



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		1,158,706.	450,253.	513,220.
	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				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 7	18,485,046.	19,812,370.	21,232,009.
	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)		19,643,752.	20,262,623.	21,745,229.
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		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		19,643,752.	20,362,623.	
	30 Total net assets or fund balances		19,643,752.	20,362,623.	
	31 Total liabilities and net assets/fund balances		19,643,752.	20,362,623.	

## 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	19,643,752.
2 Enter amount from Part I, line 27a	2	640,651.
3 Other increases not included in line 2 (itemize) ► RETURNED CONTRIBUTIONS	3	78,220.
4 Add lines 1, 2, and 3	4	20,362,623.
5 Decreases not included in line 2 (itemize) ► ADJUSTMENT FOR PROGRAM RELATED INVESTMENT	5	100,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,262,623.

Part IV Capital Gains and Losses for Tax on Investment Income				SEE ATTACHED STATEMENTS
(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.)
1a				
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	7,074,611.		5,842,836.	1,231,775.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,231,775.
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	1,231,775.
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	1,204,147.	20,571,390.	.058535	
2014	1,046,779.	21,591,091.	.048482	
2013	1,093,839.	20,932,028.	.052257	
2012	1,220,710.	19,671,270.	.062055	
2011	1,152,528.	18,992,801.	.060682	
2 Total of line 1, column (d)			.282011	2
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			.056402	3
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			21,030,420.	4
5 Multiply line 4 by line 3			1,186,158.	5
6 Enter 1% of net investment income (1% of Part I, line 27b)			14,933.	6
7 Add lines 5 and 6			1,201,091.	7
8 Enter qualifying distributions from Part XII, line 4			912,304.	8
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.	► <input type="checkbox"/>	and enter 1% of Part I, line 27b	} 29,865.
1b	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
1c	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-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-			
6	<b>Credits/Payments:</b>			
6a	2016 estimated tax payments and 2015 overpayment credited to 2016	42,479.		
6b	Exempt foreign organizations - tax withheld at source			
6c	Tax paid with application for extension of time to file (Form 8868)	25,000.		
6d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d	67,479.		
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	37,614.		
11	Enter the amount of line 10 to be: <b>Credited to 2017 estimated tax</b> ►	37,614.   <b>Refunded</b> ►	0.	

**Part VII-A Statements Regarding Activities**

	<b>Yes</b>	<b>No</b>
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	X	
5	X	
6	X	
7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	
	MA	
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 <b>General Instruction G?</b> If "No," attach explanation	
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	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	



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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	N/A ► <b>5b</b>			
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. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>6b</b> X			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>7b</b> N/A			
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors				
1 List all officers, directors, trustees, foundation managers and their compensation.				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEFFREY R. LURIE C/O PHILADELPHIA EAGLES ONE NOVACARE PHILADELPHIA, PA 19145	TRUSTEE 1.00	0.	0.	0.
RICHARD B. DENNING C/O NLM FAMILY FOUNDATION, 60 WILLIAM WELLESLEY, MA 02481	TRUSTEE 1.00	0.	0.	0.
JOSEPH M. LECCESE C/O PROSKAUER ROSE LLP 1585 BROADWAY NEW YORK, NY 10036	TRUSTEE 1.00	0.	0.	0.
LORI CHRISTINA WEISS LURIE C/O PHILADELPHIA EAGLES ONE NOVACARE PHILADELPHIA, PA 19145	TRUSTEE 1.00	0.	0.	0.
2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000 ► 0				

**Part 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	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		0.
3		

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3 ► 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 20,779,709.
b	Average of monthly cash balances	1b 570,971.
c	Fair market value of all other assets	1c
d	<b>Total</b> (add lines 1a, b, and c)	1d 21,350,680.
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 21,350,680.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 320,260.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 21,030,420.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 1,051,521.

**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 1,051,521.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 29,865.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 29,865.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 1,021,656.
4	Recoveries of amounts treated as qualifying distributions	4 78,220.
5	Add lines 3 and 4	5 1,099,876.
6	Deduction from distributable amount (see instructions)	6 0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 1,099,876.

**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 812,304.
b	Program-related investments - total from Part IX-B	1b 100,000.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 912,304.
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 0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 912,304.

**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 Undistributed income, if any, as of the end of 2016				1,099,876.
a Enter amount for 2015 only			908,259.	
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: ► \$ 912,304.				
a Applied to 2015, but not more than line 2a			908,259.	
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				4,045.
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:				
a Corpus Add lines 3f, 4c, and 4a 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			0.	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				1,095,831.
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				

<b>Part XIV</b> <b>Private Operating Foundations</b> (see instructions and Part VII-A, question 9)		N/A		
		<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)		
1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling				
b Check box to indicate whether the foundation is a private operating foundation described in section				
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(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).)

JEFFREY R. LURIE

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:

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

c Any submission deadlines:

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

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

Recipient	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)				
<i>a Paid during the year</i>				
SEE ATTACHMENT A				785,323.
<b>Total</b>			► 3a	785,323.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	0.

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

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) 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	900000		14	189,590.
4 Dividends and interest from securities	900000		14	189,126.
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	900000		14	13,166.
8 Gain or (loss) from sales of assets other than inventory	900000		18	1,231,775.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)		0.		1,623,657.
13 Total. Add line 12, columns (b), (d), and (e)			13	1,623,657.
(See worksheet in line 13 instructions to verify calculations.)				

## Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
N/A	

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization:		
(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.		

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If "Yes," complete the following schedule.

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

**Sign  
Here**

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

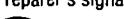
May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee

15

Date \_\_\_\_\_

Title

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DIANA COHEN		1/10/18		P00188391
	Firm's name ► DELOITTE TAX LLP			Firm's EIN ► 86-1065772	
Firm's address ► 200 BERKELEY STREET BOSTON, MA 02116			Phone no. 617-437-2000		

## 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	ABRAMS CAPITAL PARTNERS II, L. P.	P	VARIOUS	VARIOUS
b	CHARLES ANK (AKA CB OFFSHORE EQUITY FUND VIII, LP)	P	VARIOUS	VARIOUS
c	CHESTNUT HEDGE FUND, LLC (AKA WTC-CTF EMERGING MARKET OPPORTUNITIES)	P	VARIOUS	VARIOUS
d	HOLDCO OPPORTUNITIES FUND, L.P.	P	VARIOUS	VARIOUS
e	HOLDCO OPPORTUNITIES FUND II, L.P.	P	VARIOUS	VARIOUS
f	INCOME RESEARCH AND MANAGEMENT CORE BOND FUND	P	VARIOUS	VARIOUS
g	LL MORTGAGE FUND LP	P	VARIOUS	VARIOUS
h	LL OPPORTUNISTIC MORTGAGE FUND LP	P	VARIOUS	VARIOUS
i	NORTHGATE IV, LP	P	VARIOUS	VARIOUS
j	OAKTREE VALUE EQUITY FUND (DELAWARE), LP	P	VARIOUS	VARIOUS
k	PERMIT CAPITAL MORTGAGE FUND LP SERIES J	P	VARIOUS	VARIOUS
l	SOMERSET SMALL MID CAP EM ALL COUNTRY FUND LLC	P	VARIOUS	VARIOUS
m	THE SANDERSON INTERNATIONAL VALUE FUND	P	VARIOUS	VARIOUS
n	BAIN CAPITAL FUND XI, L.P.	P	VARIOUS	VARIOUS
o	TOP III DELAWARE AIV I-B, L.P.	P	VARIOUS	VARIOUS
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	26,807.			26,807.
b	26.			26.
c			7,205.	-7,205.
d	17,583.			17,583.
e	10,950.			10,950.
f			12,768.	-12,768.
g	1,156.			1,156.
h	7,066.			7,066.
i	94,619.			94,619.
j	28,494.			28,494.
k	96,900.			96,900.
l			20,531.	-20,531.
m	26,819.			26,819.
n	23,709.			23,709.
o	701.			701.
	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				26,807.
b				26.
c				-7,205.
d				17,583.
e				10,950.
f				-12,768.
g				1,156.
h				7,066.
i				94,619.
j				28,494.
k				96,900.
l				-20,531.
m				26,819.
n				23,709.
o				701.
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
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

**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	TPG OPPORTUNITIES PARTNERS III (B), L.P.	P	VARIOUS	VARIOUS
b	FORTRESS CREDIT OPPORTUNITIES FUND IV (A) LP	P	VARIOUS	VARIOUS
c	VANGUARD	P	VARIOUS	VARIOUS
d	ISHARES	P	VARIOUS	VARIOUS
e	JOHN HANCOCK FUNDS II GLOBAL	P	VARIOUS	VARIOUS
f	CAPITAL INTERNATIONAL EMERGING MARKETS GROWTH FUND	P	VARIOUS	VARIOUS
g	GOULSTON & STORRS	P	VARIOUS	VARIOUS
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 956.			956.
b 2,236.			2,236.
c 2,619,993.		1,437,775.	1,182,218.
d 1,843,572.		1,771,722.	71,850.
e 1,640,158.		1,780,856.	-140,698.
f 628,515.		811,979.	-183,464.
g 4,351.			4,351.
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			956.
b			2,236.
c			1,182,218.
d			71,850.
e			-140,698.
f			-183,464.
g			4,351.
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	1,231,775.
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ABRAMS CAPITAL PARTNERS II, L . P.	11,410.	11,410.	
CHARLES BANK (AKA CB OFFSHORE EQUITY FUND VIII, LP)	5,264.	5,264.	
CHESTNUT HEDGE FUND, LLC	87.	87.	
HOLDCO OPPORTUNITIES FUND II, L.P.	9,026.	9,026.	
HOLDCO OPPORTUNITIES FUND, L.P.	9,945.	9,945.	
INCOME RESEARCH & MANAGEMENT			
CORE BOND FUND	97,945.	97,945.	
LL MORTGAGE FUND LP	32,943.	32,943.	
LL OPPORTUNISTIC	1,462.	1,462.	
NOMINEE K-1	6,061.	6,061.	
NORTHGATE IV, LP	5,516.	5,516.	
OAKTREE VALUE EQUITY FUND (DELAWARE), L.P.	3,306.	3,306.	
PERMIT CAPITAL MORTGAGE FUND, L.P.	6,140.	6,140.	
QIMING VENTURE PARTNERS V, LP	2.	2.	
SOMERSET SMALL MID CAP EM ALL COUNTRY FUND LLC	22.	22.	
THE SANDERSON INTERNATIONAL VALUE FUND	114.	114.	
XFUND 2, L.P.	94.	94.	
YORKTOWN ENERGY PARTNERS XI LP	253.	253.	
<b>TOTAL TO PART I, LINE 3</b>	<b>189,590.</b>	<b>189,590.</b>	

THE LURIE FAMILY FOUNDATION  
6/30/2017

FORM 990PF, PART XV, LINE 3a  
CONTRIBUTIONS PAID

Name of the Payee	Foundation Status of Recipient	Purpose of grant or contribution	Amount
A Step up Academy	501(c)(3)	General Welfare	\$50,000
Barnes Foundation	501(c)(3)	Educational	\$2,500
BOMB	501(c)(3)	General Welfare	\$500
Boys Latin of Philadelphia Charter School	501(c)(3)	Educational	\$1,500
Cancer Support Community	501(c)(3)	Medical	\$1,000
Children's Golf Foundation Inc	501(c)(3)	General Welfare	\$5,000
Children's Hospital of Philadelphia	501(c)(3)	Medical	\$3,000
Clark University	501(c)(3)	Educational	\$25,000
The Eagles Chantable Foundation	501(c)(3)	General Welfare	\$ 11,021 20
ELS for Autism Foundation	501(c)(3)	Medical	\$ 30,000 00
Everglades Foundation	501(c)(3)	General Welfare	\$1,000
Farm Neck Foundation	501(c)(3)	General Welfare	\$500
Fraxa Research Foundation	501(c)(3)	Educational	\$25,000
Garces Foundation	501(c)(3)	General Welfare	\$5,000
Gillen Brewer School Inc	501(c)(3)	Educational	\$500
Give Direct Inc	501(c)(3)	General Welfare	\$5,000
Goldman Philanthropy Fund	501(c)(3)	General Welfare	\$ 328,085 30
Inglis	501(c)(3)	General Welfare	\$1,000
Jewish Federation of Palm Beach	501(c)(3)	General Welfare	\$ 5,000 00
Jewish Federation of Greater Philadelphia	501(c)(3)	General Welfare	\$ 25,000 00
Marshall Legacy Institute	501(c)(3)	General Welfare	\$ 2,500 00
Martha's Vineyard Hospital	501(c)(3)	Medical	\$ 2,500 00
Martha's Vineyard Preservation Trust	501(c)(3)	General Welfare	\$500
Mothers against drunk driving	501(c)(3)	General Welfare	\$ 2,500 00
MV Youth	501(c)(3)	General Welfare	\$26,622 79
National Museum American Jewish History	501(c)(3)	Educational	\$5,000
National Society of the Colonial Dames of America	501(c)(3)	General Welfare	\$1,500
National Foundation for Celiac Awareness	501(c)(3)	Medical	\$1,000
New York University	501(c)(3)	Educational	\$100,000
Palm Beach United Way	501(c)(3)	General Welfare	\$ 1,500 00
Pan Mass Challenge	501(c)(3)	General Welfare	\$6,000
Philadelphia Museum of Art	501(c)(3)	Cultural	\$13,000
Philadelphia Orchestra Association	501(c)(3)	Cultural	\$2,500
Philadelphia Schools Project	501(c)(3)	General Welfare	\$5,000
Princeton Area Community Foundation Inc	501(c)(3)	General Welfare	\$2,500
Project Home	501(c)(3)	General Welfare	\$9,094
Puentes de Salud	501(c)(3)	General Welfare	\$10,000
Refugees International	501(c)(3)	General Welfare	\$2,500
Ronald McDonald House	501(c)(3)	General Welfare	\$ 500 00
Seattle Seahawks Women's Association	501(c)(3)	General Welfare	\$5,000
St. Joseph's University	501(c)(3)	Educational	\$7,500
The Cameron M Neely Foundation for Cancer Care Inc	501(c)(3)	Medical	\$4,500
The Center for Grieving Children	501(c)(3)	General Welfare	\$10,000
The Shipley School	501(c)(3)	Educational	\$10,000
Trustees of the University of Pennsylvania	501(c)(3)	Educational	\$10,000
Vets Foundation for Children	501(c)(3)	General Welfare	\$5,000
Vineyard Golf Club Foundation	501(c)(3)	General Welfare	\$500
WE Advance Inc	501(c)(3)	General Welfare	\$2,500
YMCA of Martha's Vineyard	501(c)(3)	General Welfare	\$10,000
			<b>\$785,323</b>

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ABRAMS CAPITAL PARTNERS II, L . P	20,463.	0.	20,463.	20,463.	
CHARLES BANK (AKA CB OFFSHORE EQUITY FUND VIII, LP)	4,079.	0.	4,079.	4,079.	
CHESTNUT HEDGE FUND, LLC (AKA WTC-CTF EMERGING MARKETS OPPORTUNITIES)					
(AKA W GOULSTON & STORRS ISHARES NOMINEE K-1 NORTHGATE IV, LP OAKTREE VALUE EQUITY FUND (DELAWARE), L.P. SOMERSET THE SANDERSON INTERNATIONAL VALUE FUND VANGUARD YORKTOWN ENERGY PARTNERS XI LP	6,822. 3,099. 59,441. 202. 5,036. 1,279. 11,537. 58,290. 18,877. 1.	0. 0. 0. 0. 0. 0. 0. 0. 0. 0.	6,822. 3,099. 59,441. 202. 5,036. 1,279. 11,537. 58,290. 18,877. 1.	6,822. 3,099. 59,441. 202. 5,036. 1,279. 11,537. 58,290. 18,877. 1.	
TO PART I, LINE 4	189,126.	0.	189,126.	189,126.	

## FORM 990-PF

## OTHER INCOME

## STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABRAMS CAPITAL PARTNERS II, L . P	9,056.	9,298.	
CHARLES BANK (AKA CB OFFSHORE			
EQUITY FUND VIII, LP)	-2,485.	-1,254.	
NORTHGATE IV, LP	4,891.	2,416.	
CHESTNUT HEDGE FUND, LLC (AKA			
WTC-CTF EMERGING MARKETS			
OPPORTUNITIES) (AKA W	109.	109.	
OAKTREE VALUE EQUITY FUND			
(DELAWARE), L.P.	-736.	-736.	
SOMERSET SMALL MID CAP EM ALL			
COUNTRY FUND LLC	50.	50.	
THE SANDERSON INTERNATIONAL VALUE			
FUND	587.	587.	
TPG OPPORTUNITIES PARTNERS III (B),			
L.P.	10,617.	10,617.	
FORTRESS CREDIT OPPORTUNITIES FUND			
CHARLESRIVER INSTITUTIONAL FUND	2,065.	4,723.	
III, LP	-3.	-3.	
INCOME RESEARCH AND MANAGEMENT CORE			
FUND BOND	247.	247.	
YORKTOWN ENERGY PARTNERS XI LP	-11,232.	311.	
TOTAL TO FORM 990-PF, PART I, LINE 11	13,166.	26,365.	

## 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 FEE	5,720.	0.		5,720.
TO FORM 990-PF, PG 1, LN 16B	5,720.	0.		5,720.

## 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
GOULSTON & STORRS	21,261.	0.		21,261.
CAMBRIDGE ASSOCIATES	35,207.	35,207.		0.
INVESTMENT EXPENSES	101,486.	101,486.		0.
TO FORM 990-PF, PG 1, LN 16C	157,954.	136,693.		21,261.

## FORM 990-PF

## TAXES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	6,898.	6,898.		0.
OTHER TAXES	27,111.	0.		0.
TO FORM 990-PF, PG 1, LN 18	34,009.	6,898.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD 500 INDEX FUND	COST	208,054.	332,920.
SANDERSON ASSET MANAGEMENT	COST	2,183,240.	2,028,036.
NORTHGATE IV	COST	433,544.	734,284.
SOMERSET	COST	371,786.	409,424.
HILDENE	COST	117,755.	442,112.
LL OPPORTUNISTIC	COST	4,403.	11,456.
TPG OPPORTUNITIES PARTNERS III (B), L.P.	COST	143,331.	137,137.
HOLDCO OPPORTUNITIES FUND	COST	136,002.	185,490.
LL MORTGAGE	COST	448,460.	469,240.
RS GLOBAL	COST	738,521.	539,459.
BLACKROCK	COST	1,150,000.	901,267.
BAIN CAPITAL FUND XI LP	COST	107,512.	127,097.
CHARLES BANK (AKACB OFFSHORE EQUITY	COST	194,921.	193,339.
MARCUS CAPITAL PARTNERS FUND II, LP	COST	50,788.	53,970.
OAKTREE VALUE EQUITY FUND (DELAWARE), L.P.	COST	572,243.	649,662.
PERMIT CAPITAL MORTGAGE FUND LP SERIES J	COST	10,317.	67,901.
ABRAMS CAPITAL PARTN	COST	1,100,830.	1,142,725.
GLENDON OPPORTUNITIES FUND LP	COST	389,730.	458,919.
THS KINGSWAY - FRONTIER CONSUMER FUND	COST	295,000.	279,746.
TR FORTRESS CREDIT OPPORTUNITIES FUND IV	COST	185,290.	201,806.
TWO SIGMA SACTIVE EXTENSION ALL CAP EQUITY CAYMAN FUND LTD	COST	2,400,100.	3,286,384.
TOP III DELAWARE AIV I-B, L.P.	COST	6,260.	0.
XFUND 2, LP	COST	31,040.	46,139.
ELEPHANT PARTNERS I LP	COST	46,095.	54,629.
QIMING VENTURE PARTNERS FUND V LP	COST	46,428.	46,541.
YORKTOWN ENERGY PARTNERS XI LP	COST	153,475.	141,948.
CHESTNUT HEDGE FUND, LLC (AKA WTC-CTF EMERGING MARKETS OPPORTUNITIES) (AKA W	COST	1,923,064.	2,192,083.
HOLDCO OPPORTUNITIES FUND II, L.P.	COST	367,909.	411,192.
INCOME RESEARCH AND MANAGEMENT CORE BOND FUND	COST	3,066,772.	2,734,604.
CHARLESRIVER INSTITUTIONAL FUND III, LP	COST	8,215.	10,000.
BERKSHIRE FUND IX-A, LP	COST	21,285.	20,967.
AVIVA	COST	1,400,000.	1,386,448.
GQG	COST	1,500,000.	1,535,084.
TOTAL TO FORM 990-PF, PART II, LINE 13		19,812,370.	21,232,009.