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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

- ▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning **JUL 1, 2017**, and ending **JUN 30, 2018**

Name of foundation LURIE FAMILY FOUNDATION		A Employer identification number 20-2741949
Number and street (or P.O. box number if mail is not delivered to street address) C/O GOULSTON & STORRS, 400 ATLANTIC AVE		B Telephone number 617-482-1776
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02110		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) \$ 22,407,474.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	176,516.	176,516.		STATEMENT 1
	4 Dividends and interest from securities	158,490.	158,490.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	674,108.			
	b Gross sales price for all assets on line 6a	2,340,402.			
	7 Capital gain net income (from Part IV, line 2)		674,108.		
	8 Net short-term capital gain				
	9 Income modifications			84,021.	
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	26,974.	42,357.		STATEMENT 3
	12 Total. Add lines 1 through 11	1,036,088.	1,051,471.	84,021.	
	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	16,261.	0.		16,261.
	c Other professional fees STMT 5	185,151.	161,930.		23,221.
	17 Interest				
	18 Taxes STMT 6	36,418.	11,293.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	237,830.	173,223.		39,482.
	25 Contributions, gifts, grants paid	1,256,492.			1,256,492.
	26 Total expenses and disbursements. Add lines 24 and 25	1,494,322.	173,223.		1,295,974.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	-458,234.			
	b Net investment income (if negative, enter -0-)		878,248.		
	c Adjusted net income (if negative, enter -0-)			84,021.	

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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	450,253.	492,119.	517,141.
	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			
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other		19,812,370.	19,396,291.	21,890,333.
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)		20,262,623.	19,888,410.	22,407,474.
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	20,262,623.	19,888,410.		
30 Total net assets or fund balances	20,262,623.	19,888,410.		
31 Total liabilities and net assets/fund balances	20,262,623.	19,888,410.		

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	20,262,623.
2 Enter amount from Part I, line 27a	2	-458,234.
3 Other increases not included in line 2 (itemize) RETURNED CONTRIBUTIONS	3	84,021.
4 Add lines 1, 2, and 3	4	19,888,410.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,888,410.

Part IV Capital Gains and Losses for Tax on Investment Income

SEE ATTACHED STATEMENTS

(a) List and describe the kind(s) of property sold (for example, 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			
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 2,340,402.		1,666,294.	674,108.

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

(i) FMV 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			674,108.

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	674,108.
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 doesn't 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))
2016	912,304.	21,030,420.	.043380
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

2 Total of line 1, column (d)	2	.264709
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.052942
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	22,748,836.
5 Multiply line 4 by line 3	5	1,204,369.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,782.
7 Add lines 5 and 6	7	1,213,151.
8 Enter qualifying distributions from Part XII, line 4	8	1,295,974.

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

LURIE FAMILY FOUNDATION

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		
b CHARLESBANK (AKA CB OFFSHORE EQUITY FUND VIII, LP)	P		
c CHESTNUT HEDGE FUND, LLC (AKA WTC-CTF EMERGING MARKET OPPORTUNITIES)	P		
d HOLDCO OPPORTUNITIES FUND, L.P.	P		
e HOLDCO OPPORTUNITIES FUND II, L.P.	P		
f INCOME RESEARCH AND MANAGEMENT CORE BOND FUND	P		
g LL MORTGAGE FUND LP	P		
h LL OPPORTUNISTIC MORTGAGE FUND LP	P		
i NORTHGATE IV, LP	P		
j OAKTREE VALUE EQUITY FUND (DELAWARE), LP	P		
k PERMIT CAPITAL MORTGAGE FUND LP SERIES J	P		
l SOMERSET SMALL MID CAP EM ALL COUNTRY FUND LLC	P		
m THE SANDERSON INTERNATIONAL VALUE FUND	P		
n BAIN CAPITAL FUND XI, L.P.	P		
o TOP III DELAWARE AIV I-B, L.P.	P		

(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 11,238.			11,238.
b		8,407.	-8,407.
c 28,515.			28,515.
d 20,438.			20,438.
e 57,402.			57,402.
f		14,623.	-14,623.
g 1,658.			1,658.
h 18,064.			18,064.
i 98,990.			98,990.
j 28,513.			28,513.
k 196,382.			196,382.
l 11,747.			11,747.
m 5,073.			5,073.
n 10,165.			10,165.
o 1,189.			1,189.

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			11,238.
b			-8,407.
c			28,515.
d			20,438.
e			57,402.
f			-14,623.
g			1,658.
h			18,064.
i			98,990.
j			28,513.
k			196,382.
l			11,747.
m			5,073.
n			10,165.
o			1,189.

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		
b FORTRESS CREDIT OPPORTUNITIES FUND IV (A) LP	P		
c VANGUARD INTERNATIONAL GROWTH FUND	P		
d ISHARES CORE MSCI EMERGING MKTS ETF	P		
e DIAMONDBACK ENERGY INC	P		
f QIMING VENTURES PARTNERS V	P		
g XPUND 2 L.P.	P		
h YORKTOWN ENERGY PARTNERS XI	P		
i GQG PARTNERS GLOBAL EQUITY FUND GQG PARTNERS	P		
j BLACKROCK ENERGY & RESOURCES FUND	P		
k LL OPPORTUNISTIC MORTGAGE FUND LP	P		
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 2,871.			2,871.
b 6,884.			6,884.
c 396,408.		208,053.	188,355.
d 325,159.		278,302.	46,857.
e 1,003.			1,003.
f 4,845.			4,845.
g		1,579.	-1,579.
h 799.			799.
i		5,330.	-5,330.
j 1,108,566.		1,150,000.	-41,434.
k 4,493.			4,493.
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			2,871.
b			6,884.
c			188,355.
d			46,857.
e			1,003.
f			4,845.
g			-1,579.
h			799.
i			-5,330.
j			-41,434.
k			4,493.
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	674,108.
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 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	8,782.
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	8,782.
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	8,782.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	37,614.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	37,614.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
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	28,832.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input checked="" type="checkbox"/> 28,832. Refunded <input checked="" 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 the 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?	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. <u>MA</u>		
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 2017 or the tax year beginning in 2017? See the 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

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 RICHARD B. DENNING Telephone no. (781) 237-1311 Located at C/O NLM FOUNDATION, 60 WILLIAMS STREET, SUITE 110, WELLESLEY ZIP+4 02481		
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 2017, 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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		X
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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 2017 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 2017.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2017?		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

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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and 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	TRUSTEE			
C/O PHILADELPHIA EAGLES ONE NOVACARE				
PHILADELPHIA, PA 19145	1.00	0.	0.	0.
RICHARD B. DENNING	TRUSTEE			
C/O NLN FAMILY FOUNDATION, 60 WILLIAM				
WELLESLEY, MA 02481	1.00	0.	0.	0.
JOSEPH M. LECCESE	TRUSTEE			
C/O PROSKAUER ROSE LLP 1585 BROADWAY				
NEW YORK, NY 10036	1.00	0.	0.	0.
LORI CHRISTINA WEISS LURIE	TRUSTEE			
C/O PHILADELPHIA EAGLES ONE NOVACARE				
PHILADELPHIA, PA 19145	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 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	22,661,337.
b	Average of monthly cash balances	1b	433,928.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	23,095,265.
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	23,095,265.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	346,429.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,748,836.
6	Minimum investment return. Enter 5% of line 5	6	1,137,442.

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	1,137,442.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	8,782.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,782.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,128,660.
4	Recoveries of amounts treated as qualifying distributions	4	84,021.
5	Add lines 3 and 4	5	1,212,681.
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	1,212,681.

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	1,295,974.
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	1,295,974.
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	8,782.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,287,192.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,212,681.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			1,095,831.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: \blacktriangleright \$ 1,295,974.				
a Applied to 2016, but not more than line 2a			1,095,831.	
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 2017 distributable amount				200,143.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (e).)	0.			0.
6 Enter the net total of each column as indicated below				
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				1,012,538.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

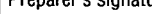
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- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- 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.			<div>May the IRS discuss this return with the preparer shown below? See instructions.</div> <div><input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No</div>
	 Signature of officer or trustee	<u>2/12/19</u> Date	 Title	

Paid Preparer Use Only	Print/Type preparer's name DIANA COHEN	Preparer's signature 	Date 12/16/18	Check <input type="checkbox"/> if self-employed	PTIN 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

THE LURIE FAMILY FOUNDATION
6/30/2018

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	10,000
Abraham and Roger Sohn Memorial Fund	501(c)(3)	General Welfare	10,000
BOMB Magazine	501(c)(3)	General Welfare	500
Boys Latin of Philadelphia Charter School	501(c)(3)	Educational	1,500
Children's Hospital of Philadelphia	501(c)(3)	Medical	3,100
Clark University	501(c)(3)	Educational	25,000
Culture Trust Greater Philadelphia	501(c)(3)	General Welfare	95,000
The Eagles Chantable Foundation	501(c)(3)	General Welfare	89,321
ELS for Autism Foundation	501(c)(3)	Medical	10,000
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
Goldman Philanthropy Fund	501(c)(3)	General Welfare	833,641
Jewish Federation of Palm Beach	501(c)(3)	General Welfare	10,000
Make the World Better Foundation	501(c)(3)	General Welfare	2,000
Martha's Vineyard Hospital	501(c)(3)	Medical	2,500
Memorial Sloan-Kettering Cancer Center	501(c)(3)	Medical	5,000
M Night Shyamalan Foundation	501(c)(3)	General Welfare	1,500
MV Youth	501(c)(3)	General Welfare	6,697
National Foundation for Celiac Awareness	501(c)(3)	Medical	1,000
Palm Beach Country Club Foundation Inc	501(c)(3)	General Welfare	1,000
Palm Beach United Way	501(c)(3)	General Welfare	1,500
Pan Mass Challenge	501(c)(3)	General Welfare	5,000
Pancreatic Cancer Action Network	501(c)(3)	Medical	5,000
Pegasus Therapeutic Riding Academy	501(c)(3)	General Welfare	2,500
Philadelphia Kids in Care	501(c)(3)	General Welfare	234
Philadelphia Museum of Art	501(c)(3)	Cultural	10,000
Philadelphia Orchestra Association	501(c)(3)	Cultural	2,500
Project Home	501(c)(3)	General Welfare	5,000
Refugees International	501(c)(3)	General Welfare	2,500
RobinHood Foundation	501(c)(3)	General Welfare	5,000
Ronald McDonald House	501(c)(3)	General Welfare	500
Seattle Seahawks Women's Association	501(c)(3)	General Welfare	5,000
Seaver Autism Center	501(c)(3)	Medical	2,500
Spring Forest Qigong Institute	501(c)(3)	General Welfare	10,000
St Joseph's University	501(c)(3)	Educational	7,500
The Cameron M Neely Foundation for Cancer Care Inc	501(c)(3)	Medical	5,000
The Center for Grieving Children	501(c)(3)	General Welfare	10,000
The New York Public Library	501(c)(3)	Educational	2,500
The Shipley School	501(c)(3)	Educational	10,000
Trustees of the University of Pennsylvania	501(c)(3)	Educational	10,000
Vetn Foundation for Children	501(c)(3)	General Welfare	5,000
Wills Eye Foundation	501(c)(3)	Medical	1,000
YMCA of Martha's Vineyard	501(c)(3)	General Welfare	10,000
			1,256,492

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.	8,327.	8,327.	
CHARLES BANK (AKA CB OFFSHORE EQUITY FUND VIII, LP)	5,907.	5,907.	
CHESTNUT HEDGE FUND, LLC	111.	111.	
CQG PARTNETRS GLOBAL EQUITY FUND	145.	145.	
HOLDCO OPPORTUNITIES FUND II, L.P.	14,153.	14,153.	
HOLDCO OPPORTUNITIES FUND, L.P.	6,337.	6,337.	
INCOME RESEARCH & MANAGEMENT CORE BOND FUND	89,382.	89,382.	
LL MORTGAGE FUND LP	32,392.	32,392.	
LL OPPORTUNISTIC	759.	759.	
NOMINEE K-1	8,255.	8,255.	
NORTHGATE IV, LP	3,156.	3,156.	
OAKTREE VALUE EQUITY FUND (DELAWARE), L.P.	2,930.	2,930.	
PERMIT CAPITAL MORTGAGE FUND, L.P.	3,112.	3,112.	
QIMING VENTURE PARTNERS V, LP	115.	115.	
SOMERSET SMALL MID CAP EM ALL COUNTRY FUND LLC	99.	99.	
THE SANDERSON INTERNATIONAL VALUE FUND	537.	537.	
XFUND 2, L.P.	110.	110.	
YORKTOWN ENERGY PARTNERS XI LP	689.	689.	
TOTAL TO PART I, LINE 3	176,516.	176,516.	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABRAMS CAPITAL PARTNERS II, L . P	10,783.	0.	10,783.	10,783.	
BLACKROCK ENERGY & RESOURCES FUND	13,940.	0.	13,940.	13,940.	
CHESTNUT HEDGE FUND, LLC (AKA WTC-CTF EMERGING MARKETS OPPORTUNITIES) (AKA W	7,616.	0.	7,616.	7,616.	
CQG PARTNERS GLOBAL EQUITY FUND	18,517.	0.	18,517.	18,517.	
ELEPHANT PARTNERS I LP	338.	0.	338.	338.	
GOULSTON & STORRS HOLDCO OPPORTUNITIES FUND, L.P.	23.	0.	23.	23.	
ISHARES	12,958.	0.	12,958.	12,958.	
NOMINEE K-1	5,281.	0.	5,281.	5,281.	
NORTHGATE IV, LP	5,058.	0.	5,058.	5,058.	
OAKTREE VALUE EQUITY FUND (DELAWARE), L.P.	694.	0.	694.	694.	
SOMERSET	13,023.	0.	13,023.	13,023.	
THE SANDERSON INTERNATIONAL VALUE FUND	60,654.	0.	60,654.	60,654.	
VANGUARD	3,210.	0.	3,210.	3,210.	
YORKTOWN ENERGY PARTNERS XI LP	41.	0.	41.	41.	
TO PART I, LINE 4	158,490.	0.	158,490.	158,490.	

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	1,934.	2,362.	
CHARLES BANK (AKA CB OFFSHORE EQUITY FUND VIII, LP)	276.	281.	
NORTHGATE IV, LP	-12.	-1,134.	
CHESTNUT HEDGE FUND, LLC (AKA WTC-CTF EMERGING MARKETS OPPORTUNITIES) (AKA W	4,507.	4,507.	
OAKTREE VALUE EQUITY FUND (DELAWARE), L.P.	-3,136.	-3,136.	
SOMERSET SMALL MID CAP EM ALL COUNTRY FUND LLC	4,501.	4,501.	
THE SANDERSON INTERNATIONAL VALUE FUND	16,435.	16,435.	
TPG OPPORTUNITIES PARTNERS III (B), L.P.	11,021.	11,021.	
FORTRESS CREDIT OPPORTUNITIES FUND CHARLES RIVER INSTITUTIONAL FUND III, LP	4,122.	4,540.	
	-4.	0.	
INCOME RESEARCH AND MANAGEMENT CORE FUND BOND	619.	619.	
YORKTOWN ENERGY PARTNERS XI LP	-13,691.	1,959.	
CQG PARTNERS GLOBAL EQUITY FUND	-753.	-753.	
REGENT OPPORTUNITY FUND IV	-174.	-174.	
SECTION 965(A) INCOME INCLUSION	1,329.	1,329.	
TOTAL TO FORM 990-PF, PART I, LINE 11	26,974.	42,357.	

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	6,103.	0.		6,103.
RICHARD DENNING	10,158.	0.		10,158.
TO FORM 990-PF, PG 1, LN 16B	16,261.	0.		16,261.

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	23,221.	0.		23,221.
CAMBRIDGE ASSOCIATES	37,069.	37,069.		0.
INVESTMENT EXPENSES	124,861.	124,861.		0.
TO FORM 990-PF, PG 1, LN 16C	185,151.	161,930.		23,221.

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	11,293.	11,293.		0.
OTHER TAXES	25,125.	0.		0.
TO FORM 990-PF, PG 1, LN 18	36,418.	11,293.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SANDERSON ASSET MANAGEMENT	COST	2,261,352.	2,152,614.
NORTHGATE IV	COST	361,804.	640,838.
SOMERSET	COST	395,451.	385,943.
HILDENE	COST	117,755.	548,941.
LL OPPORTUNISTIC	COST	0.	612.
TPG OPPORTUNITIES PARTNERS III (B), L.P.	COST	148,591.	110,608.
HOLDCO OPPORTUNITIES FUND	COST	105,203.	115,048.
LL MORTGAGE	COST	409,777.	429,990.
RS GLOBAL	COST	538,521.	406,710.
BAIN CAPITAL FUND XI LP	COST	118,016.	191,700.
CHARLES BANK (AKACB OFFSHORE EQUITY	COST	190,753.	189,571.
MARCUS CAPITAL PARTNERS FUND II, LP	COST	73,319.	79,666.
OAKTREE VALUE EQUITY FUND (DELAWARE), L.P.	COST	589,253.	748,627.
PERMIT CAPITAL MORTGAGE FUND LP SERIES J	COST	8,430.	9,923.
ABRAMS CAPITAL PARTN	COST	1,119,133.	1,147,061.
GLENDON OPPORTUNITIES FUND LP	COST	389,730.	482,147.
THS KINGSWAY - FRONTIER CONSUMER FUND	COST	295,000.	290,502.
TR FORTRESS CREDIT OPPORTUNITIES FUND IV	COST	246,950.	261,307.
TWO SIGMA SCTIVE EXTENSION ALL CAP EQUITY CAYMAN FUND LTD	COST	2,400,100.	3,783,901.
TOP III DELAWARE AIV I-B, L.P.	COST	7,955.	5,921.
XFUND 2, LP	COST	47,758.	77,850.
ELEPHANT PARTNERS I LP	COST	79,917.	105,549.
QIMING VENTURE PARTNERS FUND V LP	COST	75,551.	74,585.
YORKTOWN ENERGY PARTNERS XI LP	COST	174,778.	158,125.
CHESTNUT HEDGE FUND, LLC (AKA WTC-CTF EMERGING MARKETS OPPORTUNITIES) (AKA W	COST	1,223,969.	1,698,751.
HOLDCO OPPORTUNITIES FUND II, L.P.	COST	135,867.	246,795.
INCOME RESEARCH AND MANAGEMENT CORE BOND FUND	COST	2,939,726.	2,524,700.
CHARLES RIVER INSTITUTIONAL FUND III, LP	COST	25,047.	16,952.
BERKSHIRE FUND IX-A, LP	COST	68,328.	68,031.
AVIVA MULTI-STRATEGY TARGET RETURN SEGREGATED PORTFOLIO	COST	1,150,000.	941,979.
GQG PARTNERS GLOBAL EQUITY FUND	COST		
GQG PARTNERS		1,504,009.	1,788,550.
COATUE OFFSHORE FUND LTD	COST	300,000.	300,000.
STONE RIDGE REINSURANCE RISK PREMIUM FUND	COST	445,000.	446,565.
TWO SIGMA INTERNATIONAL CORE FUND LP	COST	1,000,000.	1,000,000.
CB OFFSHORE EQUITY FUND IX LP	COST	9,825.	9,825.
CENTER ROCK FUND I-A LP	COST	1,903.	1,903.
HILLHOUSE FUND IV LP	COST	12,890.	11,546.

LURIE FAMILY FOUNDATION20-2741949

LEERINK REVELATION HEAL THCARE FUND	COST		
II LP		3,931.	3,931.
QIMING VENTURE PARTNERS VI LP	COST	15,000.	15,000.
REGENT OPPORTUNITY FUND IV LLC	COST	45,700.	43,839.
YIHENG CAPITAL OFFSHORE FUND	COST	300,000.	300,000.
GNDI HOLDINGS I LP	COST	59,999.	74,227.
		<hr/>	<hr/>
TOTAL TO FORM 990-PF, PART II, LINE 13		19,396,291.	21,890,333.
		<hr/>	<hr/>