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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
OSCAR G & ELSA S MAYER FAMILY FOUNDATION
C/O BARBARA J POPE PC

A Employer identification number
36-4035204

Number and street (or P O box number if mail is not delivered to street address)
190 S LASALLE STREET NO 610

Room/suite

B Telephone number (see instructions)
(312) 332-3682

City or town, state or province, country, and ZIP or foreign postal code
CHICAGO, IL 60603

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 16,735,395

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) ______
(Part I, column (d) must be on cash basis.)

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	6			
	4	Dividends and interest from securities	248,021	247,536		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	900,850			
	b	Gross sales price for all assets on line 6a ______				
	7	Capital gain net income (from Part IV, line 2)		900,850		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	3,955	3,955		
	12	**Total.** Add lines 1 through 11	1,152,832	1,152,341		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	34,960	6,992		27,968
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	388	194		194
	b	Accounting fees (attach schedule)	57,300	28,650		28,650
	c	Other professional fees (attach schedule)	38,225	35,000		3,225
	17	Interest	890	890		0
	18	Taxes (attach schedule) (see instructions)	21,037	6,037		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	12,292	2,458		9,834
	21	Travel, conferences, and meetings	21,419	10,710		10,710
	22	Printing and publications				
	23	Other expenses (attach schedule)	174,961	169,855		4,557
	24	**Total operating and administrative expenses.** Add lines 13 through 23	361,472	260,786		85,138
	25	Contributions, gifts, grants paid	799,731			799,731
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,161,203	260,786		884,869
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-8,371			
	b	**Net investment income** (if negative, enter -0-)		891,555		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	52,781	106,987	106,987
	3	Accounts receivable ▶ 226,307			
		Less allowance for doubtful accounts ▶	777,858	226,307	226,307
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,614,970	2,878,029	3,425,794
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,213,050	938,678	899,637
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	10,260,744	10,761,031	12,076,670
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	14,919,403	14,911,032	16,735,395
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **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	14,483,546	14,483,546	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	435,857	427,486	
	30	**Total net assets or fund balances** (see instructions)	14,919,403	14,911,032	
	31	**Total liabilities and net assets/fund balances** (see instructions)	14,919,403	14,911,032	

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	14,919,403
2	Enter amount from Part I, line 27a	2	-8,371
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	14,911,032
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	14,911,032

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	900,850
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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 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))
2013	892,918	16,301,910	0 054774
2012	755,393	15,425,880	0 048969
2011	765,189	15,620,646	0 048986
2010	775,557	14,634,627	0 052995
2009	438,709	13,400,754	0 032738

2	**Total** of line 1, column (d)	2	0 238462
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 047692
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	16,839,220
5	Multiply line 4 by line 3	5	803,096
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,916
7	Add lines 5 and 6	7	812,012
8	Enter qualifying distributions from Part XII, line 4	8	884,869

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	8,916
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	8,916
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	8,916
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 25,066		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	25,066
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	16,150
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 16,150 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶BARBARA J POPE PC Telephone no ▶(312) 332-3682

Located at ▶190 S LASALLE STREET SUITE 610 CHICAGO IL ZIP+4 ▶60603

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 |

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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)	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 ▶ 20____, 20____, 20____, 20____			
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 2014 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 2014.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2014?	4b		No

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 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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 (see instructions).

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

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	**1a**	16,899,932
b	Average of monthly cash balances	**1b**	195,723
c	Fair market value of all other assets (see instructions)	**1c**	0
d	**Total** (add lines 1a, b, and c)	**1d**	17,095,655
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**	17,095,655
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	**4**	256,435
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	**5**	16,839,220
6	**Minimum investment return.** Enter 5% of line 5	**6**	841,961

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**	841,961
2a	Tax on investment income for 2014 from Part VI, line 5 — **2a** 8,916		
b	Income tax for 2014 (This does not include the tax from Part VI) — **2b**		
c	Add lines 2a and 2b	**2c**	8,916
3	Distributable amount before adjustments Subtract line 2c from line 1	**3**	833,045
4	Recoveries of amounts treated as qualifying distributions	**4**	0
5	Add lines 3 and 4	**5**	833,045
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**	833,045

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**	884,869
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**	884,869
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	**5**	8,916
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	875,953

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				833,045
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010. 50,465				
c From 2011. 5,663				
d From 2012. 1,981				
e From 2013. 102,346				
f **Total** of lines 3a through e.	160,455			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 884,869				
a Applied to 2013, 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 2014 distributable amount.				833,045
e Remaining amount distributed out of corpus	51,824			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	212,279			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	212,279			
10 Analysis of line 9				
a Excess from 2010. . . . 50,465				
b Excess from 2011. . . . 5,663				
c Excess from 2012. . . . 1,981				
d Excess from 2013. . . . 102,346				
e Excess from 2014. . . . 51,824				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization 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))

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

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				799,731
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	6	
4 Dividends and interest from securities. . . .			14	248,021	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	3,955	
8 Gain or (loss) from sales of assets other than inventory			14	900,850	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		1,152,832	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,152,832

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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

****** | 2015-10-14 | ******

Signature of officer or trustee | Date | 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 if self-employed ▶ ☐	PTIN
BARBARA J POPE				P00005878

Firm's name ▶ BARBARA J POPE PC

Firm's EIN ▶ 36-3850821

Firm's address ▶ 190 S LASALLE STREET SUITE 610 CHICAGO, IL 60603

Phone no (312) 332-3682

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FROM K-1 SEDGWICK STREET FUND LLC	P		
FROM K-1 SEDGWICK STREET FUND LLC	P		
FROM K-1 SEP REAL ESTATE PORT II	P		
FROM K-1 SEP PE 2008	P		
FROM K-1 SEP PE 2013	P		
COMMON SENSE LONG-BIASED	P		
BMO HARRIS BANK	P		
FROM K-1 IR&M INTER FUND LLC	P		
FROM K-1 IR&M INTER FUND LLC	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			-4,618
			771,721
			44,257
			50,656
			11,788
			14,456
			11,705
			612
			273

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-4,618
			771,721
			44,257
			50,656
			11,788
			14,456
			11,705
			612
			273

Form 990PF Part VIII Line 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
HAROLD F MAYER 6519 CROWN COLONY PLACE 201 NAPLES, FL 34108	DIRECTOR & VICE PRESIDENT 10 00	0	0	0
ALISON M SHETTER 5107 SUNSHINE CANYON DRIVE BOULDER, CO 80302	DIRECTOR/SECRETARY/TREASUR 1 00	0	0	0
OSCAR H MAYER 2445 NW WESTOVER ROAD 311 PORTLAND, OR 97210	DIRECTOR 1 00	0	0	0
ALLAN C MAYER JR 315 1ST STREET KIRKLAND, WA 98033	DIRECTOR 1 00	0	0	0
RICHARD A MAYER 340 CHURCHILL STREET NORTHFIELD, IL 60093	DIRECTOR 1 00	0	0	0
SCOTT T MAYER 758 BEAR CLAW WAY MADISON, WI 53717	DIRECTOR 1 00	0	0	0
WILLIAM E MAYER 100 HILTON AVE M-31 GARDEN CITY, NY 11530	DIRECTOR & PRESIDENT 1 00	0	0	0
BARBARA J POPE 190 S LASALLE STREET CHICAGO, IL 60603	ASST TREASURER 5 00	0	0	0
KARLA K RITT 1288 SUMMIT AVE SUITE 107-134 OCONOMOWOC, WI 53066	ASST SECRETARY 10 00	34,960	0	0
OSCAR HENRY MAYER 204 HOWARD STREET RIVERTON, NJ 08077	DIRECTOR 1 00	0	0	0
RICHARD C MAYER 1750 30TH STREET 220 BOULDER, CO 80301	DIRECTOR 0 00	0	0	0

Form 990PF Part XV Line 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*				
ARIZONA HUMANE SOCIETY 1521 WEST DOBBINS ROAD PHOENIX,AZ 85041	NONE		GENERAL	2,500
BAY AREA LYME FOUNDATION 884 PORTOLA ROAD PORTOLA VALLEY,CA 94028	NONE		GENERAL	800
BELOIT COLLEGE 700 COLLEGE STREET BELOIT,WI 53511	NONE		GENERAL	10,000
BILLINGS WEST HIGH SCHOOL 2201 ST JOHNS AVENUE BILLINGS,MT 59102	NONE		FORENSICS TEAM	1,000
BOULDER (CITY OF) OSMP 66 S CHERRYVALE ROAD BOULDER,CO 80303	NONE		RUDD MAYER MEMORIAL BENCH	3,000
BOULDER INSTITUTE FOR PSYCHOTHERAPYRESEARCH 1240 PINE STREET BOULDER,CO 80302	NONE		GENERAL	150
BRIDGES FOR PEACE PO BOX 410037 MELBOURNE,FL 32941	NONE		GENERAL	10,000
CHILDREN'S HOSPITAL OF PHILADELPHIA 34TH STREET CONVENTION CENTER BLVD PHILADELPHIA,PA 19104	NONE		SOCIAL MEDIA INTERVENTION FOR WOMEN WITH POSTPARTUM DEPRESSION PROGRAM	62,500
CHILDREN'S HOSPITAL OF PHILADELPHIA 34TH STREET CONVENTION CENTER BLVD PHILADELPHIA,PA 19104	NONE		INTELLECTUAL DISABILITIES PROGRAM	61,634
THE CONSERVATION FUND 1655 N FORT MYER DRIVE ARLINGTON,VA 22209	NONE		GENERAL	2,500
COUNCIL FOR A STRONG AMERICA 1212 NEW YORK AVE NW 300 WASHINGTON,DC 20005	NONE		ADVOCACY EFFORTS IN OH, MI & PA	30,000
DENVER CENTER FOR THE PERFORMING ARTS 1101 13TH STREET DENVER,CO 80204	NONE		GENERAL	10,000
DICKINSON-IRON INTERMEDIATE SCHOOL DISTRICT 1074 PYLE DRIVE KINGSFORD,MI 49802	NONE		DOLLY PARTON IMAGINATION LIBRARY	55,432
FAITH & FREEDOM FOUNDATION PO BOX 957736 DULUTH,GA 30095	NONE		GENERAL	5,000
FOURTH PRESBYTERIAN CHURCH 125 E CHESTNUT CHICAGO,IL 60611	NONE		DANA FERGUSON MYERS ART INSTALLATION	2,500
Total . . . . ▶ **3a**				799,731

Form 990PF Part XV Line 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*				
FRIENDS OF MAYER 2250 NORTH CLIFTON CHICAGO,IL 60614	NONE		WALKATHON	10,000
FRIENDLY HOUSE INC 2617 NW SAVIER STREET PORTLAND,OR 97210	NONE		KINDERGARTEN READINESS PROGRAM	61,730
HIGH PEAKS EDUCATION GROUP 3995 AURORA AVENUE BOULDER,CO 80303	NONE		GENERAL	300
HOSPICE OF THE VALLEY 1510 E FLOWER STREET PHOENIX,AZ 85014	NONE		GENERAL	2,500
IDEX 333 VALENCIA STREET 250 SAN FRANCISCO,CA 94103	NONE		WOMEN'S AWARENESS CENTER-NEPAL	30,000
INVEST IN KIDS 1775 SHERMAN STREET 2075 DENVER,CO 80203	NONE		GENERAL JANE-A-THON FUNDRAISER	1,480
JUVENILE DIABETES RESEARCH FOUNDATION 2727 BRYANT STREET DENVER,CO 80203	NONE		GENERAL	100
LAKE FOREST ACADEMY 1500 W KENNEDY ROAD LAKE FOREST,IL 60045	NONE		GENERAL	2,000
LELAND STANFORD JR UNIVERSITY PO BOX 20466 STANFORD,CA 94309	NONE		MEN'S BASKETBALL/WOMEN'S BASKETBALLMEN'S SOCCER/WOMEN'S SOCCER	320
LIGONIER MINISTRIES 421 LIGONIER COURT SANFORD,FL 32771	NONE		GENERAL	10,000
LONGMONT RESTORATIVE JUSTICE PARTNERSHIP 333 TERRY STREET LONGMONT,CO 80501	NONE		RESTORATIVE PRACTICES IN SCHOOL	28,900
LYMELIGHT FOUNDATION 1229 BURLINGAME AVE 205 BURLINGAME,CA 94010	NONE		GENERAL	1,200
MEDICINE HORSE PROGRAM 8778 ARAPAHOE ROAD BOULDER,CO 80303	NONE		GENERAL	100
MEMORIAL HEALTH FOUNDATION PO BOX 23089 SAVANNAH,GA 31404	NONE		CHILDREN'S HOSPITAL CHARTER CIRCLE	5,000
NORTHWESTERN MEMORIAL FOUNDATION 251 EAST HURON 3-200 CHICAGO,IL 60611	NONE		GENERAL	1,500
Total . . . . ▶ **3a**				799,731

Form 990PF Part XV Line 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				
NORTHWESTERN UNIVERSITY-KELLOGG SCHOOL OF MANAGEMENT 1201 DAVIS STREET ROOM 1-400 EVANSTON,IL 60201	NONE		GENERAL	5,000
NOVA CENTER FOR THE PERFORMING ARTS PO BOX 11 BILLINGS,MT 59103	NONE		GENERAL	2,500
OUNCE OF PREVENTION FUND 33 WEST MONROE STREET 2400 CHICAGO,IL 60603	NONE		GENERAL	2,500
PARTNERS IN HEALTH PO BOX 996 FREDERICK,MD 21705	NONE		GENERAL	1,000
PENNSYLVANIA SPCA 350 E ERIE AVE PHILADELPHIA,PA 19134	NONE		GENERAL	500
PROVIDENCE-ST MEL SCHOOL 119 SOUTH CENTRAL PARK BLVD CHICAGO,IL 60624	NONE		GENERAL	10,000
RED ARROW CAMP FOUNDATION 780 N WATER STREET MILWAUKEE,WI 53202	NONE		GENERAL	500
SALVATION ARMY 2707 E VAN BUREN STREET SCOTTSDALE,AZ 85005	NONE		GENERAL	5,000
SAMARITAN'S PURSE 801 BAMBOO ROAD PO BOX 3000 BOONE,NC 28607	NONE		GENERAL	10,000
SAVANNAH EARLY CHILDHOOD FOUNDATION C/O DONALD L MAYER 40 MODENA ISLAND DRIVE SAVANNAH,GA 31411	NONE		EARLY LEARNING COLLEGE SERIES	60,000
SCRIPPS MERCY HOSPITAL FOUNDATION 4077 FIFTH AVENUE MER42 SAN DIEGO,CA 92103	NONE		GENERAL	4,000
ST FRANCIS XAVIER CATHOLIC SCHOOL SYSTEM FOUNDATION 101 E APPLETON AVE APPLETON,WI 54911	NONE		JOHN & EVELYN BLICK MEMORIAL SCHOLARSHIP FUND	250
SOCIAL VENTURE PARTNERS PORTLAND 221 NW 2ND AVENUE 310E PORTLAND,OR 97209	NONE		COMMUNITY EDUCATION WORKER SKILLS DEVELOPMENT PROGRAM	62,500
THORNE NATURE EXPERIENCE PO BOX 19107 BOULDER,CO 80308	NONE		GENERAL	200
UNITED WAY OF THE COASTAL EMPIRE 428 BULL STREET SAVANNAH,GA 31402	NONE		GENERAL	5,000
Total . . . . ▶ 3a				799,731

Form 990PF Part XV Line 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*				
UC DAVIS ONE SHIELDS AVENUE DAVIS,CA 95616	NONE		GENERAL	10,000
UNIVERSITY OF CHICAGO 1313 E 60TH STREET CHICAGO,IL 60637	NONE		EARLY EDUCATION CHARTER SCHOOL	35,000
UNIVERSITY OF MICHIGAN DEPT CH 10189 PALATINE,IL 60055	NONE		GENERAL	2,500
UNIVERSITY OF MONTANA 32 CAMPUS DRIVE MISSOULA,MT 59812	NONE		MUSIC DEPARTMENT	1,000
UNIVERSITY OF MINNESOTA FOUNDATION 200 OAK STREET 500 MINNEAPOLIS,MN 55455	NONE		PHILLIPS NEIGHBORHOOD CLINIC	1,000
UNIVERSITY OF WISCONSIN FOUNDATION 1848 IMOVERSOTU AVEMIE MADISON,WI 53726	NONE		SCHOOL OF HUMAN ECOLOGY	30,000
WISCONSIN COUNCIL ON CHILDREN & FAMILIES 555 WEST WASHINGTON AVENUE 200 MADISON,WI 53703	NONE		YOUNG STAR/PUBLIC & PRIVATE PARTNERSHIP PROGRAMS	50,000
ROBERT W WOODRUFF ARTS CENTER 1280 PEACHTREE STREET NE ATLANTA,GA 30309	NONE		ARTS FOR LIFE PROGRAM	25,000
YALE UNIVERSITY PO BOX 7611 NEW HAVEN,CT 06521	NONE		NEW HAVEN MOMS PARTNERSHIP	59,101
YALE UNIVERSITY PO BOX 7611 NEW HAVEN,CT 06521	NONE		GENERAL	5,000
CHARITABLE CONTRIBUTIONS FROM K-1S 190 S LASALLE STREET 610 CHICAGO,IL 60603	NONE		GENERAL	34
Total . . . . ▶ 3a				799,731

TY 2014 Accounting Fees Schedule

Name: OSCAR G & ELSA S MAYER FAMILY FOUNDATION
C/O BARBARA J POPE PC

EIN: 36-4035204

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	57,300	28,650		28,650

TY 2014 Investments Corporate Stock Schedule

Name: OSCAR G & ELSA S MAYER FAMILY FOUNDATION
C/O BARBARA J POPE PC

EIN: 36-4035204

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BLACKSTONE PARTNERS OFFSHORE FD LTD	1,125,000	1,559,382
COMMON SENSE LONG-BIASED OFFSHORE LTD	0	0
POINTER OFFSHORE LTD	1,150,000	1,265,000
INCOME RESEARCH & MGMT	603,029	601,412

TY 2014 Legal Fees Schedule

Name: OSCAR G & ELSA S MAYER FAMILY FOUNDATION
C/O BARBARA J POPE PC

EIN: 36-4035204

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	388	194		194

TY 2014 Other Assets Schedule

Name: OSCAR G & ELSA S MAYER FAMILY FOUNDATION
C/O BARBARA J POPE PC

EIN: 36-4035204

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SEP - REAL ESTATE PORTFOLIO I	468,808	381,325	387,643
SEP - PRIVATE EQUITY FD 2008	474,065	605,466	758,418
SEP - REAL ESTATE PORTFOLIO II	327,099	419,374	414,832
SEDGWICK STREET FUND LLC	8,838,414	9,108,092	10,214,104
SEP - PRIVATE EQUITY FD 2013	152,358	205,100	259,969
SEP - REAL ESTATE PORTFOLIO III	0	41,674	41,704

TY 2014 Other Expenses Schedule

Name: OSCAR G & ELSA S MAYER FAMILY FOUNDATION
C/O BARBARA J POPE PC

EIN: 36-4035204

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	988	0		988
PHONE/PARKING/SUPPLIES/MISC	7,138	3,569		3,569
FROM K-1 SEP REAL ESTATE PORT I (PORTFOLIO FEES)	4,987	4,987		0
FROM K-1 SEP PRIVATE EQUITY FD 2008 (PORTFOLIO FEES)	24,475	24,475		0
FROM K-1 SEP REAL ESTATE PORT II (PORTFOLIO FEES)	9,315	9,315		0
FROM K-1 SEDGWICK STREET FUND LLC (PORTFOLIO FEES)	100,799	100,799		0
NONDEDUCTIBLE PORTFOLIO EXPENSES	549	0		0
FROM K-1 SEP PRIVATE EQUITY FD 2008 (SEC 179 EXPENSE)	7	7		0
FROM K-1 SEP PRIVATE EQUITY FD 2008 (OTHER DEDUCTIONS)	5,426	5,426		0
FROM K-1 SEP PRIVATE EQUITY FD 2013 (PORTFOLIO DEDUCT)	10,118	10,118		0
FROM K-1 SEP PRIVATE EQUITY FD 2013 (OTHER DEDUCTIONS)	2,365	2,365		0
FROM K-1 SEP REAL ESTATE PORT III	8,237	8,237		0
FROM K-1 SEP REAL ESTATE PORT III	48	48		0
FROM K-1 IR&M INTER FUND LLC	509	509		0

TY 2014 Other Income Schedule

Name: OSCAR G & ELSA S MAYER FAMILY FOUNDATION
C/O BARBARA J POPE PC

EIN: 36-4035204

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 SEP PRIVATE EQUITY FUND 2008	2,799	2,799	2,799
FROM K-1 SEDGWICK STREET FUND LLC	1,069	1,069	1,069
FROM K-1 SEP PRIVATE EQUITY FUND 2013	129	129	129
FROM K-1 SEP-REAL ESTATE PORT III	-42	-42	-42

TY 2014 Other Professional Fees Schedule

Name: OSCAR G & ELSA S MAYER FAMILY FOUNDATION
C/O BARBARA J POPE PC

EIN: 36-4035204

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT CONSULTING FEES	35,000	35,000		0
CHARITY CONSULTING FEES	2,500	0		2,500
ASSOCIATION OF SMALL FOUNDATION DUES	725	0		725

TY 2014 Taxes Schedule

Name: OSCAR G & ELSA S MAYER FAMILY FOUNDATION
C/O BARBARA J POPE PC

EIN: 36-4035204

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD ON DIVIDENDS	200	200		0
FEDERAL ESTIMATED TAX PAYMENT	15,000	0		0
FOREIGN TAXES - SEDGWICK STREET FUND LLC	5,674	5,674		0
FOREIGN TAXES - FROM K-1S	163	163		0