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*EXTENDED TO NOVEMBER 17, 2014

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

, and ending

Name of foundation PRITZKER FOUNDATION		A Employer identification number 36-6058062						
Number and street (or P.O. box number if mail is not delivered to street address) 300 N. LASALLE STREET, SUITE 1500		B Telephone number (312) 803-4540						
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60654		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table style="display:inline-table; vertical-align:top;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 456,606,909.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,548,894.	2,548,138.		STATEMENT 1
4 Dividends and interest from securities		11,280,448.	11,280,448.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		27,823,764.			
b Gross sales price for all assets on line 6a 60,022,120.					
7 Capital gain net income (from Part IV, line 2)			27,823,764.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,157,908.	1,065,936.		STATEMENT 3
12 Total. Add lines 1 through 11		42,811,014.	42,718,286.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		868.	0.		868.
b Accounting fees STMT 5		23,000.	0.		23,000.
c Other professional fees STMT 6		205,843.	205,843.		0.
17 Interest		335,018.	335,018.		0.
18 Taxes STMT 7		842,001.	128,510.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		4,257,960.	3,816,271.		4,046.
24 Total operating and administrative expenses. Add lines 13 through 23		5,664,690.	4,485,642.		27,914.
25 Contributions, gifts, grants paid		15,933,842.			15,933,842.
26 Total expenses and disbursements. Add lines 24 and 25		21,598,532.	4,485,642.		15,961,756.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		21,212,482.			
b Net investment income (if negative, enter -0-)			38,232,644.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	33,838.	905,765.	905,765.
	2 Savings and temporary cash investments	3,495,871.	10,085,774.	10,085,774.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶		
12 Investments - mortgage loans				
13 Investments - other STMT 9		325,297,374.	348,631,246.	445,581,745.
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)		9,616,845.	33,625.	33,625.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		338,443,928.	359,656,410.	456,606,909.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
Net Assets or Fund Balances	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	200.	200.	
	23 Total liabilities (add lines 17 through 22)	200.	200.	
	24 Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	25 Unrestricted			
	26 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> 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	14,569,496.	14,569,496.	
	29 Retained earnings, accumulated income, endowment, or other funds	323,874,232.	345,086,714.	
30 Total net assets or fund balances	338,443,728.	359,656,210.		
31 Total liabilities and net assets/fund balances	338,443,928.	359,656,410.		

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	338,443,728.
2 Enter amount from Part I, line 27a	2	21,212,482.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	359,656,210.
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	359,656,210.

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	60,022,120.	56,727,682.	27,823,764.	
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			27,823,764.	
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	27,823,764.
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	8,876,744.	373,934,848.	.023739
2011	9,449,562.	360,685,697.	.026199
2010	14,934,349.	337,812,002.	.044209
2009	17,201,881.	304,589,799.	.056476
2008	24,355,260.	401,225,814.	.060702

2 Total of line 1, column (d)	2	.211325
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	.042265
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	426,247,137.
5 Multiply line 4 by line 3	5	18,015,335.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	382,326.
7 Add lines 5 and 6	7	18,397,661.
8 Enter qualifying distributions from Part XII, line 4	8	15,961,756.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	764,653.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	764,653.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	764,653.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
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	697,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	635,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,332,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	402.	
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	566,945.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 566,945. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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 type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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) <input type="checkbox"/> IL, CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ► PRITZKER FAMILY OFFICE, L.L.C. Telephone no. ► (312) 803-4545 Located at ► 300 N. LASALLE ST, STE 1500, CHICAGO, IL ZIP+4 ► 60654			
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	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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)	N/A	3b
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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	17,642,651.
c	Fair market value of all other assets	1c	415,095,559.
d	Total (add lines 1a, b, and c)	1d	432,738,210.
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	432,738,210.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,491,073.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	426,247,137.
6	Minimum investment return. Enter 5% of line 5	6	21,312,357.

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	21,312,357.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	764,653.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	764,653.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,547,704.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	20,547,704.
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	20,547,704.

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	15,961,756.
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	15,961,756.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,961,756.

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				20,547,704.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			15,325,930.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 15,961,756.				
a Applied to 2012, but not more than line 2a			15,325,930.	
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				635,826.
e Remaining amount distributed out of corpus	0.			
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				19,911,878.
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT				15,933,842.
Total			▶ 3a	15,933,842.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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.

Signature of officer or trustee

Date _____

▶ VICE PRESIDENT

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

JUDITH H. MEGUIRE

Firm's name ▶ PRITZKER FAMILY OFFICE, L.L.C.

Firm's EIN ► 20-1002110

Firm's address ► 300 N. LASALLE ST, STE 1500
CHICAGO, IL 60654

Phone no. 312-803-4545

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	DOUBLELINE OPPORTUNISTIC FUND - ST	P	VARIOUS	12/31/13
b	880.000 SHS DOUBLELINE TOTAL RETURN BOND FUND - S	P	12/31/12	01/29/13
c	787.154 SHS DOUBLELINE TOTAL RETURN BOND FUND - S	P	11/30/12	01/29/13
d	815.719 SHS DOUBLELINE TOTAL RETURN BOND FUND - S	P	10/31/12	01/29/13
e	175,438.596 SHS DOUBLELINE TOTAL RETURN BOND FUND	P	09/28/12	01/29/13
f	311,710.000 SHS EPI WISDOM TREE TRUST INDIA - LT	P	VARIOUS	VARIOUS
g	EGERTON INVESTMENT PARTNERS, L.P. - ST	P	VARIOUS	VARIOUS
h	EGERTON INVESTMENT PARTNERS, L.P. - LT	P	VARIOUS	VARIOUS
i	HILDENE CLO - ST	P	VARIOUS	VARIOUS
j	HILDENE CLO - LT	P	VARIOUS	VARIOUS
k	HSBC GOLD - LT	P	VARIOUS	08/22/13
l	HSBC GOLD - LT	P	VARIOUS	09/30/13
m	HSBC GOLD - LT	P	VARIOUS	12/06/13
n	HSBC GOLD - LT	P	VARIOUS	12/17/13
o	INDUS JAPAN LONG ONLY FUND - ST	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,387,528.		7,026,342.	1,361,186.
b 10,022.		9,978.	44.
c 8,958.		8,942.	16.
d 9,283.		9,275.	8.
e 1,996,491.		2,000,000.	<3,509.>
f 4,880,227.		5,669,859.	<789,632.>
g			721,246.
h			140,400.
i			<259,254.>
j			12,315.
k 3,487,285.		3,110,588.	376,697.
l 2,779,112.		2,594,328.	184,784.
m 8,867,909.		8,082,817.	785,092.
n 9,007,775.		8,023,538.	984,237.
o			2,175,023.

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			1,361,186.
b			44.
c			16.
d			8.
e			<3,509.>
f			<789,632.>
g			721,246.
h			140,400.
i			<259,254.>
j			12,315.
k			376,697.
l			184,784.
m			785,092.
n			984,237.
o			2,175,023.

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	INDUS JAPAN LONG ONLY FUND - LT	P	VARIOUS	VARIOUS
b	INDUS JAPAN LONG ONLY FUND - ST 1256	P	VARIOUS	VARIOUS
c	INDUS JAPAN LONG ONLY FUND - LT 1256	P	VARIOUS	VARIOUS
d	LONE CASCADE, LP - ST	P	VARIOUS	VARIOUS
e	LONE CASCADE, LP - LT	P	VARIOUS	VARIOUS
f	ONE WILLIAM STREET - ST	P	VARIOUS	VARIOUS
g	ONE WILLIAM STREET - LT	P	VARIOUS	VARIOUS
h	MFP PARTNERS LP - ST	P	VARIOUS	VARIOUS
i	MFP PARTNERS LP - LT	P	VARIOUS	VARIOUS
j	MFP PARTNERS LP - LT	P	VARIOUS	VARIOUS
k	48,591 SHS ISHARES FTSE/XINHUA CHINA 25 I - ST	P	01/31/13	05/28/13
l	GAIN ON DISPOSITION OF NEWPORT ASIA INSTITUTIONAL	P	VARIOUS	10/31/13
m	THE OVERLOOK PARTNERS FUND, LP - ST	P	VARIOUS	VARIOUS
n	THE OVERLOOK PARTNERS FUND, LP - LT	P	VARIOUS	VARIOUS
o	NEWPORT ASIA - ST	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			518,284.
b			475,910.
c			713,866.
d			821,784.
e			1,654,012.
f			<26,026.>
g			791,642.
h			13,002.
i			1,093,151.
j			<27,403.>
k	1,806,930.	2,015,530.	<208,600.>
l	13,641,816.	13,021,193.	620,623.
m			1,303.
n			39,864.
o			<30,040.>

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			518,284.
b			475,910.
c			713,866.
d			821,784.
e			1,654,012.
f			<26,026.>
g			791,642.
h			13,002.
i			1,093,151.
j			<27,403.>
k			<208,600.>
l			620,623.
m			1,303.
n			39,864.
o			<30,040.>

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	NEWPORT ASIA - LT	P	VARIOUS	VARIOUS
b	MONTPELIER FUND - LT	P	VARIOUS	VARIOUS
c	175,430.045 SHS TEMPLETON GLOBAL BOND FUND ADVISO	P	VARIOUS	01/29/13
d	208,921.499 SHS TEMPLETON GLOBAL BOND FUND ADVISO	P	VARIOUS	01/29/13
e	PRITZKER FAMILY FOUNDATION LLC - ST	P	VARIOUS	VARIOUS
f	PRITZKER FAMILY FOUNDATION LLC - LT	P	VARIOUS	VARIOUS
g	PRITZKER FAMILY FOUNDATION LLC - 1231	P	VARIOUS	VARIOUS
h	PRITZKER FAMILY FOUNDATION LLC - ST 1256	P	VARIOUS	VARIOUS
i	PRITZKER FAMILY FOUNDATION LLC - LT 1256	P	VARIOUS	VARIOUS
j	WTC-ENDURING - ST	P	VARIOUS	VARIOUS
k	WTC-ENDURING - LT	P	VARIOUS	VARIOUS
l	CAPITAL GAINS DIVIDENDS			
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			5,154,581.
b			<436,628.>
c	2,345,500.	2,337,007.	8,493.
d	2,793,280.	2,818,285.	<25,005.>
e			239,953.
f			10,750,627.
g			103,207.
h			<5,280.>
i			<7,920.>
j			<47,665.>
k			<50,628.>
l	4.		4.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5,154,581.
b			<436,628.>
c			8,493.
d			<25,005.>
e			239,953.
f			10,750,627.
g			103,207.
h			<5,280.>
i			<7,920.>
j			<47,665.>
k			<50,628.>
l			4.
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	27,823,764.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
EGERTON INVESTMENT PARTNERS, L.P.	8,141.	8,141.	
HILDENE CAPITAL MANAGEMENT ACCOUNT	676,165.	676,165.	
HYATT WILSHIRE, LLC	4.	4.	
INDUS JAPAN LONG ONLY FUND, LP	762.	762.	
JP MORGAN CHASE	1,184.	1,184.	
JP MORGAN CHASE - INDEX DEPOSIT	1.	1.	
JP MORGAN CHASE - SWEEP ACCOUNT	1,309.	1,309.	
LONE CASCADE, LP	11.	11.	
MEXICAN BONDS DESARR FIX RT	304,986.	304,986.	
MEXICAN BONDS DESARR FIX RT - ACCRUED INTEREST PAID	<101,733.>	<101,733.>	
MFP PARTNERS	6,759.	6,759.	
MFP PARTNERS - US INTEREST	73.	73.	
MORGAN STANLEY	11.	11.	
NEWPORT ASIA INSTITUTIONAL FUND	57.	57.	
ONE WILLIAM STREET	48,703.	48,703.	
PRITZKER FAMILY FOUNDATION LLC	1,600,891.	1,600,135.	
PRITZKER FAMILY FOUNDATIONS LLC	756.	756.	
THE OVERLOOK PARTNERS FUND, LP	185.	185.	
WELLS FARGO	554.	554.	
WTC-CTF ENDURING ASSETS	17.	17.	
WTC-CTF ENDURING ASSETS - US INTEREST	58.	58.	
TOTAL TO PART I, LINE 3	2,548,894.	2,548,138.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DOUBLELINE TOTAL					
RETURN BOND FUND	9,978.	0.	9,978.	9,978.	
EGERTON INVESTMENT PARTNERS, L.P.	95,725.	0.	95,725.	95,725.	
EPI-WISDOM TREE					
INDIA ETF	41,006.	0.	41,006.	41,006.	

HILDENE CAPITAL MANAGEMENT ACCOUNT	75,937.	0.	75,937.	75,937.
INDUS JAPAN LONG ONLY FUND, L.P.	185,581.	0.	185,581.	185,581.
LONE CASCADE, LP	94,760.	0.	94,760.	94,760.
MFP PARTNERS	9,111.	0.	9,111.	9,111.
MORGAN STANLEY	1.	0.	1.	1.
NEWPORT ASIA INSTITUTIONAL FUND	262,555.	0.	262,555.	262,555.
PRARIE SHORES, INC.	1,800.	0.	1,800.	1,800.
PRITZKER FAMILY FOUNDATIONS LLC	10,165,575.	0.	10,165,575.	10,165,575.
TEMPLETON GLOBAL BOND FUND	16,398.	0.	16,398.	16,398.
THE OVERLOOK PARTNERS FUND, LP	107,573.	0.	107,573.	107,573.
WTC-CTF ENDURING ASSETS	214,452.	0.	214,452.	214,452.
TO PART I, LINE 4	11,280,452.	0.	11,280,452.	11,280,452.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EGERTON INVESTMENT PARTNERS, L.P.	<35,345.>	<35,345.>	
WTC-CTF ENDURING ASSETS	23,612.	23,612.	
INDUS JAPAN LONG ONLY FUND, LP	131,405.	131,405.	
PRITZKER FAMILY FOUNDATION, LLC	<537,117.>	<537,117.>	
LONE CASCADE, LP	3,139.	3,139.	
NAVIGATOR PARTNERS FUND	887,406.	887,406.	
NEVSKY FUND LIMITED	592,221.	592,221.	
NEWPORT ASIA	<6,975.>	<6,975.>	
MFP PARTNERS	2,457.	2,457.	
NORTHERN TRUST	3,307.	3,307.	
STATE STREET	1,416.	1,416.	
CANTILLON WORLD LTD	410.	410.	
PRITZKER FAMILY FOUNDATION, LLC	91,972.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,157,908.	1,065,936.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES - NEAL, GERBER & EISENBERG	313.	0.		313.
LEGAL FEES - SUGAR, FRIEDBERG & FELSANTHAL	555.	0.		555.
TO FM 990-PF, PG 1, LN 16A	868.	0.		868.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - PRICEWATERHOUSECOOPERS, LLP	23,000.	0.		23,000.
TO FORM 990-PF, PG 1, LN 16B	23,000.	0.		23,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES - MONTICELLO ASSOCIATES	128,750.	128,750.		0.
INVESTMENT ADVISORY FEES - HSBC PRECIOUS METALS	37,475.	37,475.		0.
INVESTMENT ADVISORY FEES - ONE WILLIAM STREET	1,218.	1,218.		0.
INVESTMENT ADVISORY FEES - WTC CTF ENDURING ASSETS	34,419.	34,419.		0.
INVESTMENT ADVISORY FEES - MEDA ACCESS FEEDER FUND	3,981.	3,981.		0.
TO FORM 990-PF, PG 1, LN 16C	205,843.	205,843.		0.

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 PAID - PRITZKER FAMILY FOUNDATIONS LLC	42,172.	42,172.		0.
FOREIGN TAXES PAID - WELLINGTON ENDURING	24,352.	24,352.		0.
FOREIGN TAXES PAID - MFP PARTNERS	6.	6.		0.
FOREIGN TAXES PAID - INDUS JAPAN LONG ONLY FUND	13,188.	13,188.		0.
FOREIGN TAXES PAID - NEWPORT ASIA INSTITUTIONAL FUND	15,371.	15,371.		0.
FEDERAL TAXES PAID	16,481.	0.		0.
FOREIGN TAXES PAID - EGERTON INVESTMENT PARTNERS, LP	12,904.	12,904.		0.
CALIFORNIA - TAX PAID - 2012	10.	0.		0.
FOREIGN TAXES - THE OVERLOOK FUND, LP	9,232.	9,232.		0.
FOREIGN TAXES - LONE CASCADE	3,234.	3,234.		0.
PFF WITHHOLDING	8,051.	8,051.		0.
FEDERAL TAXES PAID	697,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	842,001.	128,510.		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
BANK FEES- CHASE	5,799.	5,799.		0.
BANK FEES - THE OVERLOOK PARTNER FUND	20.	20.		0.
BANK FEES- NORTHERN TRUST	28.	28.		0.
FILING FEES	98.	0.		98.
MEALS & ENTERTAINMENT	2,290.	0.		2,290.
TELEPHONE	18.	0.		18.
POSTAGE & DELIVERY	84.	0.		84.
CSC FEE	108.	0.		108.
OTHER EXPENSE	1.	0.		1.

PRITZKER FOUNDATION

36-6058062

MISCELLANEOUS EXPENSE - M&T			
PRITZKER CHARITABLE	250.	0.	250.
MISCELLANEOUS EXPENSE -			
PRITZKER PUCKER CHARITABLE	250.	0.	250.
OTHER DEDUCTIONS - NAVIGATOR			
PARTNERS FUND	6,550.	6,550.	0.
OTHER DEDUCTIONS - INDUS			
JAPAN LONG FUND, LP	113,162.	113,162.	0.
PFF, LLC - CHARITABLE			
CONTRIBUTIONS	947.	0.	947.
PFF, LLC - NON-DEDUCTIBLE			
EXPENSES	437,643.	0.	0.
PFF, LLC - OTHER DEDUCTIONS	1,070,313.	1,070,313.	0.
PFF, LLC - ROYALTY DEDUCTION	80.	80.	0.
PORTFOLIO DEDUCTIONS-			
HILDENE CLO EQUITY & TARP	47,116.	47,116.	0.
PORTFOLIO DEDUCTIONS - HYATT			
WILSHIRE LLC	103.	103.	0.
PORTFOLIO DEDUCTIONS - LONE			
CASCADE, LLC	281,431.	281,431.	0.
PORTFOLIO DEDUCTIONS - MFP			
PARTNERS	27,830.	27,830.	0.
PORTFOLIO DEDUCTIONS -			
NEWPORT ASIA	141,757.	141,757.	0.
PORTFOLIO DEDUCTIONS - THE			
OVERLOOK PARTNERS FUND, LP	38,910.	38,910.	0.
PORTFOLIO DEDUCTIONS - PFF,			
LLC	2,077,439.	2,077,439.	0.
PORTFOLIO DEDUCTIONS -			
WTC-ENDURING ASSETS	5,733.	5,733.	0.
TO FORM 990-PF, PG 1, LN 23	4,257,960.	3,816,271.	4,046.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
THE ALPHA GEN VOLANTIS CATALYST FUND LIMITED	FMV	4,700,000.	5,149,649.
ARASAIG AFRICA CONSUMER FUND	FMV	9,200,000.	9,910,710.
ASTENBECK COMMODITIES	FMV	7,100,000.	6,159,670.
BAY POND	FMV	5,410,000.	12,128,050.
BLACKROCK STRATEGIC INC OPP	FMV	13,500,000.	13,526,621.
CEPHI QFII	FMV	5,500,000.	5,632,000.
THE CHILDREN'S FUND INTERNATIONAL	FMV	2,000,000.	2,703,800.
CLAROS REAL ESTATE	FMV	8,325,000.	11,952,727.
DOUBLELINE OPPORTUNISTIC FUND	FMV	83,814.	99,548.
DOUBLELINE TOTAL RETURN BOND FUND	FMV	0.	0.
EGERTON INVESTMENT PARTNERS	FMV	6,465,963.	7,399,938.
EPI WISDOM TREE INDIA ETF	FMV	0.	0.

PRITZKER FOUNDATION

36-6058062

ETF SPDR TRUST SERIES	FMV	15,803,374.	16,213,935.
FALCON SOVEREIGN, LTD	FMV	11,200,000.	11,098,528.
HSBC PRIVATE BANK	FMV	110,145.	119,968.
HILDENE CLO EQUITY & TARP	FMV	4,061,033.	3,806,738.
HILDENE OPPORTUNITIES OFFSHORE FUND	FMV	6,469,270.	26,028,970.
HYATT WILSHIRE LLC	FMV	1,479.	1,479.
INDUS JAPAN LONG ONLY FUND, LP	FMV	11,256,938.	17,781,086.
LONE CASCADE, LP	FMV	12,149,646.	15,729,588.
MEXICAN BONDS DESARR FIX RT	FMV	6,879,189.	6,675,329.
MFP PARTNERS LP	FMV	301,249.	301,200.
M SQUARE	FMV	8,700,000.	8,934,252.
MONTPELIER FUND	FMV	1,009,761.	835,623.
M&T PRITZKER CHARITABLE FD, LLC	FMV	100.	100.
NAVIGATOR PARTNERS FUND, LP	FMV	12,202,685.	12,213,828.
NEVSKY FUND LIMITED	FMV	6,162,221.	7,430,046.
NEW VERNON INDIA	FMV	1,224,051.	768,827.
NEWPORT ASIA	FMV	0.	0.
ONE WILLIAM STREET	FMV	912,268.	0.
THE OVERLOOK PARTNERS FUND, LP	FMV	8,000,763.	8,201,973.
PRAIRIE SHORES INC.	FMV	1,255.	1,255.
PRITZKER FAMILY FOUNDATION LLC	FMV	153,369,946.	185,134,792.
PRITZKER PUCKER CHARITABLE FD, LLC	FMV	100.	100.
SANDSTONE CAPITAL INDIA OFFSHORE FUND LTD.	FMV	1,128,432.	568,466.
TEMPLETON GLOBAL	FMV	0.	0.
TIGER GLOBAL LTD.	FMV	4,698,653.	15,933,170.
TIGER GLOBAL LONG OPPORTUNITIES	FMV	5,820,000.	6,309,158.
UNDERGROUND FESTIVAL, INC.	FMV	705,000.	705,000.
VENOR CAPITAL OFFSHORE LTD.	FMV	5,045,020.	8,614,266.
VIKING GLOBAL	FMV	2,617,802.	10,173,755.
WELLINGTON TRUST COMPANY - ENDURING ASSETS	FMV	6,236,089.	7,057,600.
OTHER INVESTMENTS	FMV	280,000.	280,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		348,631,246.	445,581,745.

FORM 990-PF	OTHER ASSETS		STATEMENT 10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OTHER RECEIVABLE - TONTINE TOTAL RETURN	31,245.	0.	0.
OTHER RECEIVABLE - TIGER GLOBAL	8,085,600.	0.	0.
OTHER RECEIVABLE - DOUBLELINE OPPORTUNISTIC FUND	1,500,000.	0.	0.
OTHER RECIEVABLE - SCHOOL OF THE ART INSTITUTE	0.	10,000.	10,000.
OTHER RECEIVABLE	0.	23,625.	23,625.
TO FORM 990-PF, PART II, LINE 15	9,616,845.	33,625.	33,625.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
M&T PRITZKER CHARITABLE FUND, LLC	100.	100.
PRITZKER PUCKER CHARITABLE FUND, LLC	100.	100.
TOTAL TO FORM 990-PF, PART II, LINE 22	200.	200.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS J PRITZKER 71 SOUTH WACKER, SUITE 4700 CHICAGO, IL 60606	DIRECTOR & V.P. 0.25	0.	0.	0.
GIGI PRITZKER PUCKER 71 SOUTH WACKER, SUITE 4700 CHICAGO, IL 60606	DIRECTOR & PRESIDENT 0.25	0.	0.	0.
BRYAN S. TRAUBERT 300 NORTH LASALLE, SUITE 1500 CHICAGO, IL 60654	DIRECTOR & V.P. 0.25	0.	0.	0.
NICHOLAS J. PRITZKER 71 SOUTH WACKER, SUITE 4700 CHICAGO, IL 60606	DIRECTOR & V.P. 0.25	0.	0.	0.
RONALD D. WRAY 300 NORTH LASALLE, SUITE 1500 CHICAGO, IL 60654	V.P. & SECRETARY 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE PRITZKER FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2013
EIN: 36-6058062
STATEMENT ATTACHED TO AND MADE PART OF 2012 FORM 990-PF BALANCE SHEET
PART II, LINE 2
SAVINGS AND TEMPORARY CASH INVESTMENTS

	<u>Beginning of Year</u>	<u>End of Year</u>	
	<u>Book Value</u>	<u>Book Value</u>	<u>Fair Market Value</u>
JP MORGAN MONEY MARKET FUND	3,237,867	9,864,055	9,864,055
MORGAN STANLEY	33,397		-
NORTHERN TRUST	3,442		-
WELLS FARGO	221,164	221,718	221,718
INDEX DEPOSIT - JP MORGAN CHASE BANK	1	1	1
	<u>3,495,871</u>	<u>10,085,774</u>	<u>10,085,774</u>

PRITZKER FOUNDATION
FOR THE PERIOD ENDED DECEMBER 31, 2013
EIN: 36-6058062
STATEMENT ATTACHED TO AND MADE PART OF 2013 FORM 990-PF
PART VII-A, STATEMENTS REGARDING ACTIVITIES, LINE 11

NAME & ADDRESS OF CONTROLLED ENTITY	EIN	DESCRIPTION OF TRANSFER	AMOUNT OF TRANSFER
PRITZKER FAMILY FOUNDATIONS, L L C. 300 NORTH LASALLE, SUITE 1500 CHICAGO, IL 60654	20-0192717	N/A	N/A

Pritzker Foundation
FEIN: 36-6058062
Form 990-PF, Page 6, Part VII-B, Line 5c
12/31/2013

Information Statement Relating to Grants Subject to Expenditure Responsibility Made Pursuant to IRC Regulation § 53.4945-5(d)(2):

Grantee:

The Pritzker Pucker Family Foundation
71 South Wacker Drive, Suite 4700
Chicago, IL 60606

Date and amount:

September 13, 2002 - \$35,000,000

Purpose:

For charitable, religious, scientific, literary or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986

Amount of grant spent by grantee:

As of December 31, 2013, \$23,134,337 was expended

Diversion:

No part of the grant has been used for other than its intended purpose

Date of reports received from grantee:

The Pritzker Pucker Family Foundation filed a report on February 27, 2014, verifying the amounts expended for charitable purposes prior to December 31, 2013.

Verification of grantee reports:

There has been no verification of the grantee's report by the grantor or by others at the direction of the grantor.

Pritzker Foundation
FEIN: 36-6058062
Form 990-PF, Page 6, Part VII-B, Line 5c
12/31/2013

Information Statement Relating to Grants Subject to Expenditure Responsibility Made Pursuant to IRC Regulation § 53.4945-5(d)(2):

Grantee:

The Pritzker Traubert Family Foundation
300 North LaSalle Street, Suite 1500
Chicago, IL 60654

Date and amount:

September 13, 2002 - \$35,000,000

Purpose:

For charitable, religious, scientific, literary or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986

Amount of grant spent by grantee:

As of December 31, 2013, \$35,000,000 was expended

Diversion:

No part of the grant has been used for other than its intended purpose

Date of reports received from grantee:

The Pritzker Traubert Family Foundation filed a report on February 5, 2014, verifying the amounts expended for charitable purposes prior to December 31, 2013.

Verification of grantee reports:

There has been no verification of the grantee's report by the grantor or by others at the direction of the grantor

Pritzker Foundation
FEIN: 36-6058062
Form 990-PF, Page 6, Part VII-B, Line 5c
12/31/2013

Information Statement Relating to Grants Subject to Expenditure Responsibility Made Pursuant to IRC Regulation § 53.4945-5(d)(2):

Grantee:

Margot & Thomas Pritzker Family Foundation
71 South Wacker Drive, Suite 4700
Chicago, IL 60606

Date and amount:

September 13, 2002 - \$35,000,000

Purpose:

For charitable, religious, scientific, literary or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986

Amount of grant spent by grantee:

As of December 31, 2013, \$23,198,578 was expended

Diversion:

No part of the grant has been used for other than its intended purpose

Date of reports received from grantee:

Margot & Thomas Pritzker Family Foundation filed a report on February 13, 2014, verifying the amounts expended for charitable purposes prior to December 31, 2013.

Verification of grantee reports:

There has been no verification of the grantee's report by the grantor or by others at the direction of the grantor

Pritzker Foundation
FEIN: 36-6058062
Form 990-PF, Page 6, Part VII-B, Line 5c
12/31/2013

Information Statement Relating to Grants Subject to Expenditure Responsibility Made Pursuant to IRC Regulation § 53.4945-5(d)(2):

Grantee:

The Libra Foundation
1700 West Irving Park Road, Suite 203
Chicago, IL 60613

Date and amount:

September 13, 2002 - \$35,000,000

Purpose:

For charitable, religious, scientific, literary or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986

Amount of grant spent by grantee:

As of December 31, 2013, \$28,095,087 was expended

Diversion:

No part of the grant has been used for other than its intended purpose

Date of reports received from grantee:

The Libra Foundation filed a report on March 31, 2014, verifying the amounts expended for charitable purposes prior to December 31, 2013.

Verification of grantee reports:

There has been no verification of the grantee's report by the grantor or by others at the direction of the grantor

Pritzker Foundation
FEIN: 36-6058062
Form 990-PF, Page 6, Part VII-B, Line 5c
12/31/2013

Information Statement Relating to Grants Subject to Expenditure Responsibility Made Pursuant to IRC Regulation § 53.4945-5(d)(2):

Grantee:

Anthony Pritzker Family Foundation
c/o The Pritzker Group, L.L.C.
111 South Wacker Drive, Suite 4000
Chicago, IL 60606

Date and amount:

September 13, 2002 - \$35,000,000

Purpose:

For charitable, religious, scientific, literary or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986

Amount of grant spent by grantee:

As of December 31, 2013, \$35,000,000 was expended

Diversion:

No part of the grant has been used for other than its intended purpose

Date of reports received from grantee:

The Anthony Pritzker Family Foundation
filed a report on March 31, 2014, verifying the amounts
expended for charitable purposes prior to December 31,
2013.

Verification of grantee reports:

There has been no verification of the grantee's report by
the grantor or by others at the direction of the grantor

Pritzker Foundation
FEIN:
Statement Attached to and Made Part of 2013 Form 990-PF
Part XV, Line 3a - Grants and Contributions Paid During The Year
January 1, 2013 to December 31, 2013

Charity	Address	Foundation Status of Recipient	Purpose of Grant	Amount
ACADEMY FOR URBAN SCHOOL LEADERSHIP	3400 N AUSTIN AVE CHICAGO, IL 60634	501(c)3	GENERAL OPERATING SUPPORT	250,000 00
ACADEMY FOR URBAN SCHOOL LEADERSHIP	3400 N AUSTIN AVE CHICAGO, IL 60634	501(c)3	GENERAL OPERATING SUPPORT	4,000 00
ACCESS LIVING	115 WEST CHICAGO AVENUE CHICAGO, IL 60654	501(c)3	GENERAL OPERATING SUPPORT	25,000 00
AFTER SCHOOL MATTERS	66 EAST RANDOLPH STREET CHICAGO, IL 60601	501(c)3	GENERAL OPERATING SUPPORT	50,000 00
ALL STARS PROJECT, INC	ATTN BONNY GILDIN 543 WEST 42ND STREET NEW YORK, NY 10036	501(c)3	GENERAL OPERATING SUPPORT	50,000 00
AMERICAN CANCER SOCIETY	250 WILLIAMS STREET NW ATLANTA, GA 30303	501(c)3	GENERAL OPERATING SUPPORT	25,000 00
AMERICAN DIABETES ASSOCIATION	1701 N BEAUREGARD ST ALEXANDRIA, VA 22311	501(c)3	GENERAL OPERATING SUPPORT	5,000 00 (2,000 00)
AMERICAN JEWISH COMMITTEE	222 NORTH LASALLE STREET SUITE 1000 CHICAGO, IL 60601	501(c)3	GENERAL OPERATING SUPPORT	25,000 00
BOYS & GIRLS CLUBS OF CHICAGO	550 W VAN BUREN STREET SUITE 350 CHICAGO, IL 60607	501(c)3	GENERAL OPERATING SUPPORT	10,000 00
CAMP SOUTHERN GROUND	259 GLYNN ST S FAYETTEVILLE, GA 30214	501(c)3	GENERAL OPERATING SUPPORT	25,000 00
CHICAGO ACADEMY FOR THE ARTS	1010 WEST CHICAGO AVE CHICAGO, IL 60606	501(c)3	GENERAL OPERATING SUPPORT	50,000 00
CHICAGO ACADEMY FOR THE ARTS	1010 WEST CHICAGO AVENUE CHICAGO, IL 60642-5414	501(c)3	GENERAL OPERATING SUPPORT	50,000 00
CHICAGO COUNCIL ON GLOBAL AFFAIRS	332 S MICHIGAN AVE SUITE 1100 CHICAGO, IL 60604	501(c)3	GENERAL OPERATING SUPPORT	50,000 00
CHICAGO PUBLIC LIBRARY FOUNDATION	20 N MICHIGAN AVE, STE 204 CHICAGO, IL 60602	501(c)3	GENERAL OPERATING SUPPORT	(125 00) 10,000 00
CHICAGO PUBLIC LIBRARY FOUNDATION	20 N MICHIGAN AVE, STE 204 CHICAGO, IL 60602	501(c)3	GENERAL OPERATING SUPPORT	15,000 00
CHICAGO PUBLIC LIBRARY FOUNDATION	20 N MICHIGAN AVE, STE 204 CHICAGO, IL 60602	501(c)3	GENERAL OPERATING SUPPORT	10,000 00
CHICAGO PUBLIC LIBRARY FOUNDATION	20 N MICHIGAN AVE, STE 204 CHICAGO, IL 60602	501(c)3	GENERAL OPERATING SUPPORT	15,000 00
CHICAGO SHAKESPEARE THEATER	800 EAST GRAND AVENUE ON NAVY PIER CHICAGO, IL 60611	501(c)3	GENERAL OPERATING SUPPORT	333,334 00
COLUMBIA COLLEGE CHICAGO	600 SOUTH MICHIGAN AVENUE CHICAGO, IL 60605	501(c)3	GENERAL OPERATING SUPPORT	300,000 00
CONSERVATION INTERNATIONAL	1919 M STREET, NW SUITE 600 WASHINGTON, DC 20036	501(c)3	GENERAL OPERATING SUPPORT	1,000,000 00
COUNCIL ON COMPETITIVENESS	1500 K STREET NW SUITE 850 WASHINGTON, DC 20005	501(c)3	GENERAL OPERATING SUPPORT	25,000 00
COUNCIL ON FOREIGN RELATIONS, INC	58 EAST 68TH STREET NEW YORK, NY 10065	501(c)3	GENERAL OPERATING SUPPORT	20,000 00
CURE	451 N LASALLE STREET CHICAGO, IL 60654-4510	501(c)3	GENERAL OPERATING SUPPORT	10,000 00
DEPAUL UNIVERSITY	1 E JACKSON CHICAGO, IL 60604	501(c)3	GENERAL OPERATING SUPPORT	11,300 00
ERIKSON INSTITUTE	451 N LASALLE STREET CHICAGO, IL 60654-4510	501(c)3	GENERAL OPERATING SUPPORT	333,333 00
FACING HISTORY AND OURSELVES	16 HURD ROAD BROOKLINE, MA 02445-6919	501(c)3	GENERAL OPERATING SUPPORT	100,000 00 (5,000 00)
GRANT PARK ORCHESTRAL ASSOCIATION	205 EAST RANDOLPH STREET CHICAGO, IL 60601	501(c)3	GENERAL OPERATING SUPPORT	10,000 00
JEWISH COUNCIL ON URBAN AFFAIRS	610 S MICHIGAN AVE SUITE 400 CHICAGO, IL 60605	501(c)3	GENERAL OPERATING SUPPORT	36,000 00
JEWISH UNITED FUND	1 SOUTH FRANKLIN STREET CHICAGO, IL 60606	501(c)3	GENERAL OPERATING SUPPORT	250,000 00
JOHN G SHEDD AQUARIUM	1200 SOUTH LAKE SHORE DRIVE CHICAGO, IL 60605	501(c)3	GENERAL OPERATING SUPPORT	100,000 00
JUNIOR ACHIEVEMENT OF CHICAGO	651 WEST WASHINGTON #404 CHICAGO, IL 60612	501(c)3	GENERAL OPERATING SUPPORT	25,000 00
METROPOLIS STRATEGIES	30 WEST MONROE STREET CHICAGO, IL 60603	501(c)3	GENERAL OPERATING SUPPORT	10,000 00
MILLENNIUM PARK, INC	201 E RANDOLPH STREET CHICAGO, IL 60601	501(c)3	GENERAL OPERATING SUPPORT	1,000,000 00
MILLENNIUM PARK, INC	201 E RANDOLPH STREET CHICAGO, IL 60601	501(c)3	GENERAL OPERATING SUPPORT	1,000,000 00

Pritzker Foundation
FEIN:
Statement Attached to and Made Part of 2013 Form 990-PF
Part XV, Line 3a - Grants and Contributions Paid During The Year
January 1, 2013 to December 31, 2013

Charity	Address	Foundation Status of Recipient	Purpose of Grant	Amount
MUSEUM OF CONTEMPORARY ART	220 EAST CHICAGO AVENUE CHICAGO, IL 60611	501(c)3	GENERAL OPERATING SUPPORT	120,000 00
MUSEUM OF CONTEMPORARY ART	220 EAST CHICAGO AVENUE CHICAGO, IL 60611	501(c)3	GENERAL OPERATING SUPPORT	360,000 00
MUSEUM OF SCIENCE AND INDUSTRY	57TH STREET AND LAKE SHORE DRIVE CHICAGO, IL 60637	501(c)3	GENERAL OPERATING SUPPORT	5,000 00
MUSIC INSTITUTE OF CHICAGO	1490 CHICAGO AVENUE EVANSTON, IL 60201	501(c)3	GENERAL OPERATING SUPPORT	10,000 00
NEW YORK HISTORICAL SOCIETY	170 CENTRAL PARK WEST NEW YORK, NY 10024-5194	501(c)3	GENERAL OPERATING SUPPORT	100,000 00
NOBLE NETWORK OF CHARTER SCHOOLS	1010 NORTH NOBLE STREET CHICAGO, IL 60622	501(c)3	GENERAL OPERATING SUPPORT	15,500 00
NOBLE STREET CHARTER SCHOOL	1010 N NOBLE STREET CHICAGO, IL 60622	501(c)3	GENERAL OPERATING SUPPORT	100,000 00
OLD TOWN SCHOOL OF FOLK MUSIC, INC	4544 N LINCOLN AVE CHICAGO, IL 60625	501(c)3	GENERAL OPERATING SUPPORT	250,000 00
OLD TOWN SCHOOL OF FOLK MUSIC, INC	4544 N LINCOLN AVE CHICAGO, IL 60625	501(c)3	GENERAL OPERATING SUPPORT	250,000 00
REDMOON THEATER	1438 WEST KINZIE CHICAGO, IL 60622	501(c)3	GENERAL OPERATING SUPPORT	10,000 00
REHABILITATION INSTITUTE OF CHICAGO	345 E SUPERIOR CHICAGO, IL 60611	501(c)3	GENERAL OPERATING SUPPORT	500,000 00
REHABILITATION INSTITUTE OF CHICAGO	345 E SUPERIOR CHICAGO, IL 60611	501(c)3	GENERAL OPERATING SUPPORT	2,000,000 00
ST CHRISTOPHER SCHOOL	711 ST CHRISTOPHER'S ROAD RICHMOND, VIRGINIA 23226-2750	501(c)3	GENERAL OPERATING SUPPORT	25,000 00
STANFORD UNIVERSITY	326 GALVEZ STREET STANFORD, CA 94305-6105	501(c)3	GENERAL OPERATING SUPPORT	1,000,000 00
THE CHICAGO PUBLIC EDUCATION FUND	200 WEST ADAMS SUITE 2150 CHICAGO, IL 60606	501(c)3	GENERAL OPERATING SUPPORT	227,000 00
THE CHICAGO SCHOLARS FOUNDATION	333 W WACKER 33RD FLOOR CHICAGO, IL 60606	501(c)3	GENERAL OPERATING SUPPORT	150,000 00
THE JOHN F KENNEDY CTR FOR THE PERFORMING ARTS	2700 F STREET, NW WASHINGTON, DC 20566	501(c)3	GENERAL OPERATING SUPPORT	22,000 00
				(16,500 00)
THE KITCHEN COMMUNITY	1980 8TH STREET BOULDER, CO 80302	501(c)3	GENERAL OPERATING SUPPORT	300,000 00
THE REGENTS OF THE UNIVERSITY OF MICHIGAN	UNIVERSITY OF MICHIGAN 3003 S STATE STREET SUITE 9000 ANN ARBOR, MI 48109-1288	501(c)3	GENERAL OPERATING SUPPORT	5,000 00
THE RENAISSANCE SOCIETY	5811 SOUTH ELLIS AVENUE CHICAGO IL 60637	501(c)3	GENERAL OPERATING SUPPORT	25,000 00
THE RENAISSANCE SOCIETY	5811 SOUTH ELLIS AVENUE CHICAGO, IL 60637	501(c)3	GENERAL OPERATING SUPPORT	25,000 00
THE TRUST FOR PUBLIC LAND	ATTN KEN MODZELEWSKI 120 S LA SALLE ST, 20TH FL CHICAGO, IL 60603	501(c)3	GENERAL OPERATING SUPPORT	300,000 00
THE TRUST FOR PUBLIC LAND	ATTN KEN MODZELEWSKI 120 S LA SALLE ST, 20TH FL CHICAGO, IL 60603	501(c)3	GENERAL OPERATING SUPPORT	1,200,000 00
UCAN	3737 N MOZART STREET CHICAGO, IL 60618-3689	501(c)3	GENERAL OPERATING SUPPORT	50,000 00
UNIVERSITY OF CA MERCED FOUNDATION	5200 NORTH LAKE ROAD MERCED, CA 95343	501(c)3	GENERAL OPERATING SUPPORT	10,000 00
UNIVERSITY OF CHICAGO	1427 EAST 60TH STREET SUITE 120 CHICAGO, IL 60637	501(c)3	GENERAL OPERATING SUPPORT	500,000 00
UNIVERSITY OF CHICAGO	1427 EAST 60TH STREET SUITE 120 CHICAGO, IL 60637	501(c)3	GENERAL OPERATING SUPPORT	250,000 00
UNIVERSITY OF CHICAGO	1427 EAST 60TH STREET SUITE 120 CHICAGO, IL 60637	501(c)3	GENERAL OPERATING SUPPORT	2,000,000 00
UNIVERSITY OF MICHIGAN	3003 S STATE STREET, SUITE 8000 ANN ARBOR, MI 48109-1288	501(c)3	GENERAL OPERATING SUPPORT	100,000 00
UNIVERSITY OF VIRGINIA	P O BOX 400891 CHARLOTTESVILLE, VA 22904-4891	501(c)3	GENERAL OPERATING SUPPORT	50,000 00
URBAN ALLIANCE	29 S LASALLE SUITE 610 CHICAGO, IL 60603	501(c)3	GENERAL OPERATING SUPPORT	15,000 00
URBAN GATEWAYS	200 WEST JACKSON BOULEVARD SUITE 300 CHICAGO, IL 60606-6941	501(c)3	GENERAL OPERATING SUPPORT	250,000 00
URBAN GATEWAYS	200 WEST JACKSON BOULEVARD SUITE 300 CHICAGO, IL 60606-6941	501(c)3	GENERAL OPERATING SUPPORT	500,000 00
TOTAL				<u>15,933,842.33</u>

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.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. See instructions.	PRITZKER FOUNDATION	Employer identification number (EIN) or 36-6058062
	Number, street, and room or suite no. If a P.O. box, see instructions. 300 N. LASALLE STREET, SUITE 1500	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60654	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (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

PRITZKER FAMILY OFFICE, L.L.C.

- The books are in the care of ► **300 N. LASALLE ST, STE 1500 - CHICAGO, IL 60654**

Telephone No. ► **(312) 803-4540**

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:
- ☒ **X** 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	\$ 1,332,000.
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	\$ 697,000.
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	\$ 635,000.

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.

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 ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

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

Part I only ☒

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	PRITZKER FOUNDATION	Employer identification number (EIN) or 36-6058062
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. 300 N. LASALLE STREET, SUITE 1500	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60654	

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

07

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

PRITZKER FAMILY OFFICE, L.L.C.

- The books are in the care of ► 300 N. LASALLE ST, STE 1500 - CHICAGO, IL 60654

Telephone No. ► (312) 803-4540

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 NOVEMBER 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	\$	0.
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	\$	25,000.
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.