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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation

THE REGENSTEIN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

225 W. WACKER DRIVE, SUITE 1500

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

CHICAGO, IL 60606-1235

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) \$ 73,150,947.

J Accounting method: ☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

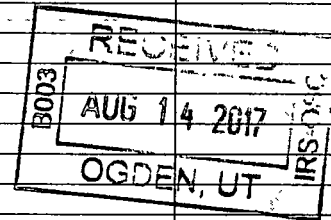
36-3152531

B Telephone number (see instructions)

(312) 917-1833

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. ☐**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)
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	730,724.	730,724.		ATCH 1
4 Dividends and interest from securities	535,046.	535,046.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,859,268.			
b Gross sales price for all assets on line 6a 19,752,147.				
7 Capital gain net income (from Part IV, line 2)		1,859,268.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 3	10,226.	10,226.		
12 Total. Add lines 1 through 11	3,135,264.	3,135,264.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 4	29,011.	5,802.		23,209.
b Accounting fees (attach schedule) ATCH 5	51,429.	41,143.		10,286.
c Other professional fees (attach schedule) [6]	328,253.	274,253.		54,000.
17 Interest				
18 Taxes (attach schedule) (see instructions) [7]	-32,684.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8	129,120.	121,225.		7,895.
24 Total operating and administrative expenses. Add lines 13 through 23.	505,129.	442,423.		95,390.
25 Contributions, gifts, grants paid	6,362,000.			4,302,000.
26 Total expenses and disbursements Add lines 24 and 25	6,867,129.	442,423.	0.	4,397,390.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-3,731,865.			
b Net investment income (if negative, enter -0-)		2,692,841.		
c Adjusted net income (if negative, enter -0-)				



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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		2,178,105.	2,461,009.	2,461,009.	
	2	Savings and temporary cash investments		1,113,209.	1,235,982.	1,235,982.	
	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		59,496.	55,328.	55,328.	
	10a	Investments - U.S. and state government obligations (attach schedule)					
	b	Investments - corporate stock (attach schedule) ATCH 9		57,096,057.	57,505,528.	57,505,528.	
	c	Investments - corporate bonds (attach schedule) ATCH 10		11,210,626.	11,759,641.	11,759,641.	
	Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach schedule) ▶					
12		Investments - mortgage loans					
13		Investments - other (attach schedule)					
14		Land, buildings, and equipment basis ▶					
		Less: accumulated depreciation (attach schedule) ▶					
15		Other assets (describe ▶ ATCH 11)		210,762.	133,459.	133,459.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		71,868,255.	73,150,947.	73,150,947.	
17		Accounts payable and accrued expenses		24,490.	39,742.		
18		Grants payable		22,699,118.	25,161,338.		
Net Assets or Fund Balances	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ ATCH 12)		203,242.	165,390.		
	23	Total liabilities (add lines 17 through 22)		22,926,850.	25,366,470.		
Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted		48,941,405.	47,784,477.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.	27	Capital stock, trust principal, or current funds				
		28	Paid-in or capital surplus, or land, bldg, and equipment fund				
		29	Retained earnings, accumulated income, endowment, or other funds				
		30	Total net assets or fund balances (see instructions)		48,941,405.	47,784,477.	
	31	Total liabilities and net assets/fund balances (see instructions)		71,868,255.	73,150,947.		

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 48,941,405.
2	Enter amount from Part I, line 27a	2 -3,731,865.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3 2,574,937.
4	Add lines 1, 2, and 3	4 47,784,477.
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 47,784,477.

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	1,859,268.	
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	4,427,307.	73,666,005.	0.060100
2014	4,836,636.	75,027,038.	0.064465
2013	3,329,727.	72,795,404.	0.045741
2012	3,183,102.	64,458,762.	0.049382
2011	3,906,304.	63,381,328.	0.061632
2 Total of line 1, column (d)			2 0.281320
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 0.056264
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 71,634,527.
5 Multiply line 4 by line 3.			5 4,030,445.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 26,928.
7 Add lines 5 and 6.			7 4,057,373.
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 4,397,390.

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)		1	26,928.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	26,928.
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	26,928.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	44,459.	
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	44,459.	
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	17,531.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ☒ 17,531. Refunded ☐	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).	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X
14 The books are in care of ▶ PATRICIA WALLIES Telephone no ▶ 312-917-1833 Located at ▶ 225 W. WACKER DRIVE, SUITE 1500 CHICAGO, IL ZIP+4 ▶ 60606-1235		
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		
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?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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

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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	
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?	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 ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
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.)	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)? ☐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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 14		0.	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. ☐

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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** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 15		108,000.
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	67,793,189.
b	Average of monthly cash balances	1b	4,628,728.
c	Fair market value of all other assets (see instructions).	1c	303,491.
d	Total (add lines 1a, b, and c)	1d	72,725,408.
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	72,725,408.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	1,090,881.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	71,634,527.
6	Minimum investment return. Enter 5% of line 5	6	3,581,726.

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

1	Minimum investment return from Part X, line 6	1	3,581,726.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	26,928.
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	26,928.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,554,798.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	3,554,798.
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	3,554,798.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,397,390.
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	4,397,390.
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	26,928.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,370,462.

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				3,554,798.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011				3,948,617.
b From 2012				3,183,102.
c From 2013				
d From 2014				1,216,164.
e From 2015				793,007.
f Total of lines 3a through e	9,140,890.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>4,397,390.</u>				
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.				3,554,798.
e Remaining amount distributed out of corpus.	842,592.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,983,482.			
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)	3,948,617.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	6,034,865.			
10 Analysis of line 9				
a Excess from 2012	3,183,102.			
b Excess from 2013				
c Excess from 2014	1,216,164.			
d Excess from 2015	793,007.			
e Excess from 2016	842,592.			

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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)(ii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

ATCH 16

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

THERE IS A GRANT QUESTIONNAIRE.

c Any submission deadlines:

MARCH 31 AND SEPTEMBER 30.

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

PRIMARILY THE CHICAGO METROPOLITAN AREA.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 17				
Total			3a	4,302,000.
b Approved for future payment				
ATCH 18				
Total			3b	1,500,000.

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	730,724 .	
4 Dividends and interest from securities				14	535,046 .	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property. .						
7 Other investment income				14	10,226 .	
8 Gain or (loss) from sales of assets other than inventory				18	1,859,268 .	
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)					3,135,264 .	
13 Total. Add line 12, columns (b), (d), and (e)						3,135,264 .

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

[illegible]

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Pnnt/Type preparer's name
KEVIN HODGES

~~Preparer's signature~~

Date

Check ☐ if self-employed

PTIN	P00742715
------	-----------

Firm's name	▶ MILLER, COOPER & CO., LTD.
Firm's address	▶ 1751 LAKE COOK ROAD, SUITE 400 DEERFIELD, IL

Firm's EIN	▶ 36-2897372
Phone no	847-205-5000

Form **990-PF** (2016)

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)	
3,583,587.		DOLAN MCENIRY CAPITAL, PUBLICLY TRADED 3,662,562.				P	VAR -78,975.	VAR
6,942,018.		WILLIAM BLAIR, PUBLICLY TRADED 6,401,660.				P	VAR 540,358.	VAR
2,761,885.		ATLANTIC TRUST, PUBLICLY TRADED 1,990,731.					VAR 771,154.	VAR
328,862.		HIGHMARK, PUBLICLY TRADED 292,889.				P	VAR 35,973.	VAR
19,487.		STARK 65,731.				P	VAR -46,244.	VAR
4,408,489.		DODGE & COX FUNDS 3,310,403.				P	VAR 1,098,086.	VAR
133,920.		PERMIT CAPITAL MORTGAGE FUND K-1				P	VAR 133,920.	VAR
1,573,899.		ARIEL SMALL CAP, PUBLICLY TRADED 1,638,538.				P	VAR -64,639.	VAR
		KABOUTER INTERNATIONAL OPPORTUNITY K-1 10,068.				P	VAR -10,068.	VAR
		KABOUTER INTERNATIONAL OPPORTUNITY K-1 2,412.					VAR -2,412.	VAR
		AT MLP FUND LLC K-1 215,338.				P	VAR -215,338.	VAR
		AT MLP FUND LLC K-1 302,547.				P	VAR -302,547.	VAR
TOTAL GAIN (LOSS)							<u>1,859,268.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
AT MLP FUND, LLC	160,816.	160,816.
KABOUTER INT'L OPPORTUNITIES FUND II LLC	14.	14.
PERMIT CAPITAL MORTGAGE FUND LP	17,336.	17,336.
INVESTMENTS	552,555.	552,555.
CEDAR STREET TETON FUND, LP	3.	3.
TOTAL	<u>730,724.</u>	<u>730,724.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
AT MLP FUND, LLC	42,721.	42,721.
KABOUTER INT'L OPPORTUNITIES FUND II LLC	82,982.	82,982.
INVESTMENTS	396,509.	396,509.
CEDAR STREET TETON FUND, LP	12,834.	12,834.
TOTAL	<u>535,046.</u>	<u>535,046.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT MLP FUND, LLC	2,123.	2,123.
CEDAR STREET TETON FUND, LP	8.	8.
KABOUTER INT'L OPPORTUNITIES FUND II LLC	2,726.	2,726.
OTHER INCOME	5,369.	5,369.
TOTALS	10,226.	10,226.

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	29,011.	5,802.		23,209.
TOTALS	<u>29,011.</u>	<u>5,802.</u>		<u>23,209.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	51,429.	41,143.		10,286.
TOTALS	<u>51,429.</u>	<u>41,143.</u>		<u>10,286.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT FEES	220,253.	220,253.	
OTHER	108,000.	54,000.	54,000.
TOTALS	<u>328,253.</u>	<u>274,253.</u>	<u>54,000.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
CURRENT FEDERAL EXCISE TAX	5,168.
DEFERRED FEDERAL EXCISE TAX	-37,852.
TOTALS	<u>-32,684.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE SUPPLIES	4,147.	3,318.	829.
DUES & SUBSCRIPTIONS	497.		497.
INSURANCE	8,284.	6,627.	1,657.
BOARD MEETINGS	3,754.	1,877.	1,877.
TECHNOLOGY EXPENSES	6,071.	3,036.	3,035.
OTHER	1,398.	1,398.	
OTHER - MLP FUND	48,359.	48,359.	
OTHER - PERMIT CAPITAL	1,173.	1,173.	
OTHER - KABOUTER INTERNATIONAL	43,999.	43,999.	
OTHER - CEDAR STREET TETON FUND	11,438.	11,438.	
TOTALS	<u>129,120.</u>	<u>121,225.</u>	<u>7,895.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCK	57,505,528.	57,505,528.
TOTALS	<u>57,505,528.</u>	<u>57,505,528.</u>

ATTACHMENT 10FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS	11,759,641.	11,759,641.
TOTALS	<u>11,759,641.</u>	<u>11,759,641.</u>

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST & DIVIDEND RECEIVABLE DUE FROM BROKERS	163,972. -30,513.	163,972. -30,513.
TOTALS	<u>133,459.</u>	<u>133,459.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DEFERRED FEDERAL EXCISE TAX	165,390.
TOTALS	<u>165,390.</u>

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS	2,172,717.
PLEDGES PAYABLE PRESENT VALUE ADJUSTMENT	402,220.
TOTAL	<u>2,574,937.</u>

2016 FORM 990-PF

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SUSAN REGENSTEIN 225 W. WACKER DRIVE, SUITE 1500 CHICAGO, IL 60606-1235	CHAIRMAN AND PRESIDENT 10.00	0.	0.	0.
JOSEPH REGENSTEIN III 225 W. WACKER DRIVE, SUITE 1500 CHICAGO, IL 60606-1235	SECRETARY AND TREASURER 5.00	0.	0.	0.
MARSHALL FIELD V 225 W. WACKER DRIVE, SUITE 1500 CHICAGO, IL 60606-1235	DIRECTOR 5.00	0.	0.	0.
ROBERT N. LATOUR 225 W. WACKER DRIVE, SUITE 1500 CHICAGO, IL 60606-1235	DIRECTOR 5.00	0.	0.	0.
F. OLIVER NICKLIN, JR. 225 W. WACKER DRIVE, SUITE 1500 CHICAGO, IL 60606-1235	DIRECTOR 5.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
PW CONSULTING, INC. 405 SOUTH FAIRVIEW AVE PARK RIDGE, IL 60068	CONSULTING	108,000.
TOTAL COMPENSATION		<u>108,000.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

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

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

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ANN & ROBERT H LURIE CHILDREN'S HOSPITAL OF CHICAGO 225 EAST CHICAGO AVE, BOX 4 CHICAGO, IL 60611	NONE PC		OPERATIONAL SUPPORT	1,020,000.
AMERICAN RED CROSS 431 18TH STREET, NW WASHINGTON, DC 20006	NONE PC		OPERATIONAL SUPPORT	5,000.
BROOKFIELD ZOO 8400 W 31ST ST BROOKFIELD, IL 60513	NONE PC		OPERATIONAL SUPPORT	50,000
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	NONE PC		OPERATIONAL SUPPORT	840,000
CHICAGO HISTORY MUSEUM 1601 N CLARK STREET CHICAGO, IL 60614	NONE PC		OPERATIONAL SUPPORT	10,000
CHICAGO HOPE ACADEMY 2189 W BOWLER ST CHICAGO, IL 60612	NONE PC		OPERATIONAL SUPPORT	2,500

ATTACHMENT 17

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6/26/2017

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FIELD MUSEUM 1400 S LAKE SHORE DR CHICAGO, IL 60605	NONE PC		OPERATIONAL SUPPORT	90,000
GREATER CHICAGO FOOD DEPOSITORY 4100 W ANN LURIE PLACE CHICAGO, IL 60632	NONE PC		OPERATIONAL SUPPORT	25,000
LINCOLN PARK ZOO P O BOX 14903 CANNON DRIVE AT FULLERTON CHICAGO, IL 60614	NONE PC		OPERATIONAL SUPPORT	551,750
MILLENNIUM PARK FOUNDATION 201 E RANDOLPH ST CHICAGO, IL 60601	NONE PC		OPERATIONAL SUPPORT	20,000
NORTHWESTERN MEMORIAL FOUNDATION 676 CLAIR STREET, STE 2080 CHICAGO, IL 60611	NONE PC		OPERATIONAL SUPPORT	110,000
OPERATION WALK CHICAGO 680 N LAKE SHORE DRIVE, STE 900 CHICAGO, IL 60611	NONE PC		OPERATIONAL SUPPORT	5,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ORCHESTRAL ASSOCIATION 228 S WABASH AVE STE 200 CHICAGO, IL 60604	NONE PC		OPERATIONAL SUPPORT	25,000
PAWS CHICAGO 1997 N CLYBOURN AVE CHICAGO, IL 60614	NONE PC		OPERATIONAL SUPPORT	5,000
REHABILITATION INSTITUTE OF CHICAGO 200 SOUTH WACKER DRIVE STE 3900 CHICAGO, IL 60606	NONE PC		OPERATIONAL SUPPORT	1,035,000
RUSH UNIVERSITY MEDICAL CENTER 1725 WEST HARRISON, STE 364 CHICAGO, IL 60612	NONE PC		OPERATIONAL SUPPORT	135,000
SHEDD AQUARIUM 1200 SOUTH LAKE SHORE DRIVE CHICAGO, IL 60605	NONE PC		OPERATIONAL SUPPORT	20,000
UNIVERSITY OF CHICAGO 5801 S ELLIS AVE CHICAGO, IL 60637	NONE PC		OPERATIONAL SUPPORT	125,000.

ATTACHMENT 17

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
WOUNDED WARRIOR P O BOX 758517 TOPEKA, KS 66675	NONE PC		OPERATIONAL SUPPORT	15,000
ARTS FOR ANIMALS 943B DR. RICHARD G ADAMS DRIVE NASHVILLE, TN 37207	NONE PC		OPERATIONAL SUPPORT	5,000
CONSERVANCY OF SOUTHWEST FLORIDA 1450 MERRIHUE DRIVE NAPLES, FL 34106	NONE PC		OPERATIONAL SUPPORT	25,000.
CONSERVANCY FOR GREAT APES P O BOX 488 WAUCHULA, FL 33873	NONE PC		OPERATIONAL SUPPORT	10,000.
FRIENDS OF THE NATIONAL ZOO 3001 CONNECTICUT AVE, NW WASHINGTON, DC 20008	NONE PC		OPERATIONAL SUPPORT	30,000
GULFSHORE PLAYHOUSE 755 8TH AVE S NAPLES, FL 34102	NONE PC		OPERATIONAL SUPPORT	10,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEART JOURNEY CENTER P.O. BOX 792 STEVENSON, WA 98648	NONE PC		OPERATIONAL SUPPORT	5,000
HENRY FORK FOUNDATION 512 MAIN STREET ASHTON, ID 83420	NONE PC		OPERATIONAL SUPPORT	2,500
HOLOCAUST MUSEUM OF SOUTHWEST FLORIDA 4760 TAMiami TRAIL NORTH STE 7 NAPLES, FL 34103	NONE PC		OPERATIONAL SUPPORT	2,500
HOUSTON ZOO 6200 HERMANN PARK DR HOUSTON, TX 77030	NONE PC		OPERATIONAL SUPPORT	5,000.
INTERNATIONAL RHINO FOUNDATION 201 MAIN ST STE 2600 FORT WORTH, TX 76102	NONE PC		OPERATIONAL SUPPORT	1,750
MIAMI'S CHILDREN INITIATIVE 5400 NW 22ND AVE, 4TH FLOOR MIAMI, FL 33142	NONE PC		OPERATIONAL SUPPORT	25,000.

ATTACHMENT 17

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MUSICARES 3030 OLYMPIC BLVD SANTA MONICA, CA 90404	NONE PC		OPERATIONAL SUPPORT	10,000
NAPLES CHILDREN AND EDUCATION FOUNDATION 6200 SHIRLEY ST STE 206 NAPLES, FL 34109	NONE PC		OPERATIONAL SUPPORT	2,500
NAPLES BOTANICAL GARDEN 4820 BAYSHORE DR NAPLES, FL 34112	NONE PC		OPERATIONAL SUPPORT	2,500
NAPLES ZOO 1590 GOODLETTE ROAD N NAPLES, FL 34102	NONE PC		OPERATIONAL SUPPORT	5,000
NCH HEALTHCARE 350 7TH STREET, NO BOX 234 NAPLES, FL 34106	NONE PC		OPERATIONAL SUPPORT	25,000
NEW ENGLAND AQUARIUM 1 CENTRAL WHARF BOSTON, MA 02110	NONE PC		OPERATIONAL SUPPORT	1,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PHILHARMONIC CENTER OF THE ARTS 5833 PELICAN BAY NAPLES, FL 34108	NONE PC		OPERATIONAL SUPPORT	10,000
SHELTER FOR ABUSED WOMEN & CHILDREN P.O. BOX 10102 NAPLES, FL 34101	NONE PC		OPERATIONAL SUPPORT	15,000
THE EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD STE 625 PALMETTO BAY, FL 33157	NONE PC		OPERATIONAL SUPPORT	10,000
UNIVERSITY OF MIAMI CROHN'S & COLITIS CENTER 1475 NW 12TH AVE MIAMI, FL 33136	NONE PC		OPERATIONAL SUPPORT	10,000
TOTAL CONTRIBUTIONS PAID				4,302,000

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RUSH UNIVERSITY MEDICAL CENTER
1725 WEST HARRISON, STE 364
CHICAGO, IL 60612

NONE
PC

OPERATIONAL SUPPORT

1,500,000

TOTAL CONTRIBUTIONS APPROVED

1,500,000

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ATTACHMENT 18