Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation: THE REGENSTEIN FOUNDATION

A Employer identification number: 36-3152531

Number and street (or P O box number if mail is not delivered to street address): 225 W. WACKER DRIVE — Room/suite: 1500

B Telephone number: 312-917-1833

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60606-1235

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 ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 71,868,255.

J Accounting method: [ ] Cash [X] 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))

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	738,819.	738,819.		STATEMENT 1
	4	Dividends and interest from securities	630,504.	630,504.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,561,910.			
	b	Gross sales price for all assets on line 6a 17,272,688.				
	7	Capital gain net income (from Part IV, line 2)		1,561,910.		
	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	81,601.	81,601.		STATEMENT 3
	12	**Total** Add lines 1 through 11	3,012,834.	3,012,834.		
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 STMT 4	17,349.	3,470.		13,879.
	b	Accounting fees STMT 5	55,485.	44,388.		11,097.
	c	Other professional fees STMT 6	347,201.	301,201.		46,000.
	17	Interest				
	18	Taxes STMT 7	90,913.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 8	221,849.	213,801.		8,831.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	732,797.	562,860.		79,807.
	25	Contributions, gifts, grants paid	1,132,000.			4,372,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,864,797.	562,860.		4,451,807.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,148,037.			
	b	**Net investment income** (if negative, enter -0-)		2,449,974.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED JUN 23 2016

RECEIVED JUN 20 2016

523501 11-24-15 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2015)

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12530606 787606 01376.0 2015.03050 THE REGENSTEIN FOUNDATION 01376_01 8

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	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	2,792,491.	2,178,105.	2,178,105.
	2 Savings and temporary cash investments	1,521,727.	1,113,209.	1,113,209.
	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	173,173.	59,496.	59,496.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	60,489,997.	57,096,057.	57,096,057.
	c Investments - corporate bonds STMT 11	10,702,616.	11,210,626.	11,210,626.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	2,638,786.	210,762.	210,762.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	78,318,790.	71,868,255.	71,868,255.
Liabilities	17 Accounts payable and accrued expenses	40,761.	24,490.	
	18 Grants payable	25,142,631.	22,699,118.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	268,400.	203,242.	
	23 Total liabilities (add lines 17 through 22)	25,451,792.	22,926,850.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	52,866,998.	48,941,405.	
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	52,866,998.	48,941,405.	
	31 Total liabilities and net assets/fund balances	78,318,790.	71,868,255.	

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	52,866,998.
2	Enter amount from Part I, line 27a	2	1,148,037.
3	Other increases not included in line 2 (itemize) ▶ MISCELLANEOUS ADJUSTMENT	3	1,743.
4	Add lines 1, 2, and 3	4	54,016,778.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	5,075,373.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	48,941,405.

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	17,272,688.		15,710,780.	1,561,910.

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				1,561,910.

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 1,561,910.

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	4,836,636.	75,027,038.	.064465
2013	3,329,727.	72,795,404.	.045741
2012	3,183,102.	64,458,762.	.049382
2011	3,906,304.	63,381,328.	.061632
2010	4,008,605.	61,629,267.	.065044

2	**Total** of line 1, column (d)	2	.286264
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	.057253
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	73,666,005.
5	Multiply line 4 by line 3	5	4,217,600.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24,500.
7	Add lines 5 and 6	7	4,242,100.
8	Enter qualifying distributions from Part XII, line 4	8	4,451,807.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b		1	24,500.
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	24,500.
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	24,500.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 68,959.		
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	68,959.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	44,459.
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶	44,459. 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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
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		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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PATRICIA WALLIES Telephone no. ▶ 312-917-1833
Located at ▶ 225 WEST WACKER, SUITE 1500, CHICAGO, IL ZIP+4 ▶ 60606

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	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 2015?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

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

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
PW CONSULTING, INC. 405 SOUTH FAIRVIEW AVE, PARK RIDGE, IL 60068	CONSULTING - EXECUTIVE DIRECTOR	92,000.
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

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	47,058,852.
b	Average of monthly cash balances		1b	5,636,936.
c	Fair market value of all other assets		1c	22,092,034.
d	**Total** (add lines 1a, b, and c)		1d	74,787,822.
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	74,787,822.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,121,817.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	73,666,005.
6	**Minimum investment return** Enter 5% of line 5		6	3,683,300.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	3,683,300.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 24,500.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	24,500.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	3,658,800.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	3,658,800.
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	3,658,800.

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	4,451,807.
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	4,451,807.
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	24,500.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,427,307.

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				3,658,800.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010 — 4,028,418.				
b From 2011 — 3,948,617.				
c From 2012 — 3,183,102.				
d From 2013				
e From 2014 — 1,216,164.				
f **Total** of lines 3a through e	12,376,301.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 4,451,807.				
a Applied to 2014, 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 2015 distributable amount				3,658,800.
e Remaining amount distributed out of corpus	793,007.			
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	13,169,308.			
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				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 2010 not applied on line 5 or line 7	4,028,418.			
9 **Excess distributions carryover to 2016** Subtract lines 7 and 8 from line 6a	9,140,890.			
10 Analysis of line 9:				
a Excess from 2011 — 3,948,617.				
b Excess from 2012 — 3,183,102.				
c Excess from 2013				
d Excess from 2014 — 1,216,164.				
e Excess from 2015 — 793,007.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SUSAN L. REGENSTEIN, 312-917-1833
225 W. WACKER DRIVE, STE 1500, CHICAGO, IL 60606

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

THERE IS A GRANT QUESTIONNAIRE.

c Any submission deadlines:

MARCH 31 AND SEPTEMBER 30.

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

PRIMARILY THE CHICAGO METROPOLITAN AREA.

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				
ANN & ROBERT H. LURIE CHILDREN'S HOSPITAL OF CHICAGO 225 EAST CHICAGO AVE, BOX 4 CHICAGO, IL 60611		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	1,020,000.
BROOKFIELD ZOO 8400 W 31ST ST BROOKFIELD, IL 60513		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	45,000.
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	840,000.
CHICAGO HISTORY MUSEUM 1601 N CLARK STREET CHICAGO, IL 60614		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	10,000.
CHICAGO ORCHESTRAL ASSOCIATION 220 S MICHIGAN AVE CHICAGO, IL 60604		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	4,372,000.
b Approved for future payment				
FIELD MUSEUM 1400 S LAKE SHORE DR CHICAGO, IL 60605		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	160,000.
Total			▶ 3b	160,000.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	738,819.	
4 Dividends and interest from securities			14	630,504.	
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	81,601.	
8 Gain or (loss) from sales of assets other than inventory			18	1,561,910.	
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.		3,012,834.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 3,012,834.

(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).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: Susan Regenstein — Date: June 9, 2016 — Title: PRESIDENT

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
MARCY STEINDLER	Marcy Steindler	6/8/16		P00573131

Firm's name ▶ MANN. WEITZ & ASSOCIATES L.L.C. — Firm's EIN ▶ 36-3963131

Firm's address ▶ 111 DEER LAKE ROAD, SUITE 125 DEERFIELD, IL 60015 — Phone no. (847)267-3400

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	DOLAN MCENIRY CAPITAL, PUBLICLY TRADED	P	VARIOUS	VARIOUS
b	WILLIAM BLAIR, PUBLICLY TRADED	P	VARIOUS	VARIOUS
c	ATLANTIC TRUST, PUBLICLY TRADED	P	VARIOUS	VARIOUS
d	HIGHMARK, PUBLICLY TRADED	P	VARIOUS	VARIOUS
e	STARK	P	VARIOUS	VARIOUS
f	THREE BRIDGES	P	VARIOUS	VARIOUS
g	ARIEL MICRO, PUBLICLY TRADED	P	VARIOUS	VARIOUS
h	ARIEL SMALL CAP, PUBLICLY TRADED	P	VARIOUS	VARIOUS
i	ARIEL DEEP VALUE, PUBLICLY TRADED	P	VARIOUS	VARIOUS
j	AT MLP FUND LLC, K1	P	VARIOUS	VARIOUS
k	AT MLP FUND LLC, K1	P	VARIOUS	VARIOUS
l	KABOUTER INTERNATIONAL OPPORTUNITY K-1	P	VARIOUS	VARIOUS
m	KABOUTER INTERNATIONAL OPPORTUNITY K-1	P	VARIOUS	VARIOUS
n	CEDAR STREET TETON FUND	P	VARIOUS	VARIOUS
o	PERMIT CAPITAL MORTGAGE FUND K-1	P	VARIOUS	VARIOUS

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,987,461.		5,000,485.	<13,023.>
b	6,550,336.		5,811,549.	738,787.
c	1,923,026.		1,329,830.	593,196.
d	846,417.		584,042.	262,376.
e	71,031.		72,697.	<1,666.>
f	56,942.			56,942.
g	1,136,985.		1,371,810.	<234,825.>
h	292,725.		185,837.	106,888.
i	1,006,158.		1,257,957.	<251,799.>
j			49,163.	<49,163.>
k			39,467.	<39,467.>
l			7,941.	<7,941.>
m	8,651.			8,651.
n			2.	<2.>
o	392,956.			392,956.

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				<13,023.>
b				738,787.
c				593,196.
d				262,376.
e				<1,666.>
f				56,942.
g				<234,825.>
h				106,888.
i				<251,799.>
j				<49,163.>
k				<39,467.>
l				<7,941.>
m				8,651.
n				<2.>
o				392,956.

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	1,561,910.
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
CONSERVANCY OF SOUTHWEST FLORIDA 1450 MERRIHUE DRIVE NAPLES, FL 34106		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	35,000.
CROHN'S & COLITIS FOUNDATION 2200 EAST DEVON AVE, SUITE 351 DES PLAINES, IL 60018		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	10,000.
FIELD MUSEUM 1400 S LAKE SHORE DR CHICAGO, IL 60605		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	115,000.
FRIENDS OF THE NATIONAL ZOO 3001 CONNECTICUT AVE, NW WASHINGTON, DC 20008		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	26,750.
GREATER CHICAGO FOOD DEPOSITORY 4100 W. ANN LURIE PLACE CHICAGO, IL 60632		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	25,000.
HENRY'S FORK FOUNDATION 512 MAIN STREET ASHTON, ID 83420		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	1,250.
KRISTI HOUSE 1265 NW 12 AVENUE MIAMI, FL 33136		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	3,000.
TAKE STOCK IN CHILDREN 8600 NW 36TH STREET, SUITE 500 MIAMI, FL 33166		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	6,000.
LINCOLN PARK ZOO P.O. BOX 14903 CANNON DRIVE AT FULLERTON CHICAGO, IL 60614		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	575,000.
GOLFSHORE PLAYHOUSE 755 8TH AVE S NAPLES, FL 34102			OPERATIONAL SUPPORT	10,000.
Total from continuation sheets				2,432,000.

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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
MIAMI'S CHILDREN INITIATIVE 5400 NW 22ND AVE, 4TH FLOOR MIAMI, FL 33142		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	50,000.
PAWS CHICAGO 1997 N CLYBOURN AVE CHICAGO, IL 60614			OPERATIONAL SUPPORT	5,000.
NAPLES BOTANICAL GARDEN 4820 BAYSHORE DR NAPLES, FL 34112		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	2,500.
NAPLES CHILDREN AND EDUCATION FOUNDATION 6200 SHIRLEY STREET, SUITE 206 NAPLES, FL 34109		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	2,500.
NAPLES ZOO 1590 GOODLETTE ROAD N NAPLES, FL 34102		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	5,000.
NCH HEALTHCARE 350 7TH STREET, NO. BOX 234 NAPLES, FL 34106		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	20,000.
NORTHWESTERN MEMORIAL FOUNDATION 676 CLAIR STREET, SUITE 2080 CHICAGO, IL 60611		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	35,000.
OPERATION WALK CHICAGO 680 N. LAKE SHORE DRIVE, SUITE 900 CHICAGO, IL 60611		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	5,000.
SHEDD AQUARIUM 1200 SOUTH LAKE SHORE DRIVE CHICAGO, IL 60605		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	25,000.
PHILHARMONIC CENTER OF THE ARTS 5833 PELICAN BAY NAPLES, FL 34108		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	5,000.
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
REHABILITATION INSTITUTE OF CHICAGO 200 SOUTH WACKER DRIVE, SUITE 3900 CHICAGO, IL 60606		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	1,035,000.
RUSH UNIVERSITY MEDICAL CENTER 1725 WEST HARRISON, SUITE 364 CHICAGO, IL 60612		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	135,000.
MILLENNIUM PARK FOUNDATION 201 E RANDOLPH STREET CHICAGO, IL 60602		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	10,000.
SHELTER FOR ABUSED WOMEN & CHILDREN P.O. BOX 10102 NAPLES, FL 34101		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	15,000.
THE ART INSTITUTE OF CHICAGO 111 S. MICHIGAN AVE CHICAGO, IL 60603		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	20,000.
THE EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD, SUITE 625 PALMETTO BAY, FL 33157		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	10,000.
CHICAGO ZOOLOGICAL SOCIETY 8400 W 31ST ST BROOKFIELD, IL 60513		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	100,000.
UNIVERSITY OF CHICAGO 5801 SOUTH ELLIS AVE CHICAGO, IL 60637		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	125,000.
HEART JOURNEY CENTER P.O. BOX 792 STEVENSON, WA 98648		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	5,000.
WOUNDED WARRIOR P.O. BOX 758517 TOPEKA, KS 66675		OTHER PUBLIC CHARITIES	OPERATIONAL SUPPORT	15,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AT MLP FUND LLC	199,544.	199,544.	
INVESTMENTS	515,411.	515,411.	
KABOUTER	3.	3.	
PERMIT CAPITAL MORTGAGE FUND LP	23,861.	23,861.	
TOTAL TO PART I, LINE 3	738,819.	738,819.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
AT MLP FUND LLC	60,393.	0.	60,393.	60,393.	
INVESTMENTS	528,012.	0.	528,012.	528,012.	
KABOUTER	38,479.	0.	38,479.	38,479.	
LAZARD LTD	3,620.	0.	3,620.	3,620.	
TO PART I, LINE 4	630,504.	0.	630,504.	630,504.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
AT MLP FUND LLC	27,792.	27,792.	
CEDAR STREET TETON FUND	54,508.	54,508.	
KABOUTER INTERNATIONAL OPPORTUNITIES FUND II, LLC	2,889.	2,889.	
CEDAR STREET TETON FUND	<3,588.>	<3,588.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	81,601.	81,601.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	17,349.	3,470.		13,879.
TO FM 990-PF, PG 1, LN 16A	17,349.	3,470.		13,879.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	55,485.	44,388.		11,097.
TO FORM 990-PF, PG 1, LN 16B	55,485.	44,388.		11,097.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	255,201.	255,201.		0.
OTHER	92,000.	46,000.		46,000.
TO FORM 990-PF, PG 1, LN 16C	347,201.	301,201.		46,000.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES UBIT	23,810.	0.		0.
CURRENT FEDERAL EXCISE TAX	89,861.	0.		0.
DEFERRED FEDERAL EXCISE TAX	<22,758.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	90,913.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	4,691.	3,753.		938.
DUES & SUBSCRIPTIONS	408.	0.		408.
INSURANCE	8,284.	6,627.		1,657.
BOARD MEETINGS	6,046.	3,023.		3,023.
OTHER DEDUCTION THROUGH AT MLP FUND	164,046.	164,829.		0.
OTHER DEDUCTION THROUGH PERMIT CAPITAL MORTGAGE	1,181.	1,181.		0.
OTHER DEDUCTION THROUGH ARIEL INVESTMENTS	3,634.	3,634.		0.
OTHER DEDUCTION THROUGH KABOUTER INTERNATIONAL	26,630.	26,630.		0.
TECHNOLOGY EXPENSES	5,610.	2,805.		2,805.
OTHER	3.	3.		0.
OTHER DEDUCTION THROUGH CEDAR STREET TETON FUND	1,316.	1,316.		0.
TO FORM 990-PF, PG 1, LN 23	221,849.	213,801.		8,831.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED	4,278,886.
PLEDGES PAYABLE PRESENT VALUE ADJUSTMENT	796,487.
TOTAL TO FORM 990-PF, PART III, LINE 5	5,075,373.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	57,096,057.	57,096,057.
TOTAL TO FORM 990-PF, PART II, LINE 10B	57,096,057.	57,096,057.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	11,210,626.	11,210,626.
TOTAL TO FORM 990-PF, PART II, LINE 10C	11,210,626.	11,210,626.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST & DIVIDENDS RECEIVABLE	138,786.	156,233.	156,233.
DUE FROM BROKERS	2,500,000.	54,529.	54,529.
TO FORM 990-PF, PART II, LINE 15	2,638,786.	210,762.	210,762.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX	226,000.	203,242.
DUE TO BROKERS	42,400.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	268,400.	203,242.

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
SUSAN REGENSTEIN 225 W. WACKER, SUITE 1500 CHICAGO, IL 60606	CHAIRMAN AND PRESIDENT 10.00	0.	0.	0.
JOSEPH REGENSTEIN III 225 W. WACKER, SUITE 1500 CHICAGO, IL 60606	SECRETARY AND TREASURER 5.00	0.	0.	0.
MARSHALL FIELD V 225 W. WACKER, SUITE 1500 CHICAGO, IL 60606	DIRECTOR 5.00	0.	0.	0.
ROBERT N. LATOUR 225 W. WACKER, SUITE 1500 CHICAGO, IL 60606	DIRECTOR 5.00	0.	0.	0.
F. OLIVER NICKLIN, JR. 225 W. WACKER, SUITE 1500 CHICAGO, IL 60606	DIRECTOR 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.