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EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

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OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning

, and ending

Name of foundation ABRA PRENTICE FOUNDATION, INC.		A Employer identification number 36-3092281
Number and street (or P O box number if mail is not delivered to street address) 980 N. MICHIGAN AVE.	Room/suite 1360	B Telephone number (312) 640-1362
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60611		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 42,472,380.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c) and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,499,986.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		579,464.	579,464.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		373,549.			
b Gross sales price for all assets on line 6a 13,834,995.					
7 Capital gain net income (from Part IV, line 2)			373,549.		
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		14,559.	14,559.		STATEMENT 2
12 Total Add lines 1 through 11		2,467,558.	967,572.		
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 3		6,930.	0.		6,930.
b Accounting fees STMT 4		12,950.	0.		12,950.
c Other professional fees STMT 5		288,420.	273,999.		14,421.
17 Interest		14.	14.		0.
18 Taxes STMT 6		5,994.	5,994.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		22,079.	20,150.		1,929.
24 Total operating and administrative expenses Add lines 13 through 23		336,387.	300,157.		36,230.
25 Contributions, gifts, grants paid		1,957,000.			1,957,000.
26 Total expenses and disbursements Add lines 24 and 25		2,293,387.	300,157.		1,993,230.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		174,171.			
b Net investment income (if negative, enter -0-)			667,415.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		2,183,503.	3,170,103.	3,170,103.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 10		4,174,296.	4,612,896.	4,617,208.
	b	Investments - corporate stock STMT 11		16,666,284.	15,456,984.	19,445,232.
	c	Investments - corporate bonds STMT 12		10,365,191.	10,447,574.	10,684,201.
	11	Investments - land, buildings and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 13		2,960,621.	2,982,889.	4,555,636.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		36,349,895.	36,670,446.	42,472,380.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds		36,349,895.	36,670,446.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	Total net assets or fund balances		36,349,895.	36,670,446.		
31	Total liabilities and net assets/fund balances		36,349,895.	36,670,446.		

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	36,349,895.
2	Enter amount from Part I, line 27a	2	174,171.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,132,372.
4	Add lines 1, 2, and 3	4	37,656,438.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	985,992.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,670,446.

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 13,834,995.		13,462,432.	373,549.

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			373,549.

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	373,549.
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))
2015	1,794,551.	40,468,374.	.044345
2014	1,721,834.	38,771,624.	.044410
2013	1,512,047.	34,569,200.	.043740
2012	1,395,632.	30,003,724.	.046515
2011	500,600.	28,769,104.	.017401

2 Total of line 1, column (d)	2	.196411
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	.039282
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	41,119,243.
5 Multiply line 4 by line 3	5	1,615,246.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,674.
7 Add lines 5 and 6	7	1,621,920.
8 Enter qualifying distributions from Part XII, line 4	8	1,993,230.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	6,674.
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	6,674.
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	6,674.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	29,879.	
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	29,879.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	23,205.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 23,205. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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? Website address ▶ N/A	X	
14 The books are in care of ▶ KIM PIOTROWSKI Telephone no ▶ (312) 640-1360 Located at ▶ 980 N. MICHIGAN AVE, SUITE 1360, CHICAGO, IL ZIP+4 ▶ 60611		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		
16 At any time during calendar year 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 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) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?		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)?

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 15		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
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NOT APPLICABLE	
	0.
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.

1	NOT APPLICABLE	
		0.
2		
	All other program-related investments. See instructions.	
3		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	34,571,820.
b	Average of monthly cash balances	1b	2,676,803.
c	Fair market value of all other assets	1c	4,496,801.
d	Total (add lines 1a, b, and c)	1d	41,745,424.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	41,745,424.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	626,181.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,119,243.
6	Minimum investment return. Enter 5% of line 5	6	2,055,962.

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	2,055,962.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	6,674.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,674.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,049,288.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,049,288.
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	2,049,288.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,993,230.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,993,230.
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	6,674.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,986,556.

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				2,049,288.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,956,754.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1,993,230.				
a Applied to 2015, but not more than line 2a			1,956,754.	
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 2016 distributable amount				36,476.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				2,012,812.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
100 CLUB OF CHICAGO 875 NORTH MICHIGAN AVENUE, SUITE 1351 CHICAGO, IL 60611	NONE	PUBLIC	SUPPORT POLICE AND FIREMEN FAMILIES OF FIRST RESPONDERS	50,000.
CENTER OF CONCERN 1580 N. NORTHWEST HIGHWAY, SUITE 310 PARK RIDGE, IL 60068	NONE	PUBLIC	HOUSING AND COUNSELING FOR SENIORS AND THE DISABLED	45,000.
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	NONE	PUBLIC	HORTICULTURAL THERAPY SERVICES	25,000.
CHICAGO JESUIT ACADEMY 5058 W. JACKSON BLVD. CHICAGO, IL 60644	NONE	PUBLIC	SCHOLARSHIPS	25,000.
COMPASS TO CARE 6776 NORTHWEST HWY., SUITE 1D CHICAGO, IL 60631	NONE	PUBLIC	SUPPORT ACCESS TO CARE PROGRAM	10,000.
Total	SEE CONTINUATION SHEET(S)			1,957,000.
b Approved for future payment				
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	NONE	PUBLIC	HORTICULTURAL THERAPY SERVICES	25,000.
CHICAGO JESUIT ACADEMY 5058 W. JACKSON BLVD. CHICAGO, IL 60644	NONE	PUBLIC	SPONSOR SCHOLARSHIPS	100,000.
DANIEL MURPHY SCHOLARSHIP FUND 309 W. WASHINGTON ST., SUITE 1250 CHICAGO, IL 60606	NONE	PUBLIC	BRIDGE TO EXCELLENCE SUMMER PROGRAM	375,000.
Total	SEE CONTINUATION SHEET(S)			2,480,000.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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).
---------------------	---

NOT APPLICABLE

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

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

[illegible]

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

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

**Sign
Here**

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

Signature of officer/trustee

Date _____

▶ VICE PRESIDENT

Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

ALAN H. SPIGELMAN

Preparer's signature _____

Date _____

Check ☐ if self-employed

PTIN

Firm's name ► RSM US, LLP

Firm's EIN ► 42-0714325

Firm's address ▶ 1 S. WACKER DRIVE, STE 800
CHICAGO, IL 60606

Phone no. 312-634-3400

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

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

OMB No 1545-0047

2016

Name of the organization

ABRA PRENTICE FOUNDATION, INC.

Employer identification number

36-3092281

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

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

Special Rules☐

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization	Employer identification number
ABRA PRENTICE FOUNDATION, INC.	36-3092281

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ABRA PRENTICE WILKIN 179 EAST LAKE SHORE DRIVE CHICAGO, IL 60611-1651	\$ 499,986.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	ABRA PRENTICE WILKIN 179 EAST LAKE SHORE DRIVE CHICAGO, IL 60611-1651	\$ 500,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	ABRA PRENTICE WILKIN 179 EAST LAKE SHORE DRIVE CHICAGO, IL 60611-1651	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization	Employer identification number
ABRA PRENTICE FOUNDATION, INC.	36-3092281

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	8,237 SHS MICROSOFT CORP.	\$ 499,986.	11/30/16
2	4,950 SHS PEPSICO, INC.	\$ 500,000.	11/30/16
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
ABRA PRENTICE FOUNDATION, INC.	36-3092281

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	01/01/15	12/31/16
b	FROM METROPOLITAN RE PTRS II		01/01/16	12/31/16
c	FROM METROPOLITAN RE PTRS V		01/01/16	12/31/16
d	FROM METROPOLITAN RE PTRS V		01/01/16	12/31/16
e	FROM WLR RECOVERY IV INVESTORS, LLC		01/01/16	12/31/16
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 13,817,442.		13,462,432.	355,010.
b			-2,161.
c			-16.
d			17,552.
e			-14,389.
f 17,553.			17,553.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			355,010.
b			-2,161.
c			-16.
d			17,552.
e			-14,389.
f			17,553.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	373,549.
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
DANIEL MURPHY SCHOLARSHIP FUND 309 W. WASHINGTON ST., SUITE 1250 CHICAGO, IL 60606	NONE	PUBLIC	SCHOLARSHIPS AND BRIDGE TO EXCELLENCE SUMMER PROGRAM	125,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PUBLIC	PROTECTING FAMILIES FROM LEAD PROGRAM	50,000.
GLENWOOD ACADEMY 500 WEST 187TH STREET GLENWOOD, IL 60425	NONE	PUBLIC	SERVE, NURTURE AND EDUCATE AT-RISK CHILDREN	25,000.
HADLEY SCHOOL FOR THE BLIND 700 E. ELM STREET WINNETKA, IL 60093	NONE	PUBLIC	HORTICULTURAL THERAPY SERVICES	25,000.
HUMANITARIAN SERVICE PROJECT 465 RANDY ROAD CAROL STREAM, IL 60188	NONE	PUBLIC	SUPPORT FEED THE KIDS PROGRAM	5,000.
JUNIOR ACHIEVEMENT 651 W. WASHINGTON, SUITE 404 CHICAGO, IL 60661	NONE	PUBLIC	WHOLE SCHOOL PROGRAM	10,000.
KIDS EQUIPMENT NETWORK P.O. BOX 465 ITASCA, IL 60143	NONE	PUBLIC	SUPPORT 3 EQUIPMENT PROGRAMS AND ADMINISTRATIVE SALARY	20,000.
LINCOLN PARK ZOO 2001 N. CLARK STREET CHICAGO, IL 60614	NONE	PUBLIC	ANNUAL FUND/ URBAN WILDLIFE INSTITUTE	300,000.
LYDIA HOME ASSOCIATION 4300 W. IRVING PARK ROAD CHICAGO, IL 60641	NONE	PUBLIC	SAFE FAMILIES PROGRAM IN CHICAGO	25,000.
MASSACHUSETTS GENERAL HOSPITAL 185 CAMBRIDGE ST BOSTON, MA 02114	NONE	PUBLIC	MGH CHAIR IN PSYCHIATRY AT CENTER FOR WOMEN'S MENTAL HEALTH	400,000.
Total from continuation sheets				1,802,000.

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
MASSACHUSETTS GENERAL HOSPITAL 100 CAMBRIDGE ST, SUITE 1310 BOSTON, MA 02114	NONE	PUBLIC	MGH LEADERSHIP COUNCIL FOR PSYCHIATRY	10,000.
MEALS ON WHEELS 1111 NORTH WELLS ST., SUITE 307 CHICAGO, IL 60657	NONE	PUBLIC	HOLIDAY MEALS PROGRAM	25,000.
MERIT SCHOOL OF MUSIC 38 S. PEORIA STREET CHICAGO, IL 60607	NONE	PUBLIC	INSTRUMENTAL MUSIC PROGRAM	20,000.
NATURAL RESOURCES DEFENSE COUNCIL 20 N. WACKER DRIVE, SUITE 1600 CHICAGO, IL 60606	NONE	PUBLIC	RE-ENVISION THE CHICAGO WATERWAYS	50,000.
PACIFIC GARDEN MISSION 1458 S. CANAL ST. CHICAGO, IL 60607	NONE	PUBLIC	SUPPORT NEW IN-HOUSE SUBSTANCE ABUSE RECOVERY PROGRAM	25,000.
PRENTICE FAMILY FUND 71 S. WACKER DRIVE, SUITE 500 CHICAGO, IL 60606	NONE	PRIVATE FOUNDATION	GENERAL*	37,000.
PUBLIC BROADCASTING SYSTEMS FOUNDATION 2100 CRYSTAL DRIVE ARLINGTON, VA 22202	NONE	PUBLIC	PBS GREAT PERFORMANCE	100,000.
SARAH'S CIRCLE 4838 N. SHERIDAN ROAD CHICAGO, IL 60640	NONE	PUBLIC	INTERIM HOUSING PROGRAM	60,000.
SHEDD AQUARIUM 1200 S. LAKE SHORE DRIVE CHICAGO, IL 60605	NONE	PUBLIC	SUPPORT RESEARCH ON ENDANGERED SPECIES	25,000.
SPECIAL OLYMPICS ILLINOIS 500 WATER'S EDGE ST., SUITE 100 LOMBARD, IL 60148	NONE	PUBLIC	YOUNG ATHLETES PROGRAM	15,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD, SUITE 625 PALMETTO BAY, FL 33157	NONE	PUBLIC	GENERAL*	10,000.
THE LATIN SCHOOL OF CHICAGO 59 WEST NORTH BLVD CHICAGO, IL 60610	NONE	PUBLIC	CREATE THE ISABELLE LAWRENCE ENDOWED CHAIR IN ENGLISH	300,000.
THE SALVATION ARMY 5040 N. PULASKI ROAD CHICAGO, IL 60630	NONE	PUBLIC	SUPPORT LET THE MUSIC BEGIN PROGRAM AND HOMELESS PREVENTION PROGRAM	45,000.
THE TAFT SCHOOL 110 WOODBURY RD WATERTOWN, CT 06795	NONE	PUBLIC	ANNUAL DIRECTOR'S FUND	50,000.
THE WETLANDS INITIATIVE 53 W. JACKSON, SUITE 1015 CHICAGO, IL 60604	NONE	PUBLIC	SUPPORT INDIAN RIDGE MARSH	30,000.
TUTORING CHICAGO 2145 N. HALSTED STREET CHICAGO, IL 60614	NONE	PUBLIC	GENERAL*	15,000.
*ALL CONTRIBUTIONS ARE FOR THE GENERAL CHARITABLE, RELIGIOUS, SCIENTIFIC, LITERARY OR				
EDUCATIONAL ACTIVITIES OF EACH DONEE ORGANIZATION				
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PUBLIC	PROTECTING FAMILIES FROM LEAD PROGRAM	50,000.
GLENWOOD ACADEMY 500 WEST 187TH STREET GLENWOOD, IL 60425	NONE	PUBLIC	SERVE, NURTURE AND EDUCATE AT-RISK CHILDREN	75,000.
HADLEY SCHOOL FOR THE BLIND 700 E. ELM STREET WINNETKA, IL 60093	NONE	PUBLIC	HORTICULTURAL THERAPY SERVICES	25,000.
LINCOLN PARK ZOO 2001 N. CLARK STREET CHICAGO, IL 60614	NONE	PUBLIC	ANNUAL FUND/ URBAN WILDLIFE INSTITUTE	600,000.
MASSACHUSETTS GENERAL HOSPITAL 185 CAMBRIDGE ST BOSTON, MA 02114	NONE	PUBLIC	MGH CHAIR IN PSYCHIATRY AT CENTER FOR WOMEN'S MENTAL HEALTH	800,000.
NATURAL RESOURCES DEFENSE COUNCIL 20 N. WACKER DRIVE, SUITE 1600 CHICAGO, IL 60606	NONE	PUBLIC	RE-ENVISION THE CHICAGO WATERWAYS	50,000.
PACIFIC GARDEN MISSION 1458 S. CANAL ST. CHICAGO, IL 60607	NONE	PUBLIC	SUPPORT NEW IN-HOUSE SUBSTANCE ABUSE RECOVERY PROGRAM	50,000.
THE LATIN SCHOOL OF CHICAGO 59 WEST NORTH BLVD CHICAGO, IL 60610	NONE	PUBLIC	CREATE THE ISABELLE LAWRENCE ENDOWED CHAIR IN ENGLISH	300,000.
THE WETLANDS INITIATIVE 53 W. JACKSON, SUITE 1015 CHICAGO, IL 60604	NONE	PUBLIC	SUPPORT INDIAN RIDGE MARSH	30,000.
Total from continuation sheets				1,980,000.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FREO ACCESS	2.	0.	2.	2.	
GOLDMAN SACHS - DIVIDEND INCOME	357,558.	0.	357,558.	357,558.	
GOLDMAN SACHS - INTEREST INCOME	317,375.	0.	317,375.	317,375.	
GOLDMAN SACHS - LTCG DISTRIBUTIONS	17,553.	17,553.	0.	0.	
GOLDMAN SACHS - U.S. GOV. INTEREST INCOME	40,047.	0.	40,047.	40,047.	
LESS: AMORTIZATION	-140,940.	0.	-140,940.	-140,940.	
METROPOLITAN RE PTRS INTL II, LP K-1	514.	0.	514.	514.	
METROPOLITAN RE PTRS V, LP K-1	1,109.	0.	1,109.	1,109.	
WLR RECOVERY IV INVESTORS LLC K-1	3,799.	0.	3,799.	3,799.	
TO PART I, LINE 4	597,017.	17,553.	579,464.	579,464.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
METROPOLITAN RE PTRS V, LP K-1	-1,384.	-1,384.	
METROPOLITAN RE PTRS INT'L II, LP K-1	-302.	-302.	
WLR RECOVERY IV K-1	3,902.	3,902.	
TACTICAL ADVISORY OTHER INCOME	12,343.	12,343.	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,559.	14,559.	

FORM 990-PF	LEGAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	6,930.	0.		6,930.	
TO FM 990-PF, PG 1, LN 16A	6,930.	0.		6,930.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION AND CONSULTING	12,950.	0.		12,950.	
TO FORM 990-PF, PG 1, LN 16B	12,950.	0.		12,950.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
GOLDMAN SACHS INVESTMENT MANAGEMENT FEES	288,420.	273,999.		14,421.	
TO FORM 990-PF, PG 1, LN 16C	288,420.	273,999.		14,421.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
GOLDMAN SACHS - FOREIGN TAXES	5,945.	5,945.		0.	
METROPOLITAN RE PARTNERS II K-1 - FOREIGN TAXES	48.	48.		0.	
METROPOLITAN RE PARTNERS V K-1 - FOREIGN TAXES	1.	1.		0.	
	5,994.	5,994.		0.	

TO FORM 990-PF, PG 1, LN 18

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN FEES	373.	373.		0.	
PORTFOLIO EXPENSES THROUGH K-1'S	19,185.	19,185.		0.	
RECLAIMABLE TAXES	592.	592.		0.	
MEETING EXPENSE	184.	0.		184.	
PROFESSIONAL MEMBERSHIPS	750.	0.		750.	
SEMINARS	995.	0.		995.	
TO FORM 990-PF, PG 1, LN 23	22,079.	20,150.		1,929.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES		STATEMENT	8
DESCRIPTION			AMOUNT	
MARKET VALUE IN EXCESS OF BASIS OF SECURITIES RECEIVED FROM DONATION			1,129,078.	
BOOK/TAX DIFFERENCE FROM K-1'S			3,294.	
TOTAL TO FORM 990-PF, PART III, LINE 3			1,132,372.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES		STATEMENT	9
DESCRIPTION			AMOUNT	
MARKET VALUE IN EXCESS OF BASIS OF SECURITIES DONATED			985,982.	
NON-DEDUCTIBLE EXPENSES FROM K-1			10.	
TOTAL TO FORM 990-PF, PART III, LINE 5			985,992.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS - CNTRL TAXBL - US GOV'T AGENCY BONDS	X		4,612,896.	4,617,208.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,612,896.	4,617,208.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,612,896.	4,617,208.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABORATORIES - 11,433 SHS	2,670.	439,142.
GOLDMAN SACHS - YACKTMAN	1,300,216.	1,720,470.
GOLDMAN SACHS - DSM: LCG	2,523,289.	3,100,119.
GOLDMAN SACHS - EAGLE - DYNAMIC EQ	1,475,936.	2,174,981.
ABBVIE INC - 7,169 SHS	1,815.	448,923.
GOLDMAN SACHS - TACTICAL AD	4,671,623.	5,586,167.
GOLDMAN SACHS - BOSTON LCV	2,552,898.	2,984,966.
GOLDMAN SACHS - BETA	1,632,000.	1,714,567.
GOLDMAN SACHS - INDEX	1,296,537.	1,275,897.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,456,984.	19,445,232.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS - CNTRL TAXBL - CORP BONDS	6,883,574.	6,898,308.
GOLDMAN SACHS - SPX B+	3,564,000.	3,785,893.
TOTAL TO FORM 990-PF, PART II, LINE 10C	10,447,574.	10,684,201.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS - INVESTMENT BROKERAGE	COST	223,265.	216,106.
METROPOLITAN REAL ESTATE PARTNERS V, LP	COST	82,830.	89,125.
METROPOLITAN RE PARTNERS INTERNATIONAL II, LP	COST	149,002.	130,502.
WLR RECOVERY IV INVESTORS, LLC	COST	108,856.	85,317.
ALPHA + (NON-US EQUITY) OFFSHORE, LP	COST	1,000,000.	2,339,601.
GS HEDGE FUND PORTFOLIO PLC CLASS B	COST	1,208,673.	1,352,699.
PROGRESS RESIDENTIAL ACCESS, LP	COST	210,263.	342,286.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,982,889.	4,555,636.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT 14
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EXPLANATION

THE FOUNDATION MADE A DISTRIBUTION TO A DONOR ADVISED FUND AND TREATED SUCH DISTRIBUTION AS A QUALIFYING DISTRIBUTION. DISTRIBUTIONS FROM THE DONOR ADVISED FUND WILL BE MADE FOR CHARITABLE PURPOSES CONSISTENT WITH CHARITABLE PURPOSES OF THE FOUNDATION.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 15
 TRUSTEES AND FOUNDATION MANAGERS

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