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG-TERM CAPITAL GAIN FROM WHI REALTY FUND III, LP K-1	1,047.	0.	0.	0.	1,047.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG-TERM CAPITAL LOSSES FROM WHI REALTY FUND, LLC K-1	0.	0.	6,502.	0.	<6,502.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
LONG-TERM CAPITAL LOSSES FROM WHI VENTURES FUND I, LLC K-1	0.	0.	8,385.			
				(E) DEPREC.	(F) GAIN OR LOSS	
				0.	<8,385.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SECTION 1256 LOSSES FROM WHI FIXED INCOME FUND II, LLC K-1	0.	0.	1.			
				(E) DEPREC.	(F) GAIN OR LOSS	
				0.	<1.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SECTION 1256 LOSSES FROM WHI NFP FUND, LLC K-1	0.	0.	52.			
				(E) DEPREC.	(F) GAIN OR LOSS	
				0.	<52.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SECTION 1256 LOSSES FROM WHI PRIVATE EQUITY MANAGERS FUND II, LP K-1	0.	0.	71.			
				(E) DEPREC.	(F) GAIN OR LOSS	
				0.	<71.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SECTION 1231 GAIN FROM WHI FIXED INCOME FUND III, L.P. K-1	121.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SECTION 1231 GAIN FROM WHI NFP FUND, LLC K-1	45.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SECTION 1231 LOSSES FROM WHI PRIVATE EQUITY MANAGERS FUND II, LP K-1	0.	0.	435.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SECTION 1231 LOSSES FROM WHI PRIVATE EQUITY MANAGERS FUND III, LP K-1	0.	0.	14.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SECTION 1231 GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND IV, LP K-1	2,827.	0.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SECTION 1231 GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	0.	0.	381.	0.	<381.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SECTION 1231 GAIN FROM WHI REAL ESTATE PARTNERS I-F, LP K-1	2,436.	0.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SECTION 1231 GAIN FROM WHI REALTY FUND II, LP K-1	21,878.	0.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SECTION 1231 GAIN FROM WHI REALTY FUND, LLC K-1	6,623.	0.	0.	0.	6,623.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SECTION 1231 GAIN FROM WHI VENTURES FUND I, LLC K-1	5,551.	0.	0.	0.	5,551.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL GAIN FROM WHI NFP FUND, LLC K-1	2,167.	0.	0.	0.	2,167.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND IV, LP K-1	726.	0.	0.	0.	726.

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

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	3,813.	0.	<3,813.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL LOSSES FROM WHI FIXED INCOME FUND III, LP K-1	0.	0.	236.	0.	<236.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL GAIN FROM WHI NFP FUND, LLC K-1	2,874.	0.	0.	0.	2,874.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND II, LP K-1	128.	0.	0.	0.	128.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND III, LP K-1	419.	0.	0.	0.	419.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND IV, LP K-1	971.	0.	0.	0.	971.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL GAIN FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	4,196.	0.	0.	0.	4,196.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL GAIN FROM WHI REALTY FUND, LLC K-1	281.	0.	0.	0.	281.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL LOSSES FROM WHI REALTY FUND, LLC K-1	0.	0.	1,371.	0.	<1,371.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL GAIN FROM WHI REAL ESTATE PARTNERS I-F, LP K-1	1,356.	0.	0.	0.	1,356.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL GAIN FROM WHI REALTY FUND II, LP K-1	19,489.	0.	0.	0.	19,489.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI CAPITAL GAIN FROM WHI REALTY FUND, LLC K-1	5,832.	0.	0.	0.	5,832.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBI RECLASS	<33,261.>	0.	0.	0.	<33,261.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN (LOSS) - ACORN LITIGATION SETTLEMENT	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
935.	0.	0.	0.	935.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG-TERM CAPITAL GAIN (LOSS) FROM PASS-THROUGHS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	513.	0.	<513.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	654,122.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST FROM JPM	115.	115.	
TOTAL TO PART I, LINE 3	115.	115.	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME FROM WHI FIXED INCOME FUND II,	4,747.	0.	4,747.	4,747.	
DIVIDEND INCOME FROM WHI FIXED INCOME FUND III,	3,279.	0.	3,279.	3,279.	
DIVIDEND INCOME FROM WHI FIXED INCOME FUND, LLC	60.	0.	60.	60.	
DIVIDEND INCOME FROM WHI GROWTH FUND, L.P. K-1	20,565.	0.	20,565.	20,565.	
DIVIDEND INCOME FROM WHI NFP FUND, LLC K-1	8,091.	0.	8,091.	8,091.	
DIVIDEND INCOME FROM WHI PRIVATE EQUITY MANAGERS	3,527.	0.	3,527.	3,527.	
DIVIDEND INCOME FROM WHI PRIVATE EQUITY MANAGERS	1,345.	0.	1,345.	1,345.	
DIVIDEND INCOME FROM WHI PRIVATE EQUITY MANAGERS	4,918.	0.	4,918.	4,918.	
DIVIDEND INCOME FROM WHI PRIVATE EQUITY MANAGERS	10,035.	0.	10,035.	10,035.	
DIVIDEND INCOME FROM WHI REALTY FUND II, L.P. K-1	13,291.	0.	13,291.	13,291.	
DIVIDEND INCOME FROM WHI REALTY FUND III, L.P. K-1	1,417.	0.	1,417.	1,417.	
DIVIDEND INCOME FROM WHI REALTY FUND, LLC K-1	8.	0.	8.	8.	
INTEREST FROM U.S. OBLIGATIONS FROM WHI FIXED INCOME	1,145.	0.	1,145.	1,145.	
INTEREST FROM WHI FIXED INCOME FUND II, LLC K-1	31,758.	0.	31,758.	31,758.	
INTEREST FROM WHI FIXED INCOME FUND III, L.P. K-1	22,978.	0.	22,978.	22,978.	
INTEREST FROM WHI FIXED INCOME FUND, LLC K-1	1,441.	0.	1,441.	1,441.	

INTEREST FROM WHI GROWTH FUND, L.P.	66.	0.	66.	66.
INTEREST FROM WHI MORULA FUND II, LP K-1	141.	0.	141.	141.
INTEREST FROM WHI NFP FUND, LLC K-1	5,387.	0.	5,387.	5,387.
INTEREST FROM WHI PRIVATE EQUITY MANAGERS FUND II,	5,333.	0.	5,333.	5,333.
INTEREST FROM WHI PRIVATE EQUITY MANAGERS FUND III,	499.	0.	499.	499.
INTEREST FROM WHI PRIVATE EQUITY MANAGERS FUND IV,	13,701.	0.	13,701.	13,701.
INTEREST FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC	3,910.	0.	3,910.	3,910.
INTEREST FROM WHI REAL ESTATE PARTNERS I-F, L.P.	2.	0.	2.	2.
INTEREST FROM WHI REALTY FUND II, L.P. K-1	665.	0.	665.	665.
INTEREST FROM WHI REALTY FUND III, L.P. K-1	58.	0.	58.	58.
INTEREST FROM WHI REALTY FUND, LLC K-1	1,545.	0.	1,545.	1,545.
INTEREST FROM WHI VENTURE FUND I, LLC K-1	16.	0.	16.	16.
SANFORD BERNSTEIN DIVIDENDS	30,621.	0.	30,621.	30,621.
SECTION 988 INCOME FROM WHI FIXED INCOME FUND, LLC	135.	0.	135.	135.
SECTION 988 INCOME FROM WHI NFP FUND, LLC	4,012.	0.	4,012.	4,012.
SECTION 988 INCOME FROM WHI PRIVATE EQUITY MANAGERS	849.	0.	849.	849.
SECTION 988 INCOME FROM WHI PRIVATE EQUITY MANAGERS	359.	0.	359.	359.
SECTION 988 INCOME FROM WHI PRIVATE EQUITY MANAGERS	2,223.	0.	2,223.	2,223.
SECTION 988 INCOME FROM WHI REALTY FUND, LLC	4.	0.	4.	4.
TO PART I, LINE 4	198,131.	0.	198,131.	198,131.

FORM 990-PF

RENTAL INCOME

STATEMENT

4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME FROM WHI NFP FUND, LLC K-1	1	<424.>
RENTAL INCOME FROM WHI PRIVATE EQUITY FUND IV, L.P. K-1	2	<5,627.>
RENTAL INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	3	94.
RENTAL INCOME FROM WHI REALTY FUND III, L.P. K-1I	4	<77.>
OTHER RENTAL INCOME FROM WHI NFP FUND, LLC K-1	5	16.
OTHER RENTAL INCOME FROM WHI REALTY FUND III, L.P. K-1	6	1.
RENTAL INCOME FROM WHI FIXED INCOME FUND III, L.P. K-1	7	257.
OTHER RENTAL INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-10	8	<15,586.>
RENTAL INCOME FROM WHI REAL ESTATE PARTNERS I-F, L.P. K-1	9	892.
RENTAL INCOME FROM WHI REALTY FUND II, LP K-1	10	3,388.
RENTAL INCOME FROM WHI REALTY FUND III, LP K-1	11	<2,445.>
RENTAL INCOME FROM WHI REALTY FUND, LLC K-1	12	57.
OTHER RENTAL INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC	13	<1,042.>
OTHER RENTAL INCOME FROM WHI REALTY FUND II, L.P.	14	13.
OTHER RENTAL INCOME FROM WHI REALTY FUND, LLC K-1	15	<16.>
TOTAL TO FORM 990-PF, PART I, LINE 5A		<20,499.>

FORM 990-PF

OTHER INCOME

STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASSIVE LOSS FROM WHI R.E. PARTNERS I-F, L.P. K-1	<68.>	<68.>	
PASSIVE LOSS FROM WHI FIXED INCOME FUND II, LLC K-1	<4.>	<4.>	
PASSIVE INCOME FROM WHI FIXED INCOME FUND III, L.P. K-1	14,315.	14,315.	
PASSIVE LOSS FROM WHI MORULA FUND II, L.P. K-1	23.	23.	
PASSIVE LOSS FROM WHI NFP FUND, LLC K-1	<341.>	<341.>	
PASSIVE LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND II, L.P. K-1	<4,893.>	<4,893.>	
PASSIVE LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	<4,496.>	<4,496.>	
PASSIVE INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-1	7,180.	7,180.	
PASSIVE INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	4,540.	4,540.	
PASSIVE INCOME FROM WHI REALTY FUND III, L.P. K-1	<13.>	<13.>	
PASSIVE INCOME FROM WHI REALTY FUND II, L.P. K-1	2,359.	2,359.	
PASSIVE LOSS FROM WHI REALTY FUND, LLC K-1	<3,440.>	<3,440.>	
PASSIVE LOSS FROM WHI VENTURE FUND I, LLC K-1	<891.>	<891.>	
OTHER PORTFOLIO INCOME FROM WHI GROWTH FUND, L.P. K-1	4,040.	4,040.	
OTHER PORTFOLIO INCOME FROM FIXED INCOME FUND II, LLC K-1	<6,549.>	<6,549.>	
OTHER PORTFOLIO INCOME FROM FIXED INCOME FUND III, L.P. K-1	1,719.	1,719.	
OTHER PORTFOLIO INCOME FROM WHI NFP FUND, LLC K-1	94,147.	94,147.	
OTHER PORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND II, L.P. K-1	<1,831.>	<1,831.>	
OTHER PORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	8.	8.	
OTHER PORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-1	3,336.	3,336.	
OTHER PORTFOLIO LOSS FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	170.	170.	

OTHER PORTFOLIO INCOME FROM WHI REALTY FUND II, L.P. K-1	8,972.	8,972.
OTHER PORTFOLIO LOSS FROM WHI REALTY FUND III, L.P. K-1	<20.>	<20.>
OTHER PORTFOLIO INCOME FROM WHI REALTY FUND, LLC K-1	2,049.	2,049.
OTHER PORTFOLIO INCOME FROM WHI VENTURES FUND I, LLC K-1	1.	1.
OTHER NONPORTFOLIO LOSS FROM WHI NFP FUND, LLC K-1	50,455.	50,455.
OTHER NONPORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-1	<1,372.>	<1,372.>
OTHER NONPORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	492.	492.
OTHER NONPORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND II, LLC K-1	6.	6.
OTHER NONPORTFOLIO INCOME FROM WHI REALTY FUND, LLC K-1	135.	135.
OTHER NONPORTFOLIO INCOME FROM WHI FIXED INCOME FUND III, L.P. K-1	<676.>	<676.>
OTHER NONPORTFOLIO INCOME FROM WHI FIXED INCOME FUND II, L.P. K-1	1.	1.
OTHER NONPORTFOLIO INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	885.	885.
SECURITIES TRADER MTM ELECTION FROM WHI FIXED INCOME FUND III, LP K-1	2,137.	2,137.
SECURITIES TRADER MTM ELECTION FROM WHI NFP FUND, LLC K-1	10,869.	10,869.
SECURITIES TRADER MTM ELECTION FROM WHI REALTY FUND III, LP K-1	607.	607.
ORDINARY UBI FROM WHI FIXED INCOME FUND II, LLC K-1	<10,637.>	0.
ORDINARY UBI FROM WHI FIXED INCOME FUND III, L.P. K-1	4,207.	0.
ORDINARY UBI FROM WHI NFP FUND, LLC K-1	<6,298.>	0.
ORDINARY UBI FROM WHI PRIVATE EQUITY MANAGERS FUND II, L.P. K-1	<5,886.>	0.
ORDINARY UBI FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	<4,345.>	0.
ORDINARY UBI FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-1	1,957.	0.
ORDINARY UBI FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	<1,887.>	0.
ORDINARY UBI FROM WHI REAL ESTATE PARTNERS I-F, L.P. K-1	1,455.	0.
ORDINARY UBI FROM WHI REALTY FUND II, L.P. K-1	1,445.	0.
ORDINARY UBI FROM WHI REALTY FUND III, L.P. K-1	<276.>	0.

ROTONDA FOUNDATION

36-3866527

ORDINARY UBI FROM WHI REALTY FUND, LLC K-1	<4,453.>	0.
UBI RECLASS	24,718.	24,718.
ROYALTY INCOME FROM WHI NFP FUND, LLC K-1	63.	63.
ROYALTY INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-1	31.	31.
ROYALTY INCOME FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	2.	2.
NONTAXABLE INCOME	108.	0.
STATE INCOME TAX REFUND	3,872.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	187,928.	208,666.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ADVISORY FEES	8,900.	0.		8,900.
FINANCIAL SERVICE FEE	69,500.	69,500.		0.
TO FORM 990-PF, PG 1, LN 16B	78,400.	69,500.		8,900.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES FROM WHI GROWTH FUND, L.P. K-1	219.	219.		0.
FOREIGN TAXES FROM WHI FIXED INCOME FUND II, LLC K-1	67.	67.		0.
FOREIGN TAXES FROM WHI FIXED INCOME FUND III, L.P. K-1	194.	194.		0.
FOREIGN TAXES FROM WHI FIXED INCOME FUND, LLC K-1	9.	9.		0.
FOREIGN TAXES FROM WHI NFP FUND, LLC K-1	279.	279.		0.
FOREIGN TAXES FROM WHI PRIVATE EQUITY MANAGERS FUND II, L.P. K-1	133.	133.		0.
FOREIGN TAXES FROM WHI PRIVATE EQUITY MANAGERS FUND III, L.P. K-1	80.	80.		0.
FOREIGN TAXES FROM WHI PRIVATE EQUITY MANAGERS FUND IV, L.P. K-1	339.	339.		0.
FOREIGN TAXES FROM WHI PRIVATE EQUITY MANAGERS FUND, LLC K-1	1,236.	1,236.		0.
FOREIGN TAXES FROM WHI REALTY FUND, LLC K-1	1,127.	1,127.		0.
TAXES PAID ON BEHALF BY WHI PRIVATE EQUITY MANAGERS FUND III, L.P.	168.	0.		0.
TAXES PAID ON BEHALF BY WHI PRIVATE EQUITY MANAGERS FUND IV, L.P.	551.	0.		0.
TAXES PAID ON BEHALF BYWHI PRIVATE EQUITY MANAGERS FUND, LLC	1,246.	0.		0.
TAXES PAID ON BEHALF BYWHI REALTY FUND II, L.P.	346.	0.		0.
TAXES PAID ON BEHALF BYWHI REALTY FUND, LLC	996.	0.		0.
FEDERAL TAX PAYMENTS	31,500.	0.		0.
STATE INCOME TAX PAYMENTS	5,250.	0.		0.
TO FORM 990-PF, PG 1, LN 18	43,740.	3,683.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM HARRIS VENTURE PARTNERS LLC K-1	784.	784.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI GROWTH FUND, L.P. K-1	32,356.	32,356.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI FIXED INCOME FUND II, LLC	19,612.	19,612.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI FIXED INCOME FUND III, L.P.	11,209.	11,209.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI FIXED INCOME FUND, LLC K-1	1,201.	1,201.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FORM WHI MORULA FUND II, L.P. K-1	10,904.	10,904.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FORM WHI NFP FUND, LLC K-1	58,968.	58,968.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI PRIVATE EQUITY FUND II, L.P.	15,736.	15,736.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI PRIVATE EQUITY FUND III, L.P	4,976.	4,976.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI PRIVATE EQUITY FUND IV, L.P.	24,543.	24,543.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI PRIVATE EQUITY FUND, LLC	16,240.	16,240.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI R.E. PARTNERS L.P. K-1	3.	3.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI REALTY FUND III, L.P. K-1	2,175.	2,175.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI REALTY FUND II, L.P. K-1	9,729.	9,729.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI REALTY FUND, LLC K-1	3,358.	3,358.		0.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME FROM WHI VENTURE FUND I, LLC K-1	358.	358.		0.	

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DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI FIXED INCOME FUND II, LLC K-1	6.	6.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI FIXED INCOME FUND III, LP K-1	44.	44.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI NFP FUND, LLC K-1	11.	11.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI PRIVATE EQUITY FUND IV, L.P. K-1	210.	210.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI PRIVATE EQUITY FUND, LLC K-1	1,204.	1,204.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI REALTY FUND II, L.P. K-1	53.	53.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI R.E. PARTNERS I-F, L.P. K-1	494.	494.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI REALTY FUND, LLC K-1	1.	1.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI REALTY FUND III, L.P. K-1	1,374.	1,374.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI PRIVATE EQUITY FUND II, L.P.	153.	153.	0.
DEDUCTIONS - MISCELLANEOUS NON 2% FROM WHI PRIVATE EQUITY FUND III, L.P.	70.	70.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI GROWTH INC FUND, L.P.	6,402.	6,402.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI FIXED INC II, LLC K-1	4,992.	4,992.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI FIXED INC III, L.P. K-1	1,455.	1,455.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI MORULA FUND II, L.P K-1	89.	89.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI NFP FUND, LLC K-1	4,058.	4,058.	0.
INTEREST EXPENSE ON INVT DEBTS - SCH A FROM WHI PRIVATE EQUITY FUND II, L.P.	44.	44.	0.
INTEREST EXPENSE ON INVT DEBTS - SCH A FROM WHI PRIVATE EQUITY FUND III, L.P	206.	206.	0.

INTEREST EXPENSE ON INVT DEBTS - SCH A FROM WHI PRIVATE EQUITY FUND IV, L.P.	837.	837.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI PRIVATE EQUITY FUND LLC	2,073.	2,073.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI REALTY FUND III, L.P.	1,400.	1,400.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI REALTY FUND II, L.P.	554.	554.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE A FROM WHI REALTY FUND, LLC K-1	3.	3.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE E FROM WHI FIXED INC FUND III, LLC	1,581.	1,581.	0.
INTEREST EXPENSE ON INVT DEBTS - SCHEDULE E FROM WHI NPF FUND, LLC K-1	524.	524.	0.
SECTION 988 LOSS FROM WHI FIXED INCOME FUND II, LLC K-1	1,843.	1,843.	0.
SECTION 988 LOSS FROM WHI FIXED INCOME FUND III, LLC K-1	636.	636.	0.
SECTION 988 LOSS FROM WHI PRIVATE EQUITY FUND III, L.P. K-1	10.	10.	0.
SECTION 988 LOSS FROM WHI PRIVATE EQUITY FUND, LLC K-1	581.	581.	0.
SECTION 988 LOSS FROM WHI REALTY FUND III, L.P. K-1	7.	7.	0.
SECTION 988 LOSS FROM WHI REALTY FUND, LLC K-1	4,853.	4,853.	0.
SECTION 988 LOSS FROM WHI NFP FUND, LLC K-1	525.	525.	0.
SECTION 988 LOSS FROM WHI PRIVATE EQUITY FUND IV, L.P. K-1	461.	461.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI FIXED INCOME FUND III, L.P. K-1	144.	144.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI PRIVATE EQUITY FUND III, L.P. K-1	1.	1.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI PRIVATE EQUITY FUND IV, L.P. K-1	10.	10.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI PRIVATE EQUITY FUND, LLC K-1	14.	14.	0.
CHARITABLE CONTRIBUTION EXPENSE FROM WHI REALTY FUND III, L.P. K-1	2.	2.	0.

CHARITABLE CONTRIBUTION			
EXPENSE FROM WHI PRIVATE			
EQUITY FUND II, L.P. K-1	2.	2.	0.
SECTION 179 EXPENSE			
DEDUCTION FROM WHI FIXED			
INCOME FUND III, L.P.	4.	4.	0.
SECTION 179 EXPENSE			
DEDUCTION FROM WHI PRIVATE			
EQUITY FUND IV, L.P. K-1	2.	2.	0.
SECTION 179 EXPENSE			
DEDUCTION FROM WHI PRIVATE			
EQUITY FUND, LLC K-1	15.	15.	0.
SECTION 59(E)(2)			
EXPENDITURES FROM WHI FIXED			
INCOME FUND II, LLC K-1	4.	4.	0.
SECTION 59(E)(2)			
EXPENDITURES FROM WHI NFP			
FUND, LLC K-1	129.	129.	0.
SECTION 59(E)(2)			
EXPENDITURES FROM WHI			
PRIVATE EQUITY FUND II, L.P.	234.	234.	0.
SECTION 59(E)(2)			
EXPENDITURES FROM WHI			
PRIVATE EQUITY FUND III,	56.	56.	0.
SECTION 59(E)(2)			
EXPENDITURES FROM WHI			
PRIVATE EQUITY FUND IV, L.P.	1,226.	1,226.	0.
SECTION 59(E)(2)			
EXPENDITURES FROM WHI			
PRIVATE EQUITY FUND, LLC K-1	80.	80.	0.
NONDEDUCTIBLE EXPENSES FROM			
WHI FIXED INCOME FUND III,			
L.P. K-1	28.	0.	0.
NONDEDUCTIBLE EXPENSES FROM			
WHI MORULA II, L.P. K-1	10.	0.	0.
NONDEDUCTIBLE EXPENSES FROM			
WHI NFP FUND, LLC K-1	6.	0.	0.
NONDEDUCTIBLE EXPENSES FROM			
WHI PRIVATE EQUITY FUND II,			
LLC K-1	16.	0.	0.
NONDEDUCTIBLE EXPENSES FROM			
WHI PRIVATE EQUITY FUND III,			
L.P. K-1	55.	0.	0.
NONDEDUCTIBLE EXPENSES FROM			
WHI PRIVATE EQUITY FUND IV,			
L.P. K-1	76.	0.	0.
NONDEDUCTIBLE EXPENSES FROM			
WHI PRIVATE EQUITY FUND, LLC			
K-1	69.	0.	0.
NONDEDUCTIBLE EXPENSES FROM			
WHI REAL ESTATE PARTNERS			
I-F, L.P. K-1	5.	0.	0.
NONDEDUCTIBLE EXPENSES FROM			
WHI REALTY FUND II, L.P. K-1	98.	0.	0.

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NONDEDUCTIBLE EXPENSES FROM WHI REALTY FUND, LLC K-1	14.	0.	0.
NONDEDUCTIBLE EXPENSES FROM WHI VENTURES FUND I, LLC K-1	1.	0.	0.
ROYALTY INCOME FROM WHI FIXED INCOME FUND II, LLC K-1	2.	2.	0.
ROYALTY INCOME FROM WHI NFP FUND, LLCK-1	6.	6.	0.
INVESTMENT ADVISORY FEES	12,880.	12,880.	0.
FILING FEES	51.	0.	15.
TO FORM 990-PF, PG 1, LN 23	264,146.	263,717.	15.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SANFORD BERNSTEIN	FMV	984,001.	1,009,197.
WHI PRIVATE EQUITY FUND CORPORATION	FMV	3,204,184.	75,457.
WHI PRIVATE EQUITY FUND CORPORATION II	FMV	484,262.	0.
HARRIS VENTURE PARTNERS, LLC	FMV	17,195.	70,780.
WHI FIXED INCOME FUND, LLC	FMV	0.	0.
WHI FIXED INCOME FUND II, LLC	FMV	449,896.	435,665.
WHI FIXED INCOME FUND III, L.P.	FMV	408,663.	342,217.
WHI GROWTH FUND, L.P.	FMV	2,216,347.	2,815,500.
WHI MORULA FUND II, L.P.	FMV	274,064.	75,875.
WHI PRIVATE EQUITY MANAGERS FUND, LLC	FMV	411,005.	452,620.
WHI PRIVATE EQUITY MANAGERS FUND II, L.P.	FMV	404,174.	460,272.
WHI PRIVATE EQUITY MANAGERS FUND III, L.P.	FMV	101,219.	157,087.
WHI PRIVATE EQUITY MANAGERS FUND IV, L.P.	FMV	466,183.	640,859.
WHI REAL ESTATE PARTNERS 1-F, L.P.	FMV	31,780.	50,351.
WHI REALTY FUND, LLC	FMV	177,724.	148,227.
WHI REALTY FUND II, L.P.	FMV	432,924.	361,838.
WHI REALTY FUND III, L.P.	FMV	102,011.	101,956.
WHI NFP FUND, LLC	FMV	2,522,509.	3,181,869.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,688,141.	10,379,770.

FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	828.	760.	760.
TO FORM 990-PF, PART II, LINE 15	828.	760.	760.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

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

Part XV, Line 3A

FEIN #36-3866527

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2013

Recipient Name	Address	If grantee is individual, show relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Payment Date	Amount
<u>Rotonda Foundation</u>						
FEIN # 36-3866527						
Alzheimer's Disease And Related Disorders Association, Inc.	9370 Olive Boulevard St Louis, MO 63132	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$1,000
American Jewish Committee	165 E 56th St New York, NY 10022	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$10,000
American Parkinson Disease Association - Greater St. Louis Chapter	Campus Box 8111 660 S Euclid Ave St. Louis, MO 63110	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$1,000
Anti-Defamation League Foundation - Missouri/Southern Illinois Chapter	34 N Brentwood Blvd # 2 St Louis, MO 63105	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$2,500
Barnes Jewish Hospital Foundation	1001 Highlands Plaza Drive, Ste 140 St Louis, MO 63110	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$100,000
Cancer Support Community of Greater St. Louis	1058 Old Des Peres Rd St Louis, MO 63131	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$20,000
Contemporary Art Museum St. Louis	3750 Washington Blvd St Louis, MO 63108	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$2,000
Earth Day Network	1616 P Street NW, Suite 340 Washington, DC 20036	N/A	PC	General Operating Support/Annual Gift	3/1/2013	\$5,000
Food Bank for NYC - Food for Survival	39 Broadway, 10th Floor New York, NY 10006	N/A	PC	General Operating Support/Annual Gift	3/19/2013	\$5,000
Forest Park Forever Inc.	5595 Grand Drive in Forest Park St. Louis, MO 63112	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$1,000
Jazz St. Louis - Jazz at the Bistro	3547 Olive Street, Suite 260 St. Louis, MO 63103	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$5,000
Jewish Federation of St. Louis	12 Millstone Campus Drive St Louis, MO 63146	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$20,000
John Burroughs School	755 South Price Road St. Louis, MO 63124	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$1,000
Laumeier Sculpture Park	12580 Rott Road St. Louis, MO 63127	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$1,000
Liberty Tree Foundation	PO Box 260217 Madison, WI 53726	N/A	PC	General Operating Support/Annual Gift	10/1/2013	\$2,500
Madison Square Park Conservancy, Inc.	Eleven Madison Ave , 28th Floor New York, NY 10010	N/A	PC	General Operating Support/Annual Gift	4/12/2013	\$50,000
Manufacturing Renaissance [formerly Center For Labor and Community Research]	3411 W Diversey, Suite 10 Chicago, IL 60647	N/A	PC	General Operating Support/Annual Gift	11/26/2013	\$24,982
Memorial Sloan-Kettering Cancer Center	Eileen and Leon Genet Ovarian Cancer Fund 633 3rd Ave , 28th Floor New York, NY 10017	N/A	PC	General Operating Support/Annual Gift	6/24/2013	\$10,000

Part XV, Line 3A

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2013

Recipient Name	Address	If grantee is individual, show relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Payment Date	Amount
Moog Center for Deaf Education	12300 South Forty Drive St. Louis, MO 63141	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$20,000
Movement Strategy Center	436 14th St., 5th Floor Oakland, CA 94612	N/A	PC	General Operating Support/Annual Gift	7/12/2013	\$2,500
NARAL Pro-Choice America Foundation	1156 15th Street, N W., Suite 700 Washington, DC 20005	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$5,000
National Advocates for Pregnant Women	15 West 36th Street Suite 901 New York, NY 10018	N/A	PC	General Operating Support/Annual Gift	12/26/2013	\$1,000
National Council of Jewish Women- St. Louis Section	8350 Delcrest Dr St. Louis, MO 63124	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$1,000
New York Live Arts	219 W 19th St New York, NY 10011	N/A	PC	General Operating Support/Annual Gift	12/26/2013	\$2,500
New York Women's Foundation	434 W 33rd Street, 8th Floor New York, NY 10001	N/A	PC	General Operating Support/Annual Gift	12/26/2013	\$3,000
North Star Fund	520 Eighth Ave., # 2203 New York, NY 10018	N/A	PC	General Operating Support/Annual Gift	12/26/2013	\$3,000
Opera Theatre of St. Louis	210 Hazel Ave St. Louis, MO 63119	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$10,000
People for the American Way Foundation	1101 15th Street, NW, Ste 600 Washington, DC 20005-5002	N/A	PC	General Operating Support/Annual Gift	12/26/2013	\$1,500
Planned Parenthood of the St. Louis Region	4251 Forest Park Avenue St. Louis, MO 63108-	N/A	PC	General Operating Support/Annual Gift	7/26/2013	\$1,000
Planned Parenthood of the St. Louis Region	4251 Forest Park Avenue St. Louis, MO 63108-	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$10,000
Political Research Associates	1310 Broadway, Suite 201 Somerville, MA 02144	N/A	PC	General Operating Support/Annual Gift	12/26/2013	\$14,018
Project Ark/ Washington University - "The SPOT"	4169 Laclede Ave St. Louis, MO 63108	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$25,000
Proteus Fund	15 Research Drive, Suite B Amherst, MA 01002	N/A	PC	General Operating Support/Annual Gift	12/27/2013	\$6,000
Research Foundation of SUNY [as fiscal sponsor for the Hudson Valley Writing Program]	SUNY New Paltz 1 Hawk Drive, Old Main Building, Room 323 New Paltz, NY 12561	N/A	PC	General Operating Support/Annual Gift	12/6/2013	\$75,000
Roundabout Theatre Company, Inc.	231 W 39th St., Suite 1200 New York, NY 10018	N/A	PC	General Operating Support/Annual Gift	3/17/2013	\$5,000
Saint Louis Symphony Orchestra	Powell Symphony Hall at Grand Center 718 N. Grand Blvd St. Louis, MO 63103	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$12,500
Saint Louis Zoo Foundation	One Government Drive, Forest Park St. Louis, MO 63110	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$1,000

Part XV, Line 3A

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2013

Recipient Name	Address	If grantee is individual, show relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Payment Date	Amount
Scholarship Foundation Of St. Louis	8215 Clayton Road St. Louis, MO 63117	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$5,000
Share Our Strength, Inc.	1730 M Street N W , Suite 700 Washington, DC 20036	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$5,000
Sheldon Arts Foundation	3648 Washington Blvd St. Louis, MO 63108	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$1,000
Shine Global	545 W 45th Street, 9th Floor New York, NY 10036	N/A	PC	General Operating Support/Annual Gift	10/25/2013	\$1,000
Sierra Club Foundation		N/A	PC	General Operating Support/Annual Gift	12/27/2013	\$20,000
Solidago Foundation	150 Main Street, Suite 24 Northampton, MA 01060	N/A	PC	General Operating Support/Annual Gift	1/25/2013	\$5,000
St. Louis Art Museum Foundation	One Fine Arts Drive St. Louis, MO 63110-1380	N/A	PC	General Operating Support/Annual Gift	10/25/2013	\$5,000
St. Louis Art Museum Foundation	One Fine Arts Drive St. Louis, MO 63110-1380	N/A	PC	Capital Campaign	12/9/2013	\$1,000,000
St. Louis Art Museum Foundation	One Fine Arts Drive St. Louis, MO 63110-1380	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$50,000
St. Louis Regional Educational And Public TV Commission (KETC)	KETC/Channel 9 3655 Olive Street St. Louis, MO 63108	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$7,500
StreetSquash	40 W 116th Street New York, NY 10026	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$5,000
Theatre for a New Audience, Inc.	154 Chrstopher St., # 3 D New York, NY 10014	N/A	PC	General Operating Support/Annual Gift	4/26/2013	\$10,000
Theatre for a New Audience, Inc.	154 Chrstopher St., # 3 D New York, NY 10014	N/A	PC	General Operating Support/Annual Gift	7/26/2013	\$25,000
University City Children's Center	6646 Vernon Ave St. Louis, MO 63130	N/A	PC	General Operating Support/Annual Gift	12/27/2013	\$1,000
University of Missouri, St. Louis - KWMU Radio & the St. Louis Beacon	One University Blvd St. Louis, MO 63121	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$2,500
University of Missouri, St. Louis - KWMU Radio & the St. Louis Beacon	One University Blvd St. Louis, MO 63121	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$20,000
Urban Strategies	720 Olive Street, Suite 2600 St. Louis, MO 63101	N/A	PC	General Operating Support/Annual Gift	12/9/2013	\$20,000
Washington University	1 Brookings Drive Box 1082 St. Louis, MO 63130	N/A	PC	General Operating Support/Annual Gift	7/12/2013	\$1,500

Total Rotonda Foundation (55 items)**\$1,645,500**

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- 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

Type or print	Name of exempt organization or other filer, see instructions. ROTONDA FOUNDATION	Employer identification number (EIN) or 36-3866527
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. 191 NORTH WACKER DRIVE, STE 1500	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60606-1899	

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

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

WILLIAM HARRIS INVESTORS, INC. - 191 NORTH WACKER DRIVE,

- The books are in the care of ► **SUITE 1500, CHICAGO, IL - 60606-1899**

Telephone No. ► **(312) 621-0590**

Fax No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 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 _____, and ending _____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	27,504.
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.	3b	\$	27,504.
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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

Enter filer's identifying number. see instructions.

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (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.**WILLIAM HARRIS INVESTORS, INC. - 191 NORTH WACKER DRIVE,**

- The books are in the care of **SUITE 1500, CHICAGO, IL - 60606-1899**
- Telephone No. **(312) 621-0590** Fax No.

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**5 For calendar year **2013**, or other tax year beginning , and ending .6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

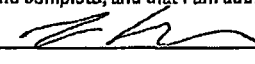
7 State in detail why you need the extension

ALL INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN HAS NOT BEEN RECEIVED. AN EXTENSION OF TIME TO FILE IS HEREBY REQUESTED.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	51,004.
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	\$	51,004.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature  Title **CPA**Date **8/11/2014**

Form 8868 (Rev. 1-2014)

