

Form **990-PF**

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

(1802)

OMB No 1545-0052

2017

Department of the Treasury
Internal Revenue Service

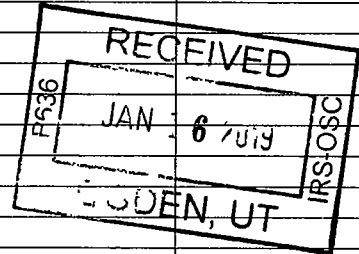
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Open to Public Inspection

For calendar year 2017 or tax year beginning **MAR 1, 2017**, and ending **FEB 28, 2018**

Name of foundation ALPHAWOOD FOUNDATION		A Employer identification number 36-3805338
Number and street (or P O box number if mail is not delivered to street address) 2401 N. HALSTED ST, SUITE 200		B Telephone number (773) 975-0401
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60614		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) ▶ \$ 121,226,696.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,943,636.	2,197,122.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	15,335,281.			
b Gross sales price for all assets on line 6a	31,020,155.			
7 Capital gain net income (from Part IV, line 2)		15,335,281.		
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	727,466.	826,525.		STATEMENT 2
12 Total Add lines 1 through 11	18,006,383.	18,358,928.		
13 Compensation of officers, directors, trustees, etc	306,928.	0.		306,928.
14 Other employee salaries and wages	694,006.	0.		758,579.
15 Pension plans, employee benefits	89,307.	0.		94,601.
16a Legal fees STMT 3	43,619.	0.		51,317.
b Accounting fees STMT 4	96,762.	0.		50,939.
c Other professional fees STMT 5	24,329.	0.		24,329.
17 Interest	19.	0.		19.
18 Taxes STMT 6	215,416.	10,028.		73,522.
19 Depreciation and depletion	286.	0.		
20 Occupancy				
21 Travel, conferences, and meetings	86,430.	0.		93,456.
22 Printing and publications				
23 Other expenses STMT 7	1,145,651.	189,109.		1,326,346.
24 Total operating and administrative expenses Add lines 13 through 23	2,702,753.	199,137.		2,780,036.
25 Contributions, gifts, grants paid	13,441,344.			13,124,208.
26 Total expenses and disbursements Add lines 24 and 25	16,144,097.	199,137.		15,904,244.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	1,862,286.			
b Net investment income (if negative, enter -0-)		18,159,791.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,599,204.	12,332,638.	12,332,638.
	3 Accounts receivable ▶ 22,624.			
	Less: allowance for doubtful accounts ▶	2,562.	22,624.	22,624.
	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	5,026.	3,793.	3,793.
	10a Investments - U S and state government obligations STMT 9	20,016,038.	23,281,315.	23,281,315.
	b Investments - corporate stock STMT 10	82,224,661.	61,878,798.	61,878,798.
	c Investments - corporate bonds			
	11 Investments land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	12,303,688.	11,177,727.	11,177,727.	
14 Land, buildings, and equipment: basis ▶ 48,223.				
Less: accumulated depreciation STMT 12 ▶ 3,876.	44,633.	44,347.	44,347.	
15 Other assets (describe ▶)	7,436,361.	12,485,454.	12,485,454.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	124,632,173.	121,226,696.	121,226,696.	
Liabilities	17 Accounts payable and accrued expenses	310,555.	73,350.	
	18 Grants payable	4,854,903.	5,236,343.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ ACCRUED EXCISE AND)	289,221.	285,139.	
23 Total liabilities (add lines 17 through 22)	5,454,679.	5,594,832.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26, and lines 30 and 31			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	119,177,494.	115,631,864.		
30 Total net assets or fund balances	119,177,494.	115,631,864.		
31 Total liabilities and net assets/fund balances	124,632,173.	121,226,696.		

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	119,177,494.
2 Enter amount from Part I, line 27a	2	1,862,286.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	121,039,780.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	5,407,916.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	115,631,864.

ALPHAWOOD 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 U.S. TREASURY NOTE-2.375% 5/31/18	P	08/16/13	03/23/17
b 83,740.405 SHARES VANGUARD INSTITUTIONAL INDEX F	P	VARIOUS	04/04/17
c 49,029.622 SHARES VANGUARD INSTITUTIONAL INDEX FU	P	VARIOUS	12/15/17
d QUADRANGLE CAPITAL PARTNERS I, LP	P	VARIOUS	04/12/17
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,014,370.		1,012,421.	1,949.
b 18,000,000.		9,254,176.	8,745,824.
c 12,000,000.		5,418,277.	6,581,723.
d 5,785.			5,785.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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	
a			1,949.
b			8,745,824.
c			6,581,723.
d			5,785.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	15,335,281.
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 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	31,020,155.	15,684,874.	15,335,281.

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			15,335,281.

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	15,335,281.
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	24,021,047.	120,241,279.	.199774
2015	25,983,653.	135,928,704.	.191156
2014	26,632,217.	154,851,114.	.171986
2013	23,670,766.	169,788,474.	.139413
2012	11,682,084.	160,459,264.	.072804

2 Total of line 1, column (d)	2	.775133
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	.155027
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	110,782,159.
5 Multiply line 4 by line 3	5	17,174,226.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	181,598.
7 Add lines 5 and 6	7	17,355,824.
8 Enter qualifying distributions from Part XII, line 4	8	20,915,431.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 - Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 181,598.
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	3 181,598.
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-	5 181,598.
6 Credits/Payments:	
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a 209,367.
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	7 209,367.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 870.
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 26,899.
11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 26,899. 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
b 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
c Did the foundation file Form 1120-POL for this year?			X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input 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 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	2		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	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	6	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	7	X	
8a Enter the states to which the foundation reports or with which it is registered See instructions <input type="checkbox"/> IL, MD, AZ, NY, GA, CA, MA, MO			
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	8b	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	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

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

STMT 15

Table with 3 columns: Question, Yes, No. Row 11: Yes (X), No. Row 12: Yes, No (X). Row 13: Yes (X), No.

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

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A

14 The books are in care of JOAN BARRY Telephone no 773-975-5722 Located at 2401 N. HALSTED ST, SUITE 200, CHICAGO, IL ZIP+4 60614

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?

Table with 3 columns: Question, Yes, No. Row 16: Yes, No (X).

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country.

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

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

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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)

Table with 3 columns: Question, Yes, No. Rows 1a(1)-(6) all have No checked.

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

Table with 3 columns: Question, Yes, No. Row 1b: N/A.

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?

Table with 3 columns: Question, Yes, No. Row 1c: Yes, No (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

Table with 3 columns: Question, Yes, No. Row 2a: Yes, No (X).

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

Table with 3 columns: Question, Yes, No. Row 2b: 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?

Table with 3 columns: Question, Yes, No. Row 3a: Yes, No (X).

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

Table with 3 columns: Question, Yes, No. Row 3b: N/A.

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

Table with 3 columns: Question, Yes, No. Row 4a: Yes, No (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?

Table with 3 columns: Question, Yes, No. Row 4b: Yes, No (X).

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		Yes	No
(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	<input type="checkbox"/>	5b	X
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
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 6a, file Form 8870	<input type="checkbox"/>	6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, 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
SEE STATEMENT 16		306,928.	10,800.	7,413.

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
BRAD WHITE - 2401 N. HALSTED ST, STE 200, CHICAGO, IL 60614	ASSOCIATE DIRECTOR 40.00	157,022.	6,250.	16,136.
ANTHONY HIRSCHL - 2401 N. HALSTED ST, STE 200, CHICAGO, IL 60614	DIRECTOR OF EXHIBITIONS 40.00	151,229.	0.	13,396.
KRISTIN HETTICH - 2401 N. HALSTED ST, STE 200, CHICAGO, IL 60614	PROGRAM OFFICER 40.00	71,107.	1,047.	7,256.
CHRISTOPHER AUDAIN - 2401 N. HALSTED ST, STE 200, CHICAGO, IL 60614	PROGRAM OFFICER 40.00	70,011.	1,718.	7,140.
MELISSA TERRELL - 2401 N. HALSTED ST, STE 200, CHICAGO, IL 60614	OFFICE MANAGER 40.00	59,176.	2,324.	7,284.
Total number of other employees paid over \$50,000				6

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
ERNST & YOUNG LLP 155 N WACKER DR, CHICAGO, IL 60606	ACCOUNTING FEES	96,762.
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 SEE STATEMENT 17	1,043,750.
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 SEE STATEMENT 18	5,011,187.
2 	
3 All other program-related investments. See instructions	
Total. Add lines 1 through 3	5,011,187.

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	90,784,926.
b	Average of monthly cash balances	1b	13,615,575.
c	Fair market value of all other assets	1c	8,068,696.
d	Total (add lines 1a, b, and c)	1d	112,469,197.
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	112,469,197.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,687,038.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	110,782,159.
6	Minimum investment return . Enter 5% of line 5	6	5,539,108.

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	5,539,108.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	181,598.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	256,615.
c	Add lines 2a and 2b	2c	438,213.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,100,895.
4	Recoveries of amounts treated as qualifying distributions	4	1,635.
5	Add lines 3 and 4	5	5,102,530.
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	5,102,530.

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	15,904,244.
b	Program-related investments - total from Part IX-B	1b	5,011,187.
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	20,915,431.
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	181,598.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	20,733,833.

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				5,102,530.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	3,872,593.			
b From 2013	15,445,992.			
c From 2014	18,999,267.			
d From 2015	19,287,132.			
e From 2016	18,120,275.			
f Total of lines 3a through e	75,725,259.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 20,915,431.				
a Applied to 2016, but not more than line 2a			0.	
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				5,102,530.
e Remaining amount distributed out of corpus	15,812,901.			
5 Excess distributions carryover applied to 2017 (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	91,538,160.			
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				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)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	3,872,593.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	87,665,567.			
10 Analysis of line 9				
a Excess from 2013	15,445,992.			
b Excess from 2014	18,999,267.			
c Excess from 2015	19,287,132.			
d Excess from 2016	18,120,275.			
e Excess from 2017	15,812,901.			

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 2017, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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))

FRED EYCHANER

- 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:
- SEE STATEMENT 19**

- b The form in which applications should be submitted and information and materials they should include
- SEE STATEMENT 19**

- c Any submission deadlines
- SEE STATEMENT 19**

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
- SEE STATEMENT 19**

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				
16TH STREET THEATER 1619 S. WESLEY AVE. BERWYN, IL 60402		PC	GENERAL SUPPORT	15,000.
A RED ORCHID THEATRE 1531 N. WELLS ST. CHICAGO, IL 60610		PC	GENERAL SUPPORT	30,000.
ABOUT FACE THEATRE 5252 N. BROADWAY ST. 2ND FLOOR CHICAGO, IL 60640		PC	GENERAL SUPPORT	50,000.
AFFINITY COMMUNITY SERVICES 2850 S. WABASH AVE. #108 CHICAGO, IL 60616		PC	GENERAL SUPPORT	30,000.
AIDS FOUNDATION OF CHICAGO 200 W. JACKSON BLVD. SUITE 2100 CHICAGO, IL 60606		PC	GENERAL SUPPORT	300,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				13,124,208.
b Approved for future payment				
FRANK LLOYD WRIGHT TRUST THE ROOKERY BUILDING 209 S. LASALLE ST., SUITE 118 CHICAGO, IL 60604		PC	RESTORATION OF ROBIE HOUSE	1,500,000.
GLESSNER HOUSE MUSEUM 1800 S PRAIRIE AVENUE CHICAGO, IL 60616		PC	GENERAL SUPPORT	110,000.
JOFFREY BALLET-AUDIENCE DEVELOPMENT PROGRAM 10 E. RANDOLPH CHICAGO, IL 60601		PC	JOFFREY AUDIENCE DEVELOPMENT PROGRAM	500,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				2,895,578.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (14, 1,943,636), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income (900004, 650,418, 01, 77,048), 8 Gain or (loss) from sales of assets other than inventory (900004, 280,461, 18, 15,054,820), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (930,879, 17,075,504, 0), 13 Total (18,006,383).

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

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

Table with 2 columns: 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). The table contains multiple empty rows for explanation.

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	1,458,846.	0.	1,458,846.	1,487,403.	
INTEREST	484,790.	0.	484,790.	546,247.	
IRC 481(A) ADJUSTMENT	0.	0.	0.	31,032.	
TIPS ADJUSTMENT	0.	0.	0.	132,440.	
TO PART I, LINE 4	1,943,636.	0.	1,943,636.	2,197,122.	

FORM 990-PF		OTHER INCOME		STATEMENT 2
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME		727,466.	821,349.	
OTHER INCOME		0.	5,176.	
TOTAL TO FORM 990-PF, PART I, LINE 11		727,466.	826,525.	

FORM 990-PF		LEGAL FEES		STATEMENT 3	
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES		43,619.	0.		51,317.
TO FM 990-PF, PG 1, LN 16A		43,619.	0.		51,317.

FORM 990-PF		ACCOUNTING FEES		STATEMENT 4	
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES		96,762.	0.		50,939.
TO FORM 990-PF, PG 1, LN 16B		96,762.	0.		50,939.

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
CONSULTING FEES	24,329.	0.		24,329.
TO FORM 990-PF, PG 1, LN 16C	24,329.	0.		24,329.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	67,672.	0.		73,522.
FOREIGN TAXES - ISHARES	10,028.	10,028.		0.
EXCISE TAX	137,716.	0.		0.
TO FORM 990-PF, PG 1, LN 18	215,416.	10,028.		73,522.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	96.	0.		135.
EXHIBITIONS	1,043,750.	0.		1,232,163.
FOREIGN TAXES - PARTNERSHIP	0.	417.		0.
INFORMATION TECHNOLOGY	36,767.	0.		30,082.
INSURANCE	4,552.	0.		4,552.
INTEREST EXPENSE - PARTNERSHIP	0.	23,581.		0.
LICENSES & PERMITS	1,620.	0.		1,040.
MEMBERSHIP	1,350.	0.		1,350.
OFFICE SUPPLY	35,280.	0.		36,081.
OTHER DEDUCTIONS - PARTNERSHIP	0.	165,111.		0.
OTHER EXPENSES	970.	0.		770.
PENALTIES	75.	0.		0.
RECRUITING	1,350.	0.		1,350.
SHIPPING & POSTAGE	513.	0.		520.
STAFF DEVELOPMENT	1,418.	0.		1,044.
SUBSCRIPTION	17,910.	0.		17,259.
TO FORM 990-PF, PG 1, LN 23	1,145,651.	189,109.		1,326,346.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
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DESCRIPTION	AMOUNT
FOREIGN CURRENCY TRANSLATION LOSS	62,670.
UNREALIZED DEPRECIATION IN MARKET VALUE OF INVESTMENTS	5,345,246.
TOTAL TO FORM 990-PF, PART III, LINE 5	5,407,916.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY NOTES	X		23,281,315.	23,281,315.
TOTAL U.S. GOVERNMENT OBLIGATIONS			23,281,315.	23,281,315.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			23,281,315.	23,281,315.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD GROUP FUND	58,201,861.	58,201,861.
MARKETABLE SECURITIES	3,676,937.	3,676,937.
TOTAL TO FORM 990-PF, PART II, LINE 10B	61,878,798.	61,878,798.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WHITEHALL STREET R/E XI	FMV	57,387.	57,387.
WHITEHALL PARALLEL R/E XIII	FMV	12,718.	12,718.
ABRY IV, LP	FMV	17,006.	17,006.
SANDLER CAP PTNRS V FTE	FMV	3,161,329.	3,161,329.
ABRY MEZZANINE PARTNERS, LP	FMV	6,906.	6,906.
ABRY PARTNERS V, LP	FMV	113,073.	113,073.
ACT II PARTNERS, LP	FMV	2,989,186.	2,989,186.
NEW LEAF VENTURES I, LP	FMV	890,263.	890,263.
NEW LEAF VENTURES II, LP	FMV	460,653.	460,653.
ABRY SENIOR EQUITY II, LP	FMV	77,489.	77,489.
ABRY PARTNERS VI, LP	FMV	79,276.	79,276.
NEW LEAF VENTURES III, LP	FMV	1,795,130.	1,795,130.
QUADRANGLE CAP PARTNERS II, LP	FMV	47,162.	47,162.
QUADRANGLE (OFFSHORE) CAP II	FMV	205,805.	205,805.
QUADRANGLE (AIV) CAP PRTNR II	FMV	-6,294.	-6,294.
ABRY SENIOR EQUITY III, LP	FMV	136,673.	136,673.
ABRY PARTNERS VII, LP	FMV	1,174,418.	1,174,418.
WHITEHALL STREET RE XII	FMV	-40,453.	-40,453.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,177,727.	11,177,727.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12	
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & COMPUTERS	48,223.	3,876.	44,347.
TOTAL TO FM 990-PF, PART II, LN 14	48,223.	3,876.	44,347.

FORM 990-PF	OTHER ASSETS	STATEMENT 13	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED U.S. INTEREST	120,785.	141,307.	141,307.
PROGRAM LOAN RECEIVABLE	7,312,233.	12,323,420.	12,323,420.
ACCRUED PROGRAM LOAN INTEREST	3,343.	20,727.	20,727.
TO FORM 990-PF, PART II, LINE 15	7,436,361.	12,485,454.	12,485,454.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 14

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

ACCRUED EXCISE AND INCOME TAXES

289,221.

285,139.

TOTAL TO FORM 990-PF, PART II, LINE 22

289,221.

285,139.

FORM 990-PF

SCHEDULE OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 15

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

ALPHAWOOD EXHIBITIONS LLC, A 100% OWNED AND CONSIDERED A
DISREGARDED ENTITY

81-2185770

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

2401 N HALSTED ST, STE 200
CHICAGO, IL 60614

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FRED EYCHANER 2401 N. HALSTED ST, STE 200 CHICAGO, IL 60614	PRESIDENT/TREASURER/DIRECTOR 1.00	0.	0.	0.
DON HILLIKER 2401 N. HALSTED ST, STE 200 CHICAGO, IL 60614	SECRETARY/DIRECTOR 1.00	0.	0.	0.
BARBARA RICHARDSON 2401 N. HALSTED ST, STE 200 CHICAGO, IL 60614	DIRECTOR 1.00	0.	0.	0.
CHARLES GROSS 2401 N. HALSTED ST, STE 200 CHICAGO, IL 60614	ASSISTANT SECRETARY 1.00	0.	0.	0.
TOM YODER 2401 N. HALSTED ST, STE 200 CHICAGO, IL 60614	DIRECTOR 1.00	0.	0.	0.
JOAN BARRY 2401 N. HALSTED ST, STE 200 CHICAGO, IL 60614	ASSISTANT TREASURER 1.00	0.	0.	0.
JAMES MCDONOUGH 2401 N. HALSTED ST, STE 200 CHICAGO, IL 60614	EXECUTIVE DIRECTOR 40.00	306,928.	10,800.	7,413.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		306,928.	10,800.	7,413.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 17

ACTIVITY ONE

ALPHAWOOD EXHIBITIONS LLC: THE FOUNDATION FORMED A LIMITED LIABILITY COMPANY NAMED ALPHAWOOD EXHIBITIONS LLC ON MARCH 22, 2016. ALPHAWOOD EXHIBITIONS LLC WAS FORMED TO ORGANIZE AND PRESENT CULTURAL AND ART EXHIBITIONS AND TO ENGAGE IN ANY OTHER LAWFUL BUSINESS OR ACTIVITY THAT IS NECESSARY OR CONVENIENT TO THE BUSINESS AND PURPOSE OF THE FOUNDATION. ALPHAWOOD EXHIBITIONS LLC IS CONSIDERED A DISREGARDED ENTITY.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

1,043,750.

FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT 18

DESCRIPTION

THE FOUNDATION HAS AGREED TO MAKE A SERIES OF LOW-INTEREST LOANS TO UTP, LLC. THESE LOANS ARE MADE TO FUND UTP, LLC'S CONSTRUCTION COSTS THAT EXCEED THE THEN-CURRENT FUNDRAISING FOR THE RESTORATION AND PRESERVATION OF THE UNITY TEMPLE AND UNITY HOUSE LOCATED IN OAK PARK, ILLINOIS. THE MATURITY DATE OF THE LOAN IS DECEMBER 31ST, 2018.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

5,011,187.

STATEMENT 19

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

SEE STATEMENT 19.1