



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



EXTENDED TO NOVEMBER 15, 2016

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

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 or tax year beginning

, and ending

Name of foundation ABRA PRENTICE FOUNDATION, INC.		A Employer identification number 36-3092281						
Number and street (or P.O. box number if mail is not delivered to street address) 980 N. MICHIGAN AVE.	Room/suite 1360	B Telephone number (312) 640-1362						
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60611		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <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) \$ 41,413,100.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____								

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)
Revenue	1 Contributions, gifts, grants, etc., received	2,394,606.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B interest on savings and temporary cash investments				
	3 Dividends and interest from securities	646,448.	646,448.		STATEMENT 1
	4a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,491,359.			
	b Gross sales price for all assets on line 6a	20,314,349.			
	7 Capital gain net income (from Part IV, line 2)		2,491,359.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
c Gross profit or (loss)					
11 Other income	3,100.	3,100.		STATEMENT 2	
12 Total. Add lines 1 through 11	5,535,513.	3,140,907.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	7,500.	0.	7,500.
	c Other professional fees	STMT 4	296,533.	281,706.	14,827.
	17 Interest		316.	316.	0.
	18 Taxes	STMT 5	61,817.	6,817.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	24,513.	24,513.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		390,679.	313,352.	22,327.
	25 Contributions, gifts, grants paid		1,800,500.		1,800,500.
26 Total expenses and disbursements. Add lines 24 and 25		2,191,179.	313,352.	1,822,827.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		3,344,334.			
b Net investment income (if negative, enter -0-)			2,827,555.		
c Adjusted net income (if negative, enter -0-)			N/A		

SCANNED DEC 06 2016

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		908,457.	2,183,503.	2,183,503.
	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 STMT 9		4,323,302.	4,174,296.	4,198,056.
	b	Investments - corporate stock STMT 10		13,020,703.	16,666,284.	20,136,822.
	c	Investments - corporate bonds STMT 11		11,828,176.	10,365,191.	10,482,376.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 12		3,214,038.	2,960,621.	4,412,343.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 13)		16,623.	0.	0.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		33,311,299.	36,349,895.	41,413,100.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		33,311,299.	36,349,895.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30	Total net assets or fund balances		33,311,299.	36,349,895.	
	31	Total liabilities and net assets/fund balances		33,311,299.	36,349,895.	

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	33,311,299.
2	Enter amount from Part I, line 27a	2	3,344,334.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,159,194.
4	Add lines 1, 2, and 3	4	37,814,827.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	1,464,932.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,349,895.

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 STATEMENT			
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 20,314,349.		17,928,528.	2,491,359.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,491,359.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,491,359.
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))
2014	1,721,834.	38,771,624.	.044410
2013	1,512,047.	34,569,200.	.043740
2012	1,395,632.	30,003,724.	.046515
2011	500,600.	28,769,104.	.017401
2010	1,301,234.	26,583,064.	.048950

2 Total of line 1, column (d)	2	.201016
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	.040203
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	40,468,374.
5 Multiply line 4 by line 3	5	1,626,950.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,276.
7 Add lines 5 and 6	7	1,655,226.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,822,827.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	28,276.
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	28,276.
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	28,276.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	58,155.	
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	58,155.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	29,879.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax	11	29,879.	Refunded

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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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) <u>IL</u>		
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 2015 or the taxable year beginning in 2015 (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

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of KIM PIOTROWSKI Telephone no. (312) 640-1360 Located at 980 N. MICHIGAN AVE, SUITE 1360, CHICAGO, IL ZIP+4 60611		
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 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country	16	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	
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? 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	
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 2015 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 2015)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		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 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)?

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 14		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	34,950,694.
b	Average of monthly cash balances	1b	1,545,980.
c	Fair market value of all other assets	1c	4,587,970.
d	Total (add lines 1a, b, and c)	1d	41,084,644.
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	41,084,644.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	616,270.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,468,374.
6	Minimum investment return. Enter 5% of line 5	6	2,023,419.

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	2,023,419.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	28,276.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	28,276.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,995,143.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,995,143.
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	1,995,143.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,822,827.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,822,827.
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	28,276.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,794,551.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,995,143.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			1,784,438.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 1,822,827.				
a Applied to 2014, but not more than line 2a			1,784,438.	
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 2015 distributable amount				38,389.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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	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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				1,956,754.
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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

Form 990-PF (2015)

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				
CARING BRIDGE 1715 YANKEE DOODLE ROAD, SUITE 301 EGAN, MN 55121	NONE	PUBLIC	UPGRADE WEBSITE	45,000.
CENTER OF CONCERN 1580 N. NORTHWEST HIGHWAY, SUITE 310 PARK RIDGE, IL 60068	NONE	PUBLIC	HOUSING AND COUNSELING FOR SENIORS, DISABLED AND OTHERS IN NEED	45,000.
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	NONE	PUBLIC	HORTICULTURAL THERAPY SERVICES	25,000.
CHICAGO JESUIT ACADEMY 5058 W. JACKSON BLVD. CHICAGO, IL 60644	NONE	PUBLIC	SPONSOR SCHOLARSHIPS	25,000.
COMPASS TO CARE 6776 NORTHWEST HWY., SUITE 1D CHICAGO, IL 60631	NONE	PUBLIC	ACCESS TO CARE PROGRAM	10,000.
Total	SEE CONTINUATION SHEET(S)			3a 1,800,500.
b Approved for future payment				
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	NONE	PUBLIC	HORTICULTURAL THERAPY SERVICES	50,000.
CHICAGO JESUIT ACADEMY 5058 W. JACKSON BLVD. CHICAGO, IL 60644	NONE	PUBLIC	SPONSOR SCHOLARSHIPS	125,000.
HADLEY SCHOOL FOR THE BLIND 700 E. ELM STREET WINNETKA, IL 60093	NONE	PUBLIC	HORTICULTURAL THERAPY SERVICES	50,000.
Total	SEE CONTINUATION SHEET(S)			3b 3,100,000.

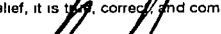
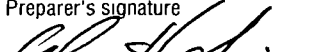
Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations
------------------	--

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

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	 Signature of officer or trustee	11-15-16 Date	VICE PRESIDENT Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	ALAN H. SPIGELMAN		11/14/16		P00285746
	Firm's name ▶ RSM US, LLP	Firm's EIN ▶ 42-0714325			
	Firm's address ▶ 1 S. WACKER DRIVE, STE 800 CHICAGO, IL 60606			Phone no. 312-634-3400	

ABRA PRENTICE FOUNDATION, INC.

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 PUBLICLY TRADED SECURITIES		P	01/01/14	12/31/15
b FROM METROPOLITAN RE PTRS II			01/01/15	12/31/15
c FROM METROPOLITAN RE PTRS II			01/01/14	12/31/15
d FROM METROPOLITAN RE PTRS V			01/01/14	12/31/15
e FROM WLR RECOVERY IV INVESTORS, LLC		P	01/01/14	12/31/15
f CAPITAL GAINS DIVIDENDS				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 20,230,476.		17,928,528.	2,301,948.
b			76.
c			33,366.
d			72,096.
e 30,277.			30,277.
f 53,596.			53,596.
g			
h			
i			
j			
k			
l			
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			2,301,948.
b			76.
c			33,366.
d			72,096.
e			30,277.
f			53,596.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	2,491,359.
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 XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CONNECTIONS FOR THE HOMELESS 2121 DEWEY AVENUE EVANSTON, IL 60201	NONE	PUBLIC	HEALTH AND WELLNESS SERVICES PROGRAM	10,000.
DANIEL MURPHY SCHOLARSHIP FUND 309 W. WASHINGTON STREET, SUITE 1250 CHICAGO, IL 60606	NONE	PUBLIC	BRIDGE TO EXCELLENCE SUMMER PROGRAM	100,000.
GLENWOOD ACADEMY 500 WEST 187TH STREET GLENVIEW, IL 60425	NONE	PUBLIC	EDUCATE AT-RISK CHILDREN	10,000.
HADLEY SCHOOL FOR THE BLIND 700 E. ELM STREET WINNETKA, IL 60093	NONE	PUBLIC	HORTICULTURAL THERAPY SERVICES	25,000.
HUMANITARIAN SERVICE PROJECT 465 RANDY ROAD CAROL STREAM, IL 60188	NONE	PUBLIC	FEED THE KIDS PROGRAM	3,000.
JUNIOR ACHIEVEMENT 651 W. WASHINGTON, SUITE 404 CHICAGO, IL 60661	NONE	PUBLIC	WHOLE SCHOOL PROGRAM	7,500.
KIDS EQUIPMENT NETWORK P.O. BOX 465 ITASCA, IL 60143	NONE	PUBLIC	GENERAL *	20,000.
LINCOLN PARK ZOO 2001 N. CLARK STREET CHICAGO, IL 60614	NONE	PUBLIC	ANNUAL FUND/ URBAN WILDLIFE INSTITUTE	320,000.
LYDIA HOME ASSOCIATION 4300 W. IRVING PARK ROAD CHICAGO, IL 60641	NONE	PUBLIC	SAFE FAMILIES PROGRAM IN CHICAGO	25,000.
MASSACHUSETTS GENERAL HOSPITAL 100 CAMBRIDGE ST, SUITE 1310 BOSTON, MA 02114	NONE	PUBLIC	MGH CHAIR IN PSYCHIATRY AT CENTER FOR WOMEN'S MENTAL HEALTH	410,000.
Total from continuation sheets				1,650,500.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MEALS ON WHEELS 1111 NORTH WELLS STREET, SUITE 307 CHICAGO, IL 60610	NONE	PUBLIC	HOLIDAY MEALS PROGRAM	20,000.
MERIT SCHOOL OF MUSIC 38 S. PEORIA STREET CHICAGO, IL 60607	NONE	PUBLIC	INSTRUMENTAL MUSIC PROGRAM	15,000.
NATURAL RESOURCES DEFENSE COUNCIL 20 N. WACKER DRIVE, SUITE 1600 CHICAGO, IL 60606	NONE	PUBLIC	RE-ENVISION THE CHICAGO WATERWAYS	50,000.
PACIFIC GARDEN MISSION P.O. BOX 317 WHEATON, IL 60187	NONE	PUBLIC	SUPPORT NEW IN-HOUSE SUBSTANCE ABUSE RECOVERY PROGRAM	25,000.
PUBLIC BROADCASTING SUSTEMS FOUNDATION 2100 CRYSTAL DRIVE ARLINGTON, VA 22202	NONE	PUBLIC	GENERAL *	50,000.
REHABILITATION INSTITUTE OF CHICAGO 345 EAST SUPERIOR STREET CHICAGO, IL 60611	NONE	PUBLIC	HENRY B. BETTS MEMORIAL FUND	50,000.
SARAH'S CIRCLE 4838 N. SHERIDAN ROAD CHICAGO, IL 60640	NONE	PUBLIC	INTERIM HOUSING PROGRAM	40,000.
SHEDD AQUARIUM 1200 S. LAKE SHORE DRIVE CHICAGO, IL 60605	NONE	PUBLIC	SUPPORT RESEARCH ON ENDANGERED SPECIES	25,000.
SPECIAL OLYMPICS 500 WATERS EDGE STREET, SUITE 100 LOMBARD, IL 60148	NONE	PUBLIC	YOUNG ATHLETES PROGRAM	10,000.
THE EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD, SUITE 625 PALMETTO BAY, FL 33157	NONE	PUBLIC	ANNUAL JUPITER ISLAND DVISORY COUNCIL	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
THE LATIN SCHOOL OF CHICAGO 59 WEST NORTH BLVD CHICAGO, IL 60610	NONE	PUBLIC	CREATE THE ISABELLE LAWRENCE ENDOWED CHAIR IN ENGLISH	300,000.
THE SALVATION ARMY 5040 N. PULASKI ROAD CHICAGO, IL 60630	NONE	PUBLIC	LET THE MUSIC BEGIN AND HOMELESS PREVENTION PROGRAMS	35,000.
THE TAFT SCHOOL 110 WOODBURY ROAD WATERTOWN, CT 06795	NONE	PUBLIC	GENERAL *	50,000.
THE WETLANDS INITIATIVE 53 W. JACKSON, SUITE 1015 CHICAGO, IL 60604	NONE	PUBLIC	SUPPORT THE MIDWIN NATIONAL TALLGRASS PRAIRIE IN WILL COUNTY	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
LINCOLN PARK ZOO 2001 N. CLARK STREET CHICAGO, IL 60614	NONE	PUBLIC	ANNUAL FUND/ URBAN WILDLIFE INSTITUTE	900,000.
MASSACHUSETTS GENERAL HOSPITAL 100 CAMBRIDGE ST, SUITE 1310 BOSTON, MA 02114	NONE	PUBLIC	MGH CHAIR IN PHSYCHIATRY AT CENTER FOR WOMEN'S MENTAL HEALTH	1,200,000.
NATURAL RESOURCES DEFENSE COUNCIL 20 N. WACKER DRIVE, SUITE 1600 CHICAGO, IL 60606	NONE	PUBLIC	RE-ENVISION THE CHICAGO WATERWAYS	100,000.
PACIFIC GARDEN MISSION P.O. BOX 317 WHEATON, IL 60187	NONE	PUBLIC	SUPPORT NEW IN-HOUSE SUBSTANCE ABUSE RECOVERY PROGRAM	75,000.
THE LATIN SCHOOL OF CHICAGO 59 WEST NORTH BLVD CHICAGO, IL 60610	NONE	PUBLIC	CREATE THE ISABELLE LAWRENCE ENDOWED CHAIR IN ENGLISH	600,000.
* All contributions are for the general charitable, religious, scientific, literary, or educational activities of each donee organization				
Total from continuation sheets				2,875,000.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Name of the organization

ABRA PRENTICE FOUNDATION, INC.

Employer identification number

36-3092281

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

Employer identification number

ABRA PRENTICE FOUNDATION, INC.

36-3092281

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ABRA PRENTICE WILKIN 179 EAST LAKE SHORE DRIVE CHICAGO, IL 60611-1651	\$ 199,697.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	ABRA PRENTICE WILKIN 179 EAST LAKE SHORE DRIVE CHICAGO, IL 60611-1651	\$ 629,963.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	ABRA PRENTICE WILKIN 179 EAST LAKE SHORE DRIVE CHICAGO, IL 60611-1651	\$ 649,946.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
4	ABRA PRENTICE WILKIN 179 EAST LAKE SHORE DRIVE CHICAGO, IL 60611-1651	\$ 915,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

36-3092281

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	8,728 SHS TRIMBLE NAVIGATION LTD	\$ 199,697.	01/29/15
2	13,928 SHS ABBOTT	\$ 629,963.	11/30/15
3	11,930 SHS MICROSOFT	\$ 649,946.	11/30/15

Name of organization

Employer identification number

ABRA PRENTICE FOUNDATION, INC.

36-3092281

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FREO ACCESS	3.	0.	3.	3.	
GOLDMAN SACHS - ACCRETION INCOME	171.	0.	171.	171.	
GOLDMAN SACHS - DIVIDEND INCOME	400,516.	0.	400,516.	400,516.	
GOLDMAN SACHS - INTEREST INCOME	298,134.	0.	298,134.	298,134.	
GOLDMAN SACHS - LTCG DISTRIBUTIONS	53,596.	53,596.	0.	0.	
GOLDMAN SACHS - U.S. GOV. INTEREST INCOME	49,438.	0.	49,438.	49,438.	
LESS: AMORTIZATION	-105,152.	0.	-105,152.	-105,152.	
LESS: PURCHASED INTEREST	-15,628.	0.	-15,628.	-15,628.	
METROPOLITAN RE PTRS INTL II, LP K-1	8,024.	0.	8,024.	8,024.	
METROPOLITAN RE PTRS V, LP K-1	8,141.	0.	8,141.	8,141.	
WLR RECOVERY IV INVESTORS LLC K-1	2,801.	0.	2,801.	2,801.	
TO PART I, LINE 4	700,044.	53,596.	646,448.	646,448.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
METROPOLITAN RE PTRS V, LP K-1	4,457.	4,457.	
METROPOLITAN RE PTRS INT'L II, LP K-1	-3,320.	-3,320.	
WLR RECOVERY IV K-1	1,963.	1,963.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,100.	3,100.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION AND CONSULTING	7,500.	0.		7,500.
TO FORM 990-PF, PG 1, LN 16B	7,500.	0.		7,500.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GOLDMAN SACHS INVESTMENT MANAGEMENT FEES	296,533.	281,706.		14,827.
TO FORM 990-PF, PG 1, LN 16C	296,533.	281,706.		14,827.

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GOLDMAN SACHS - FOREIGN TAXES	5,612.	5,612.		0.
METROPOLITAN RE PARTNERS II K-1 - FOREIGN TAXES	1,197.	1,197.		0.
FEDERAL TAXES	55,000.	0.		0.
WLR RECOVERY IV K-1 - FOREIGN TAXES	8.	8.		0.
TO FORM 990-PF, PG 1, LN 18	61,817.	6,817.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN FEES	341.	341.		0.
PORTFOLIO EXPENSES THROUGH K-1'S	23,156.	23,156.		0.
RECLAIMABLE TAXES	1,016.	1,016.		0.
TO FORM 990-PF, PG 1, LN 23	24,513.	24,513.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
-------------	--	-----------	---

DESCRIPTION	AMOUNT
MARKET VALUE IN EXCESS OF BASIS OF SECURITIES DONATED	1,145,263.
BOOK/TAX DIFFERENCE FROM K-1'S	13,931.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,159,194.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
-------------	--	-----------	---

DESCRIPTION	AMOUNT
MARKET VALUE IN EXCESS OF BASIS OF SECURITIES RECEIVED FROM DONATION	1,464,908.
NON-DEDUCTIBLE EXPENSES FROM K-1	24.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,464,932.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS - CNTRL TAXBL - US GOV'T AGENCY BONDS	X		4,174,296.	4,198,056.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,174,296.	4,198,056.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,174,296.	4,198,056.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABORATORIES - 13,928 SHS	3,252.	625,506.
MICROSOFT CORPORATION - 16,316 SHS	15,655.	905,212.
GOLDMAN SACHS - YACKTMAN	955,461.	1,265,842.
GOLDMAN SACHS - DSM: LCG	2,472,424.	3,186,538.
GOLDMAN SACHS - EAGLE - DYNAMIC EQ	1,037,369.	1,555,439.
ABBVIE INC - 8,776 SHS	2,222.	519,890.
GOLDMAN SACHS - VULCAN	973,414.	867,364.
GOLDMAN SACHS - TACTICAL AD	5,688,574.	5,678,985.
GOLDMAN SACHS - BOSTON LCV	2,641,919.	2,687,546.
GOLDMAN SACHS - BETA	1,632,000.	1,643,857.
GOLDMAN SACHS - INDEX	1,243,994.	1,200,643.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,666,284.	20,136,822.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS - CNTRL TAXBL - CORP BONDS	6,964,191.	7,002,500.
GOLDMAN SACHS - SPX B+	3,401,000.	3,479,876.
TOTAL TO FORM 990-PF, PART II, LINE 10C	10,365,191.	10,482,376.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
METROPOLITAN REAL ESTATE PARTNERS V, LP	COST	148,845.	188,235.
METROPOLITAN RE PARTNERS INTERNATIONAL II, LP	COST	192,380.	199,490.
WLR RECOVERY IV INVESTORS, LLC	COST	167,343.	131,349.
ALPHA + (NON-US EQUITY) OFFSHORE, LP	COST	1,000,000.	2,208,666.
GS HEDGE FUND PORTFOLIO PLC CLASS B	COST	1,208,673.	1,363,586.
FREO ACCESS	COST	243,380.	321,017.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,960,621.	4,412,343.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
-------------	--------------	--------------

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PURCHASED INTEREST	13,627.	0.	0.
DIVIDENDS RECEIVABLE	2,996.	0.	0.
TO FORM 990-PF, PART II, LINE 15	16,623.	0.	0.

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ABRA PRENTICE WILKIN 980 N. MICHIGAN AVENUE, SUITE 1360 CHICAGO, IL 60611	PRESIDENT & DIRECTOR 1.00	0.	0.	0.
LOUIS S. HARRISON 333 W. WACKER DRIVE, SUITE 1700 CHICAGO, IL 60606	SECRETARY & VICE PRESIDENT 0.25	0.	0.	0.
JAMES WILKIN 980 N. MICHIGAN AVENUE, SUITE 1360 CHICAGO, IL 60611	TREASURER & DIRECTOR 0.50	0.	0.	0.
ABRA A. WILLIAMS 980 N. MICHIGAN AVENUE, SUITE 1360 CHICAGO, IL 60611	DIRECTOR 0.50	0.	0.	0.
ANTHONY R. ANDERSON 980 N. MICHIGAN AVENUE, SUITE 1360 CHICAGO, IL 60611	DIRECTOR 0.50	0.	0.	0.
LORETTA W. COONEY 980 N. MICHIGAN AVENUE, SUITE 1360 CHICAGO, IL 60611	DIRECTOR 0.25	0.	0.	0.
GEORGE M. COVINGTON 980 N. MICHIGAN AVENUE, SUITE 1360 CHICAGO, IL 60611	DIRECTOR 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.