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Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation
THE SATTER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
500 N MICHIGAN AVE, SUITE 1700 1700

City or town, state or province, country, and ZIP or foreign postal code
CHICAGO, IL 60611

A Employer identification number
13-3936468

B Telephone number (see instructions)
(312) 642-0006

C If exemption application is pending check here ☐

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

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

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

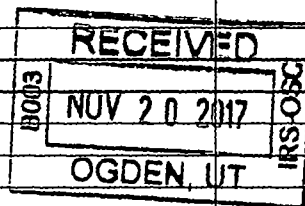
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 43,964,675.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.	2,971.	2,971.		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,076,244.			
	b Gross sales price for all assets on line 6a 17,538,812.				
	7 Capital gain net income (from Part IV, line 2) .		8,076,244.		
	8 Net short-term capital gain.				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH. 1	-26,098.	-106,025.		
	12 Total. Add lines 1 through 11	8,053,117.	7,973,190.		
	13 Compensation of officers, directors, trustees, etc. . .	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	34,182.	34,182.		
	b Accounting fees (attach schedule)	49,680.	24,840.		24,840.
	c Other professional fees (attach schedule). . . .	156,998.			156,998.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [2].	50,000.			
	19 Depreciation (attach schedule) and depletion .				
	20 Occupancy				
	21 Travel, conferences, and meetings	62,531.			62,531.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 3	854,493.	569,441.		285,052.
	24 Total operating and administrative expenses. Add lines 13 through 23.	1,207,884.	628,463.		529,421.
	25 Contributions, gifts, grants paid	5,060,500.			5,060,500.
	26 Total expenses and disbursements Add lines 24 and 25	6,268,384.	628,463.		5,589,921.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements . .	1,784,733.			
	b Net investment income (if negative, enter -0-)		7,344,727.		
	c Adjusted net income (if negative, enter -0-). . .				



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	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	3,441,111.	12,316,617.	12,316,617.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule) . .			
	b	Investments - corporate stock (attach schedule) ATCH. 4	16,137,283.	10,574,977.	8,727,351.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
Liabilities		Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH. 5	21,355,255.	19,826,788.	22,920,707.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	40,933,649.	42,718,382.	43,964,675.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons . .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	40,933,649.	42,718,382.	
	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 (see instructions)	40,933,649.	42,718,382.	
	31	Total liabilities and net assets/fund balances (see instructions)	40,933,649.	42,718,382.	

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	40,933,649.
2	Enter amount from Part I, line 27a	2	1,784,733.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	42,718,382.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,718,382.

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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)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
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 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	8,076,244.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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.

(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))
2015	6,805,138.	60,843,580.	0.111846
2014	6,710,858.	64,311,670.	0.104349
2013	6,233,318.	64,429,855.	0.096746
2012	5,067,151.	66,446,010.	0.076260
2011	4,215,585.	69,102,433.	0.061005
2 Total of line 1, column (d)			2 0.450206
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.090041
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 44,165,218.
5 Multiply line 4 by line 3.			5 3,976,680.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 73,447.
7 Add lines 5 and 6.			7 4,050,127.
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 5,589,921.

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 ☒ and enter 1% of Part I, line 27b		1	73,447.
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	
3 Add lines 1 and 2		3	73,447.
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	73,447.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	54,105.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	94,105.	
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	20,658.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ☒ 20,658. Refunded ☐ Refundable ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (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

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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).		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?	X	
Website address <u>N/A</u>		
14 The books are in care of <u>TOPEL FORMAN, L.L.C.</u> Telephone no <u>312-642-0006</u>		
Located at <u>500 N. MICHIGAN AVE STE 1700 CHICAGO, IL</u> ZIP+4 <u>60611</u>		
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. <u>15</u>		
16 At any time during calendar year 2016, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ <u></u>	1b	
Organizations relying on a current notice regarding disaster assistance check here ☐ <u></u>		
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 2016? ☐ <u></u>	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No		
If "Yes," list the years <u></u>		
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.) ☐ <u></u>	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 <u></u>		
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 2016 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 2016.) ☐ <u></u>	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 2016?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** 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? ☐ **7b** X

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 6		853,163.	0.	0.

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	13,750,085.
b	Average of monthly cash balances	1b	8,458,815.
c	Fair market value of all other assets (see instructions)	1c	22,628,885.
d	Total (add lines 1a, b, and c)	1d	44,837,785.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	44,837,785.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	672,567.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,165,218.
6	Minimum investment return. Enter 5% of line 5	6	2,208,261.

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	2,208,261.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	73,447.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	73,447.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,134,814.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,134,814.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,134,814.

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	5,589,921.
b	Program-related investments - total from Part IX-B	1b	
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	5,589,921.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	73,447.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,516,474.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,134,814.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 14 , 20 13 , 20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012 1,353,532.				
c From 2013 3,048,087.				
d From 2014 3,598,880.				
e From 2015 3,778,807.				
f Total of lines 3a through e	11,779,306.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 5,589,921.				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				2,134,814.
e Remaining amount distributed out of corpus.	3,455,107.			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	15,234,413.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	15,234,413.			
10 Analysis of line 9				
a Excess from 2012 1,353,532.				
b Excess from 2013 3,048,087.				
c Excess from 2014 3,598,880.				
d Excess from 2015 3,778,807.				
e Excess from 2016 3,455,107.				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

MUNEER A. SATTER & KRISTEN HERTEL

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

N/A

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 7				
Total ▶ 3a				5,060,500.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments .			14	2,971.	
4 Dividends and interest from securities					
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			18	-26,098.	
8 Gain or (loss) from sales of assets other than inventory			18	8,076,244.	
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)				8,053,117.	
13 Total. Add line 12, columns (b), (d), and (e)					8,053,117.

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

[illegible]

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		VALUE PARTNERS ASIA FUND LLC PROPERTY TYPE: OTHER 14,291.				P	VARIOUS -14,291.	VARIOUS
1.		MBD 2011 OFFSHORE LP PROPERTY TYPE: OTHER				P	VARIOUS 1.	VARIOUS
12,789.		SOLAMERE CAPITAL FUND II-A, LP PROPERTY TYPE: OTHER				P	VARIOUS 12,789.	VARIOUS
6,062,986.		130,846 SHS OXFORD NANOPORE PROPERTY TYPE: SECURITIES 2,192,818.				P	VARIOUS 3,870,168.	VARIOUS
87,386.		BIOMEDICAL OFFSHORE VALUE FUND, LTD PROPERTY TYPE: OTHER				P	12,789 87,386.	12,789
422,007.		392,954 SHS TOKAI PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES 2,440,228.				P	VARIOUS -2018221.	08/02/2016
71,665.		66,668 SHS TOKAI PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES 1,000,020.				P	VARIOUS -928,355.	08/03/2016
7,176,486.		125,000 SHS HEARTWARE INTERNATIONAL, INC PROPERTY TYPE: OTHER 2,122,058.				P	VARIOUS 5,054,428.	07/05/2016
		LOSS ON DISPOSAL: VALUE ASIA PARTNERS FU PROPERTY TYPE: OTHER 12,516.				P	VARIOUS -12,516.	VARIOUS
2,618,000.		1,309 SHS PANGAEA PROPERTIES PROPERTY TYPE: OTHER 1,086,470.				P	VARIOUS 1,531,530.	V
277,935.		GREAT POINT PARTNERS I, LP PROPERTY TYPE: OTHER				P	VARIOUS 277,935.	VARIOUS
373.		GS LOAN PARTNERS I EMPLOYEE MASTER FUND PROPERTY TYPE: OTHER				P	VARIOUS 373.	VARIOUS

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
71,122.		GS EMPLOYEE FUND 2000 OFFSHORE LP PROPERTY TYPE: OTHER				P	VARIOUS 71,122.	VARIOUS
		VALUE PARTNERS ASIA FUND LLC PROPERTY TYPE: OTHER 312.				P	VARIOUS -312.	VARIOUS
35,920.		GS CAPITAL PARTNERS V PCP FUND OFFSHORE, PROPERTY TYPE: OTHER				P	VARIOUS 35,920.	VARIOUS
109,279.		MBD 2011 OFFSHORE LP PROPERTY TYPE: OTHER				P	VARIOUS 109,279.	VARIOUS
196,817.		GS CAPITAL PARTNERS VI PIA PMD QP FUND O PROPERTY TYPE: OTHER				P	VARIOUS 196,817.	VARIOUS
396,025.		GS MEZZANINE PARTNERS 2006 PCP FUND OFFS PROPERTY TYPE: OTHER 593,855.				P	VARIOUS -197,830.	VARIOUS
21.		SOLAMERE CAPITAL FUND II-A, LP PROPERTY TYPE: OTHER				P	VARIOUS 21.	VARIOUS
TOTAL GAIN(LOSS)							<u>8,076,244.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INCOME FROM PARTNERSHIPS	-101,505.	-100,809.
LESS: AMOUNTS REPORTED ON FORM 990-T	75,407.	-5,216.
OTHER INCOME		
TOTALS	-26,098.	-106,025.

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL TAXES PAID	50,000.
TOTALS	<u>50,000.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	1,330.	665.	665.
INVESTMENT MANAGEMENT FEES	568,776.	568,776.	
ADMINISTRATION FEES	284,387.		284,387.
TOTALS	854,493.	569,441.	285,052.

ATTACHMENT 4FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AKEBIA THERAPEUTICS INC	3,406,186.	3,406,186.	4,791,255.
AKEBIA THERAPEUTICS INC (ML)	1,144,015.	1,144,015.	700,541.
AKEBIA THERAPEUTICS INC (GS)	618,750.	618,750.	780,750.
HEARTWARE LIMITED	2,122,058.		
TOKAI PHARMACEUTICALS	2,440,228.		
TOKAI PHARMACEUTICALS (ML)	1,000,020.		
VITAL THERAPIES INC	1,884,290.	1,884,290.	1,024,586.
VITAL THERAPIES INC (ML)	3,521,736.	3,521,736.	1,430,219.
TOTALS	<u>16,137,283.</u>	<u>10,574,977.</u>	<u>8,727,351.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 5

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GS EMPLOYEE FUND 2000 OFFSHORE	101,824.	51,312.	428,500.
GS CAPITAL PTRS V PCP FUND	652,353.	651,032.	123,100.
GS LOAN PTRS I EMPLOYEE FUND	234,709.	166,935.	106,675.
GS MEZZANINE PTRS 2006 FUND	1,510,024.	916,169.	2,599,763.
GS CAPITAL PTRS VI PIA FUND	1,010,172.	892,434.	563,150.
GS MEZZANINE PTRS V PIA FUND	1,162,918.	1,162,918.	1,127,500.
GS MBD 2011 OFFSHORE LP	574,500.	484,829.	294,318.
AERPIO THERAPEUTICS INC NOTES		294,318.	1,640,321.
AERPIO THERAPEUTICS INC	1,345,441.	1,344,551.	1,446,250.
AMERICAN WELL (IOLTA)	1,001,250.	1,001,250.	2,095,239.
ANNEXON, INC	1,000,000.	2,000,000.	288,223.
BIOMEDICAL OFFSHORE VALUE FUND	162,115.	124,501.	140,016.
BIOTECHNOLOGY VALUE FUND LP	46,301.	46,301.	825,922.
RCP-OPPORTUNITIES FUND I LP	280,648.	428,672.	346,867.
GREAT POINT PARTNERS I LP	327,037.	254,265.	468,247.
GREAT POINT PARTNERS II LP	228,098.	308,298.	3,564.
HERMITAGE GBL CL A (SER 4&7)	260,844.	260,844.	3,032,784.
IREO FUND II, LTD	2,448,569.	2,513,649.	177,630.
OXFORD NANOPORE TECHNOLOGIES	2,235,860.	43,042.	451,399.
PANGEA PROPERTIES INC	1,275,000.	147,070.	200,000.
RANE CORP	200,000.	200,000.	468,054.
REDMILE CAPITAL OS CL A SUB 7	195,877.	201,903.	475,530.
REDMILE CAPITAL OS CL C	209,926.	203,900.	189,097.
REDWOOD OFFSHORE FUND (B)	71,519.	71,519.	250,000.
REX - REAL ESTATE EXCHANGE		250,000.	1,286,666.
SOLAMERE CAPITAL FUND II-A, LP	894,863.	1,046,195.	916,258.
SUTTON SQUARE PARTNERS		1,000,000.	47,402.
TPG-AXON PTRS OFFSHORE LTD	21,639.	21,639.	774.
TPG AP (OFFSHORE) INV FEE RES	5,352.	5,352.	2,515,700.
TSF LINQ3 BLOCKER	2,512,900.	2,515,700.	411,758.
TSF RESTORSEA BLOCKER	1,212,990.	1,218,190.	
VALUE PARTNERS ASIA FUND LLC	172,526.		
TOTALS	<u>21,355,255.</u>	<u>19,826,788.</u>	<u>22,920,707.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MUNEER A. SATTER 676 N MICHIGAN AVE, SUITE 4000 CHICAGO, IL 60611	TRUSTEE	853,163.	0.	0.
KRISTEN HERTEL 676 N MICHIGAN AVE, SUITE 4000 CHICAGO, IL 60611	TRUSTEE	0.	0.	0.
GRAND TOTALS		<u>853,163.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
100 CLUB OF CHICAGO 875 N MICHIGAN AVE, SUITE 1351 CHICAGO, IL 60611	NONE PC	SUPPORTING & HONORING VETERANS	1,000
ABOVE AND BEYOND FAMILY RECOVERY CENTER 2942 W LAKE STREET CHICAGO, IL 60612	NONE PC	PROVIDING HEALTH & HUMAN SERVICES	25,000
ACADEMY FOR URBAN SCHOOL LEADERSHIP 3400 N AUSTIN AVE CHICAGO, IL 60634	NONE PC	PROVIDING EDUCATIONAL OPPORTUNITIES	200,000
ACCELERATE INSTITUTE 328 S JEFFERSON ST , SUITE 570 CHICAGO, IL 60661	NONE PC	PROVIDING EDUCATIONAL OPPORTUNITIES	100,000
ACTIVE MINDS 2001 S STREET, NW SUITE 450 WASHINGTON, DC 20009	NONE PC	PROVIDING HEALTH & HUMAN SERVICES	5,000.
AMERI CARES FOUNDATION 88 HAMILTON AVE STAMFORD, CT 06902	NONE PC	PROMOTING HUMAN RIGHTS & DEMOCRACY	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
AMERICAN ENTERPRISE INSTITUTE 1150 17TH ST , NW WASHINGTON, DC 20036	NONE PC		PROMOTING HUMAN RIGHTS & DEMOCRACY	200,000
AMERICAN JEWISH COMMITTEE 55 E MONROE STREET, SUITE 2930 CHICAGO, IL 60603	NONE PC		PROMOTING HUMAN RIGHTS & DEMOCRACY	10,000
AMERICAN KIDNEY FUND 180 N WABASH AVENUE #320 CHICAGO, IL 60601	NONE PC		PROVIDING HEALTH & HUMAN SERVICES	5,000
BEREA COLLEGE 101 CHESTNUT ST BEREA, KY 40403	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	10,000
BETTER GOVERNMENT ASSOCIATION 223 W JACKSON BLVD, SUITE 900 CHICAGO, IL 60606	NONE PC		PROMOTING HUMAN RIGHTS & DEMOCRACY	10,000
BEYOND SPORTS FOUNDATION 1350 OLD SKOKIE VALLEY ROAD, SUITE 205 HIGHLAND PARK, IL 60035	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	150,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR			
RECIPIENT NAME AND ADDRESS	AND	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION
		AMOUNT	
BUSINESS EXECUTIVE FOR NATIONAL SECURITIES 1030 15TH STREET NW, SUITE 200 EAST WASHINGTON, DC 20005	NONE PC		PROMOTING HUMAN RIGHTS & DEMOCRACY
CAMP SUNSHINE 35 ACADIA ROAD CASCO, ME 04015	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES
CENTER FOR SAFETY AND CHANGE 9 JOHNSONS LN NEW CITY, NY 10956	NONE PC		PROVIDING HEALTH & HUMAN SERVICES
CHALLENGED ATHLETES FOUNDATION 9591 WAPLES STREET SAN DIEGO, CA 92121	NONE PC		SUPPORTING & HONORING VETERANS
CHI PSI EDUCATIONAL TRUST 45 RUTLEDGE STREET NASHVILLE, TN 37210	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES
CHICAGO COMMUNITY TRUST 225 N MICHIGAN AVE, SUITE 2200 GLENCOE, IL 60601	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR.ATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHICAGO COUNCIL OF GLOBAL AFFAIRS 332 S MICHIGAN AVE, SUITE 1100 CHICAGO, IL 60604	NONE PC		PROMOTING HUMAN RIGHTS & DEMOCRACY	50,000
CHICAGO LAKE SHORE MEDICAL ASSOCIATES 676 N SAINT CLAIR ST, SUITE 2300 CHICAGO, IL 60611	NONE PC		PROVIDING HEALTH & HUMAN SERVICES	25,000
CHICAGO POLICE MEMORIAL FOUNDATION 1407 W WASHINGTON BLVD CHICAGO, IL 60607	NONE PC		SUPPORTING & HONORING FALLEN OFFICERS	3,500
CHICAGO SHAKESPEARE THEATER 800 E GRAND AVENUE CHICAGO, IL 60611	NONE PC		SUPPORTING THE ARTS	10,000
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE, CHICAGO, IL 60604	NONE PC		SUPPORTING THE ARTS	5,000
CHICAGO ZOOLOGICAL SOCIETY - BROOKFIELD ZOO 8400 31ST STREET BROOKFIELD, IL 60513	NONE PC		PROTECTING THE ENVIRONMENT & SPECIES	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILD MIND INSTITUTE 445 PARK AVENUE NEW YORK, NY 10022	NONE PC		PROVIDING HEALTH & HUMAN SERVICES	25,000
COMPREHENSIVE DEVELOPMENT INC 240 2ND AVENUE NEW YORK, NY 10003	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	5,000
COUNCIL ON FOREIGN RELATIONS 58 EAST 68TH STREET NEW YORK, IL 10065	NONE PC		PROMOTING HUMAN RIGHTS & DEMOCRACY	5,000
COUNSELING CENTER OF NORTSHORE 992 1/2 GREEN BAY RD WINNETKA, IL 60093	NONE PC		PROVIDING HEALTH & HUMAN SERVICES	6,500
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	NONE PC		PROVIDING HEALTH & HUMAN SERVICES	100,000
EDIFY 10590 W OCEAN AIR DR , SUITE 300 SAN DIEGO, CA 92130	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAMILY FOCUS 4145 W ARMITAGE AVENUE CHICAGO, IL 60637	NONE PC	PROVIDING HEALTH & HUMAN SERVICES	1,000
FAMILY SERVICE OF WINNETKA-NORTHFIELD 992 1/2 GREEN BAY ROAD WINNETKA, IL 60093	NONE PC	PROVIDING HEALTH & HUMAN SERVICES	6,000
GATEWAY FOR CANCER RESEARCH 1336 BASSWOOD RD SCHAUMBURG, IL 60173	NONE PC	PROVIDING HEALTH & HUMAN SERVICES	50,000
GIRLS INCORPORATED 120 WALL STREET NEW YORK, NY 10005	NONE PC	PROVIDING EDUCATIONAL OPPORTUNITIES	20,000
GREATER CHICAGO FOOD DEPOSITORY 4100 W 42ND PLACE CHICAGO, IL 60632	NONE PC	PROVIDING HEALTH & HUMAN SERVICES	25,000
GREATER NY COUNCILS BOY SCOUTS OF AMERICA 350 5TH AVE, SUITE 7820 NEW YORK, NY 10118	NONE PC	PROVIDING EDUCATIONAL OPPORTUNITIES	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
HARVARD BUSINESS SCHOOL HARVARD UNIVERSITY BOSTON, MA 02163	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	100,000
HARVARD LAW SCHOOL 1563 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02138	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	100,000
HUMAN RIGHTS WATCH 440 N WELLS STREET SUITE 200 CHICAGO, IL 60654	NONE PC		PROMOTING HUMAN RIGHTS & DEMOCRACY	100,000
ILLINOIS POLICY INSTITUTE 190 S LA SALLE STREET SUITE 1500 CHICAGO, IL 60603	NONE PC		BUILDING FINANCIAL STABILITY & OPPORTUNITY	25,000.
INVEST FOR KIDS 875 N MICHIGAN AVENUE, SUITE 3400 CHICAGO, IL 60611	NONE PC		BUILDING FINANCIAL STABILITY & OPPORTUNITY	25,000
JOFFREY BALLET 4031 S RACINE AVENUE CHICAGO, IL 60609	NONE PC		SUPPORTING THE ARTS	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KIPP ASCEND MIDDLE SCHOOL 1440 S CHRISTIANA AVENUE CHICAGO, IL 60623	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	25,000
LAKE FOREST COUNTRY DAY SCHOOL 145 SOUTH GREEN BAY ROAD LAKE FOREST, IL 60045	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	25,000
LURIE CHILDREN'S HOSPITAL 225 E CHICAGO AVE CHICAGO, IL 60611	NONE PC		PROVIDING HEALTH & HUMAN SERVICES	10,000
LYRIC OPERA OF CHICAGO 20 N WACKER DRIVE, SUITE 860 CHICAGO, IL 60606	NONE PC		SUPPORTING THE ARTS	5,000
MARINE CORPS SCHOLARSHIP FOUNDATION 1160 ALEXANDER COURT GARY, IL 60013	NONE PC		SUPPORTING & HONORING VETERANS	25,000
MAYO FOUNDATION FOR MEDICAL EDUCATION AND RESEARCH 200 FIRST STREET SW ROCHESTER, MN 55905	NONE PC		PROVIDING HEALTH & HUMAN SERVICES	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
METRO SQUASH 6100 S COTTAGE GROVE AVE CHICAGO, IL 60637	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	1,000
MOUNT SINAI FRIEDMAN BRIAN INSTITUTE 1 GUSTAVE L LEVY PLACE NEW YORK, NY 10029	NONE PC		PROVIDING HEALTH & HUMAN SERVICES	200,000
NAVY SEAL FOUNDATION 1619 D STREET VIRGINIA BEACH, VA 23459	NONE PC		SUPPORTING & HONORING VETERANS	100,000
NEW DIRECTION HOUSING 1000 E LIBERTY ST LOUISVILLE, KY 40204	NONE PC		PROVIDING HEALTH & HUMAN SERVICES	5,000
NEW ENGLAND DISABLED SPORTS 39 LOON BROOK ROAD LINCOLN, NH 03251	NONE PC		SUPPORTING & HONORING VETERANS	5,000
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW SUITE 300 WASHINGTON, DC 20036	NONE PC		PROMOTING HUMAN RIGHTS & DEMOCRACY	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
NOBLE NETWORK OF CHARTER SCHOOLS 17 N STATE STREET CHICAGO, IL 60602	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	100,000
NORTHSHORE UNIVERSITY HEALTH SYSTEMS FOUNDATION 2650 RIDGE AVENUE EVANSTON, IL 60201	NONE PC		PROVIDING HEALTH & HUMAN SERVICES	80,000
NORTHWESTERN UNIVERSITY 2240 CAMPUS DRIVE EVANSTON, IL 60208	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	610,000
ONE ACRE FUND 1742 TATUM STREET FALCON HEIGHTS, MN 55113	NONE PC		BUILDING FINANCIAL STABILITY & OPPORTUNITY	30,000
OPPORTUNITY INTERNATIONAL 550 W VAN BUREN STREET, SUITE 200 CHICAGO, IL 60607	NONE PC		BUILDING FINANCIAL STABILITY & OPPORTUNITY	200,000
PAN MASS CHALLENGE - JIMMY/PETER FUND 77 FOURTH AVENUE NEEDHAM, MA 02494	NONE PC		PROVIDING HEALTH & HUMAN SERVICES	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PATHWAYS ORG 150 N MICHIGAN AVENUE CHICAGO, IL 60601	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	25,000
PERSPECTIVES CHARTER SCHOOLS 1930 S ARCHER AVENUE CHICAGO, IL 60616	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	25,000
PRITZKER MILITARY MUSEUM & LIBRARY 104 S MICHIGAN AVENUE CHICAGO, IL 60603	NONE PC		SUPPORTING & HONORING VETERANS	10,000
PROJECTHOOD 6620 SOUTH KING DRIVE CHICAGO, IL 60637	NONE PC		PROVIDING HEALTH & HUMAN SERVICES	10,000
REHAB INSTITUTE OF CHICAGO 345 E SUPERIOR STREET CHICAGO, IL 60611	NONE PC		PROVIDING HEALTH & HUMAN SERVICES	100,000
RESTORING THE ART, INC 1350 N LOGAN STREET DENVER, CO 80203	NONE PC		SUPPORTING THE ARTS	18,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RIDE TO DEFEAT ALS 685 CANTON STREET, SUITE 103 NORWOOD, MA 02062	NONE PC	PROVIDING HEALTH & HUMAN SERVICES	1,000
ROBIN HOOD FOUNDATION 826 BROADWAY FLOOR 9 NEW YORK, NY 10003	NONE PC	BUILDING FINANCIAL STABILITY & OPPORTUNITY	5,000
ROOM TO READ 465 CALIFORNIA STREET, SUITE 1000 SAN FRANCISCO, CA 94104	NONE PC	PROVIDING EDUCATIONAL OPPORTUNITIES	55,000
RUSH UNIVERSITY 600 S PAULINA ST CHICAGO, IL 60612	NONE PC	PROVIDING EDUCATIONAL OPPORTUNITIES	25,000
SAA ALUMNI COUNCIL 1150 DOUGLAS PIKE SMITHFIELD, RI 02917	NONE PC	PROVIDING EDUCATIONAL OPPORTUNITIES	1,000
SAMA SOURCE 2017 MISSION STREET, SUITE 301 SAN FRANCISCO, CA 94110	NONE PC	BUILDING FINANCIAL STABILITY & OPPORTUNITY	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SHEDD AQUARIUM 1200 S LAKE SHORE DRIVE CHICAGO, IL 60605	NONE PC		PROTECTING THE ENVIRONMENT & SPECIES	1,000
SPIRIT OF AMERICA 5115 W 63RD STREET CHICAGO, IL 60638	NONE PC		SUPPORTING & HONORING VETERANS	100,000
TEACH FOR AMERICA 300 W ADAMS STREET, SUITE 1000 CHICAGO, IL 60606	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	25,000
THE BOYS & GIRLS CLUB OF CHICAGO 550 W VAN BUREN STREET, SUITE 350 CHICAGO, IL 60634	NONE PC		PROVIDING EDUCATIONAL OPPORTUNITIES	5,000
THE NATURE CONSERVANCY 8 S MICHIGAN AVENUE CHICAGO, IL 60603	NONE PC		PROTECTING THE ENVIRONMENT & SPECIES	500,000
THE SALVATION ARMY 2941 N CENTRAL AVENUE CHICAGO, IL 60634	NONE PC		BUILDING FINANCIAL STABILITY & OPPORTUNITY	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104	NONE PC	REBUILDING PUBLIC AREAS & ENVIRONMENT	100,000
UNITED WAY 701 N FAIRFAX STREET ALEXANDRIA, VA 22314	NONE PC	BUILDING FINANCIAL STABILITY & OPPORTUNITY	5,000
UNIVERSITY OF CHICAGO 5801 SOUTH ELLIS AVENUE CHICAGO, IL 60637	NONE PC	PROVIDING EDUCATIONAL OPPORTUNITIES	65,000
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX BRONX, NY 10460	NONE PC	PROTECTING THE ENVIRONMENT & SPECIES	100,000
WINNETKA COMMUNITY HOUSE 620 LINCOLN AVENUE WINNETKA, IL 60093	NONE PC	PROVIDING HEALTH & HUMAN SERVICES	1,000
WINNETKA HISTORICAL SOCIETY 411 LINDEN STREET WINNETKA, IL 60093	NONE PC	PROVIDING EDUCATIONAL OPPORTUNITIES	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WINNETKA PUBLIC SCHOOL FOUNDATION PROVIDING EDUCATIONAL OPPORTUNITIES WINNETKA, IL 60093	NONE PC	PROVIDING EDUCATIONAL OPPORTUNITIES	10,000
WITNESS 80 HANSON PLACE, 5TH FLOOR BROOKLYN, NY 11217	NONE PC	PROMOTING HUMAN RIGHTS & DEMOCRACY	5,000.
WORLD BUSINESS CHICAGO 177 N STATE STREET, SUITE 500 CHICAGO, IL 60601	NONE PC	BUILDING FINANCIAL STABILITY & OPPORTUNITY	105,000
Y.O U 1911 CHURCH STREET EVANSTON, IL 60201	NONE PC	PROVIDING EDUCATIONAL OPPORTUNITIES	500
FIDELITY CHARITABLE GIFT FUND P O BOX 770001 CINCINNATI, OH 45277	NONE PC	GENERAL FUNDING	250,000
TOTAL CONTRIBUTIONS PAID			5,060,500