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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 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning

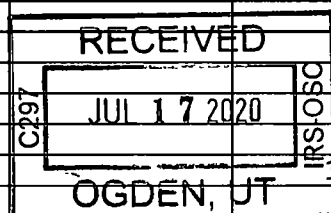
, and ending

Name of foundation JOHN D & ALEXANDRA NICHOLS FAMILY FOUNDATION		A Employer identification number 36-3858388
Number and street (or P.O. box number if mail is not delivered to street address) 900 MOUNT PLEASANT		B Telephone number (847) 441-6592
City or town, state or province, country, and ZIP or foreign postal code WINNETKA, IL 60093		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 78,406,580. (Part I, column (d), must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		106.	106.		STATEMENT 1
4 Dividends and interest from securities		1,916,640.	1,916,640.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		263,268.			
b Gross sales price for all assets on line 6a		7,569,859.			
7 Capital gain net income (from Part IV, line 2)			263,268.		
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)					
11 Other income		137,063.	32,769.		STATEMENT 3
12 Total Add lines 1 through 11		2,317,077.	2,212,783.		
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		17,000.	5,100.		1,900.
c Other professional fees STMT 5		192,675.	192,675.		0.
17 Interest					
18 Taxes STMT 6		50,145.	633.		35.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		7,376.	7,096.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		267,196.	205,504.		11,935.
25 Contributions, gifts, grants paid		3,293,863.			3,293,863.
26 Total expenses and disbursements Add lines 24 and 25		3,561,059.	205,504.		3,305,798.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,243,982.			
b Net investment income (if negative, enter -0-)			2,007,279.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		0.		
	2	Savings and temporary cash investments		3,786,433.	3,393,986.	3,393,986.
	3	Accounts receivable ▶ 1,810,000.				
		Less: allowance for doubtful accounts ▶		1,859,357.	1,810,000.	1,810,000.
	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 STMT 9	41,123,335.	42,497,060.	70,211,007.	
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other STMT 10	3,479,106.	1,632,097.	2,953,703.	
14		Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶ ACCRUED DIVIDENDS)	41,389.	37,884.	37,884.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	50,289,620.	49,371,027.	78,406,580.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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 FASB ASC 958, check here ▶ ☐					
	and complete lines 24, 25, 29, and 30					
	24	Net assets without donor restrictions				
	25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ▶ ☒					
	and complete lines 26 through 30					
	26	Capital stock, trust principal, or current funds	50,289,620.	49,371,027.		
27	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
28	Retained earnings, accumulated income, endowment, or other funds	0.	0.			
29	Total net assets or fund balances	50,289,620.	49,371,027.			
30	Total liabilities and net assets/fund balances	50,289,620.	49,371,027.			

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 29 (must agree with end-of-year figure reported on prior year's return)	1	50,289,620.
2	Enter amount from Part I, line 27a	2	-1,243,982.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	325,389.
4	Add lines 1, 2, and 3	4	49,371,027.
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 29	6	49,371,027.

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Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

(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	7,569,859.	7,306,591.	263,268.

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			263,268.

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	263,268.
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). 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))
2018	2,254,827.	67,706,598.	.033303
2017	2,977,848.	67,597,264.	.044053
2016	4,343,832.	61,419,258.	.070724
2015	2,869,697.	65,868,383.	.043567
2014	3,090,628.	67,763,305.	.045609

2 Total of line 1, column (d)	2	.237256
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	.047451
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	72,786,440.
5 Multiply line 4 by line 3	5	3,453,789.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,073.
7 Add lines 5 and 6	7	3,473,862.
8 Enter qualifying distributions from Part XII, line 4	8	3,305,798.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	40,146.
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	40,146.
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	40,146.
6 Credits/Payments:			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	37,210.	
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	37,210.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	61.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,997.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax ☐ 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
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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 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. ☐ 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 2019 or the tax year beginning in 2019? 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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► JOHN D. NICHOLS Telephone no. ► 847-441-6592 Located at ► 900 MT. PLEASANT ROAD, WINNETKA, IL ZIP+4 ► 60093		
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 2019, 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? ☐ 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 ► N/A	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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ 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.) 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 ► , , ,	2b	
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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019) N/A	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 2019?	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

N/A

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

☐

c If the answer is "Yes" to question 5a(1), 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?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

8 Is the foundation subject to the section 1960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No

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
JOHN D. NICHOLS	TRUSTEE			
900 MT. PLEASANT ROAD				
WINNETKA, IL 60093	6.00	0.	0.	0.
ALEXANDRA C. NICHOLS	TRUSTEE			
900 MT. PLEASANT ROAD				
WINNETKA, IL 60093	20.00	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

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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	70,639,997.
b	Average of monthly cash balances	3,226,808.
c	Fair market value of all other assets	28,058.
d	Total (add lines 1a, b, and c)	73,894,863.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	0.
2	Acquisition indebtedness applicable to line 1 assets	0.
3	Subtract line 2 from line 1d	73,894,863.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	1,108,423.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	72,786,440.
6	Minimum investment return. Enter 5% of line 5	3,639,322.

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	3,639,322.
2a	Tax on investment income for 2019 from Part VI, line 5	40,146.
b	Income tax for 2019. (This does not include the tax from Part VI.)	
c	Add lines 2a and 2b	40,146.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3,599,176.
4	Recoveries of amounts treated as qualifying distributions	94,220.
5	Add lines 3 and 4	3,693,396.
6	Deduction from distributable amount (see instructions)	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	3,693,396.

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	3,305,798.
b	Program-related investments - total from Part IX-B	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	
b	Cash distribution test (attach the required schedule)	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	3,305,798.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	3,305,798.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				3,693,396.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			3,292,921.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 3,305,798.				
a Applied to 2018, but not more than line 2a			3,292,921.	
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 2019 distributable amount				12,877.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2019 (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 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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				3,680,519.
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 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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

N/A

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 2019, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 1912(j)(3) or ☐ 1912(j)(5)

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)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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

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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., to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email 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:

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FOUNDATION

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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				
SEE ATTACHED STATEMENT	NONE	501(C)(3)	UNRESTRICTED	3,293,863.
Total			3a	3,293,863.
b Approved for future payment				
NONE				
Total			3b	0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion 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	106.	
4	Dividends and interest from securities			14	1,916,640.	
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					
8	Gain or (loss) from sales of assets other than inventory			18	263,268.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	SEE STATEMENT 11		10,059.		126,989.	15.
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		10,059.		2,307,003.	15.
13	Total Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part IV Capital Gains and Losses for Tax on Investment Income		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(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				
1a	PUBLICLY TRADED SECURITIES			
b	FROM K-1 BAIRD CAPITAL PARTNERS IV			
c	FROM K-1 OAKTREE CAPITAL GROUP			
d	GAIN ON DISPOSITION OF OAKTREE	P		
e	GAIN ON GOLDMAN SACHS GLOBAL LONG SHORT PARTNERS			
f	PFIZER LITIGATION PROCEEDS	P		
g	THIRD AVENUE LITIGATION PROCEEDS	P		
h	CAPITAL GAINS DIVIDENDS			
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 5,506,794.		5,569,356.	-62,562.	
b -11,586.			-11,586.	
c 16,175.			16,175.	
d 1,923,051.		1,737,235.	185,816.	
e 39,828.			39,828.	
f 229.			229.	
g 32,638.			32,638.	
h 62,730.			62,730.	
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(ii) 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			-62,562.	
b			-11,586.	
c			16,175.	
d			185,816.	
e			39,828.	
f			229.	
g			32,638.	
h			62,730.	
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	263,268.	
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). 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
NORTHERN TRUST CHECKING	106.	106.	
TOTAL TO PART I, LINE 3	106.	106.	

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
GOLDMAN SACHS #4714	884.	0.	884.	884.	
MERRILL LYNCH #4235	1,014,227.	5,768.	1,008,459.	1,008,459.	
NORTHERN TRUST #6855	964,259.	56,962.	907,297.	907,297.	
TO PART I, LINE 4	1,979,370.	62,730.	1,916,640.	1,916,640.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OAKTREE CAPITAL	32,648.	32,315.	
OAKTREE CAPITAL - T/E INCOME	15.	0.	
MAGELLAN MIDSTREAM PARTNERS LP	10,088.	362.	
CA TAX REFUND	88.	88.	
MISCELLANEOUS	4.	4.	
PRIOR YEAR ADJUSTMENT - REFUNDED CONTRIBUTION	94,220.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	137,063.	32,769.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RSM LLP	17,000.	5,100.		11,900.
TO FORM 990-PF, PG 1, LN 16B	17,000.	5,100.		11,900.

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
MERRILL LYNCH INVESTMENT MGMT FEES	192,675.	192,675.		0.
TO FORM 990-PF, PG 1, LN 16C	192,675.	192,675.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ILLINOIS FILING FEE	25.	0.		25.
FOREIGN TAXES PAID - NORTHERN TRUST #6855	305.	305.		0.
FOREIGN TAXES PAID - OAKTREE	50.	50.		0.
FOREIGN TAXES PAID - ML #4285	278.	278.		0.
CALIFORNIA FILING FEE	10.	0.		10.
FEDERAL INCOME TAX	49,477.	0.		0.
TO FORM 990-PF, PG 1, LN 18	50,145.	633.		35.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
K-1 - BAIRD CAPITAL	2,329.	2,329.		0.
K-1 - OAKTREE GROUP	4,667.	4,667.		0.
K-1 - NONDEDUCTIBLES	280.	0.		0.
K-1 - MAGELLAN MIDSTREAM PARTNERS	100.	100.		0.
TO FORM 990-PF, PG 1, LN 23	7,376.	7,096.		0.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 8

DESCRIPTION	AMOUNT
FMV IN EXCESS OF COST - DONATED STOCK	311,696.
BOOK-TAX DIFFERENCES- PARTNERSHIP INVESTMENTS	13,693.
TOTAL TO FORM 990-PF, PART III, LINE 3	325,389.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,000 SHARES MICRON TECHNOLOGY	34,881.	53,780.
10,162 SHARES ARCELORMITTAL	1,234,621.	178,241.
400 SHARES SALESFORCE COM INC	59,121.	65,056.
2,500 SHARES COMCAST CORP	92,074.	112,425.
1,500 SHARES AMERICAN WTR WKS	106,015.	184,275.
2,500 SHARES EXPEDITOR INTL INC	117,772.	195,050.
2,000 SHARES COGNIZANT TECH SOLUTIONS CORP	118,075.	124,040.
700 SHARES NVIDIA CORP	119,592.	164,710.
2,000 SHARES EATON CORP PLC COM	125,668.	189,440.
2,897.694 SHARES EXXON MOBIL CORP	142,839.	202,201.
4,000 SHARES ORACLE CORP COM	165,812.	211,920.
3,000 SHARES ISHARES CORE S&P TOTAL US STOCK MARKET	193,904.	218,070.
2,700 SHARES JP MORGAN CHASE	203,903.	376,380.
2,806.277 SHARES JOHNSON & JOHNSON	204,966.	409,352.
3,326.661 SHARES PEPSICO INC	219,959.	454,655.
4,740.174 SHARES PHILIP MORRIS	240,564.	403,341.
31,156.48 SHARES APPLIED MATERIALS INC	244,621.	1,901,792.
3,000 SHARES PROCTER AND GAMBLE CO COM	250,349.	374,700.
2,000 SHARES DISNEY WALT CO	262,765.	289,260.
6,000 SHARES VERIZON	272,944.	368,400.
10,266 SHARES CORTEVA INC	290,063.	303,463.
4,500 SHS SPDR SER TR S&P DIVIDEND	295,995.	412,515.
2,600 SHARES AUTOMATIC DATA PROC	302,452.	443,300.
11,409.533 SHARES ABBOTT LABORATORIES	302,592.	991,032.
30,717 SHARES HOST HOTELS & RESORTS INC COM	307,124.	569,800.
15,652.987 SHARES APTARGROUP INC	321,981.	1,809,798.
6,500 SHARES COCA COLA CO	317,750.	359,775.
10,776.778 SHARES ABBVIE INC COM	318,221.	954,176.
8,500 SHARES MONDOLEZ	333,158.	468,180.
10,000 SHARES PFIZER INC	363,647.	391,800.
30,000 SHARES EATON VANCE DURATION INCOME	377,346.	397,500.
2,000 SHARES AMGEN INC	382,037.	482,140.
6,000 SHARES COLGATE-PALMOLIVE	392,336.	413,040.
12,500 SHARES CISCO SYS INC COM	410,825.	599,500.
5,000 SHARES SPDR SER TR	439,842.	537,850.
13,500 SHARES INTEL CORP	476,343.	807,975.
6,000 SHARES MICROSOFT CORP	487,760.	946,200.
15,000 SHARES US BANCORP DEL COM	498,403.	889,350.
10,266 SHARES DOW INC	523,902.	561,858.

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4,400 SHARES APPLE INC	536,454.	1,292,060.
6,300 SHARES WALMART INC COM	541,665.	748,692.
16,147.78 DOMINION ENERGY INC	605,940.	1,337,359.
23,122.13 US BANCORP	609,818.	1,370,911.
11,574 SHARES BROOKFIELD ASSET MGMT	612,033.	668,977.
40,000 SHARES EATON VANCE TAX ADVANT GLOBAL	645,082.	720,800.
16,500 SHARES AT&T INC	649,275.	644,820.
3,000 SHARES AMGEN INC	663,226.	723,210.
5,000 SHARES GENERAL DYNAMICS	757,619.	881,750.
10,266 SHARES DUPONT DE NEMOURS INC	799,551.	659,077.
10,700 SHARES EXXON MOBIL CORP	841,329.	746,646.
74,815.172 SHARES ALLIANZGI NFJ DIVID INT	921,000.	972,597.
6,000 SHARES CIGNA CORP	1,000,309.	1,226,940.
20,400 SHARES HARTFORD FINL SVCS GROUP	1,003,663.	1,239,708.
5,400 SHARES RAYTHEON CO	1,007,094.	1,186,596.
29,150.07 WELLS FARGO	1,108,096.	1,568,274.
86,000 GLOBAL X SUPERINCOME PREFERRED ETF	1,113,872.	1,009,640.
56,000 VANECK VECTORS PREFERRED SECURITIES EX FINANCIALS ETF	1,118,586.	1,132,320.
21,541.4253 JP MORGAN CHASE & CO	1,148,843.	3,002,875.
90,744.50 EATON VANCE TX-AD GL DIV	1,291,233.	1,635,216.
71,000.265 SHARES ILLINOIS TOOL WORKS	1,184,325.	12,753,778.
19,200 PROCTER & GAMBLE CO	1,477,795.	2,398,080.
155,000 NUVEEN FLOAT RATE INC FD	1,500,559.	1,587,200.
325,860 EATON VANCE TAX MANAGED	1,692,224.	2,861,055.
405,898.344 SHARES EATON VANCE TAX MANAGED GLOBAL	2,491,697.	3,563,787.
232,420 PIMCO INCOME FUND CL P	2,785,298.	2,798,338.
371542.60 TORTOISE MLP & ENERGY	2,838,252.	2,663,961.
TOTAL TO FORM 990-PF, PART II, LINE 10B	42,497,060.	70,211,007.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
20,000 SHARES MAGELLAN MIDSTREAM PARTNERS LP	COST	83,321.	1,257,400.
GOLDMAN SACHS INVESTMENT PARTNERS	COST	48,776.	196,303.
HAMILTON VANCE MTN GATE	COST	1,500,000.	1,500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,632,097.	2,953,703.

FORM 990-PF

OTHER REVENUE

STATEMENT 11

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
OAKTREE CAPITAL	525990	333.	14	32,315.	
OAKTREE CAPITAL - T/E INCOME			14		15.
MAGELLAN MIDSTREAM PARTNERS LP	525990	9,726.	14	362.	
CA TAX REFUND			14	88.	
MISCELLANEOUS			14	4.	
PRIOR YEAR ADJUSTMENT - REFUNDED CONTRIBUTION				94,220.	
TOTAL TO FORM 990-PF, PG 12, LN 11		10,059.		126,989.	15.