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

2015

Orienta Public Inspection

For calendar year 2015, or tax year beginning , 2015, and ending

Pinnell Foundation
now known as Helen & Curtis Pinnell Fdn
20 North Wacker Drive #2800
Chicago, IL 60606

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization. Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 4,813,184.** J Accounting method. Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
REVENUE	1 Contributions, gifts, grants, etc, received (attach schedule)					
	2 Ck <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	16,655.	16,655.	N/A		
	4 Dividends and interest from securities	93,292.	93,292.			
	5 a Gross rents					
	b Net rental income or (loss)					
	6 a Net gain or (loss) from sale of assets not on line 10	130,391.				
	b Gross sales price for all assets on line 6a	907,646.				
	7 Capital gain net income (from Part IV, line 2)		130,391.			
	8 Net short-term capital gain					
	9 Income modifications					
	10 a Gross sales less returns and allowances					
	b Less Cost of goods sold					
	c Gross profit or (loss) (attach schedule)					
	11 Other income (attach schedule)	451.				
	See Statement 1					
	12 Total. Add lines 1 through 11	240,789.	240,338.			
	13 Compensation of officers, directors, trustees, etc	0.				
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16 a Legal fees (attach schedule)					
	b Accounting fees (attach sch)					
	c Other prof. fees (attach sch)					
	17 Interest					
	18 Taxes (attach schedule)(see instrs). See Stm. 2	4,788.				
	19 Depreciation (attach schedule) and depletion					
	20 Occupancy					
21 Travel, conferences, and meetings						
22 Printing and publications						
23 Other expenses (attach schedule)						
See Statement 3						
24 Total operating and administrative expenses. Add lines 13 through 23	42,064.	42,064.				
25 Contributions, gifts, grants paid Part XV	46,852.	42,064.				
26 Total expenses and disbursements. Add lines 24 and 25	275,650.			275,650.		
	322,502.	42,064.		275,650.		
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements	-81,713.					
b Net investment income (if negative, enter -0-)		198,274.				
c Adjusted net income (if negative, enter -0-)						

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	264,400.	158,058.	158,058.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable. ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7	Other notes and loans receivable (attach sch) .. ►			
		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 (attach schedule)			
	b	Investments – corporate stock (attach schedule) <u>Statement 4</u> ..	3,431,234.	3,446,140.	4,300,402.
	c	Investments – corporate bonds (attach schedule) .. .			
LIABILITIES	11	Investments – land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule)..... ►			
	12	Investments – mortgage loans.			
	13	Investments – other (attach schedule) <u>Statement 5</u>	296,289.	338,159.	354,724.
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule)			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	3,991,923.	3,942,357.	4,813,184.
NET ASSETS	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► <u>See Statement 6</u> .. .)	35,377.	67,527.	
	23	Total liabilities (add lines 17 through 22)	35,377.	67,527.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted .. .			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	3,956,546.	3,874,830.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions).	3,956,546.	3,874,830.	
	31	Total liabilities and net assets/fund balances (see instructions)	3,991,923.	3,942,357.	

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	3,956,546.
2	Enter amount from Part I, line 27a	2	-81,713.
3	Other increases not included in line 2 (itemize) .. . ►	3	
4	Add lines 1, 2, and 3.	4	3,874,833.
5	Decreases not included in line 2 (itemize) ► <u>See Statement 7</u>	5	3.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,874,830.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a See attached Short-term capital losses			P	Various	Various
b See attached Long-term capital gains			P	Various	Various
c See attached Long-term cap gain distribs			P	Various	Various
d See attached Unrecaptured Sec 1250 gains			P	Various	Various
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 119,745.			139,991.	-20,246.	
b 778,120.			637,264.	140,856.	
c 9,741.				9,741.	
d 40.				40.	
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				-20,246.	
b				140,856.	
c				9,741.	
d				40.	
e					
2 Capital gain net income or (net capital loss). <input type="checkbox"/> If gain, also enter in Part I, line 7 <input type="checkbox"/> If (loss), enter -0- in Part I, line 7			2	130,391.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <input type="checkbox"/> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	-20,246.	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

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) (col. (b) divided by col. (c))
2014	247,650.	5,088,933.	0.048664
2013	185,350.	4,671,748.	0.039675
2012	114,800.	3,856,058.	0.029771
2011	202,600.	3,283,460.	0.061703
2010	261,648.	3,280,308.	0.079763
2 Total of line 1, column (d)	..	..	2 0.259576
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	..	..	3 0.051915
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	..	..	4 4,921,743.
5 Multiply line 4 by line 3	..	..	5 255,512.
6 Enter 1% of net investment income (1% of Part I, line 27b)	..	..	6 1,983.
7 Add lines 5 and 6	..	..	7 257,495.
8 Enter qualifying distributions from Part XII, line 4	..	..	8 275,650.

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)

1 a	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 instrs)		
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, 983.
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-)	0.
3	Add lines 1 and 2	1, 983.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	1, 983.
6 Credits/Payments:		
a	2015 estimated tax pmts and 2014 overpayment credited to 2015	3, 597.
b	Exempt foreign organizations – tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	3, 597.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	1, 614.
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax ► 1, 614. Refunded ►	0.

Part VII-A Statements Regarding Activities

1 a	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	<input checked="" type="checkbox"/> X
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		
1 c	Did the foundation file Form 1120-POL for this year?	<input checked="" type="checkbox"/> 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.		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.	<input type="checkbox"/> 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	
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	
b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by <i>General Instruction T</i>	
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?		
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	
II.		
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 <i>General Instruction G</i> ? If 'No,' attach explanation	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If 'Yes,' complete Part XIV.	
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address. ► N/A		
14	Richard John Williams	Telephone no. ► (312) 372-1033
Located at ► 20 N Wacker Drive, Ste 2800 Chicago IL ZIP + 4 ► 60606		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here N/A ► 15 N/A	
16	Yes	No
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.

1 a	During the year did the foundation (either directly or indirectly):	Yes	No
(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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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			
1 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 ► <input type="checkbox"/>		
1 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 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __ .			
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 __ , 20 __ , 20 __ , 20 __ .			
3 a	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 2015 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 2015.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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

5 a 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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ..

(3) Provide a grant to an individual for travel, study, or other similar purposes? ..

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions). ..

(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 Yes No Yes No Yes No Yes Nob 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)? ..

5 b 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 NoIf 'Yes,' attach the statement required by *Regulations section 53.4945-5(d)*.

6 a 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? ..

6 b X

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

7 a 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? ..

7 b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Emilysue Pinnell 20 N Wacker, Suite 2800 Chicago, IL 60606	President & 0	0.	0.	0.
Richard John Williams 20 N Wacker, Suite 2800 Chicago, IL 60606	Treasurer & 0	0.	0.	0.
Elizabeth A. Littel 20 N. Wacker Drive, Suite 2800 Chicago, IL 60606	Assistant Tr 0	0.	0.	0.
-----	-----	-----	-----	-----
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2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
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-----	-----	-----	-----	-----

Total number of other employees paid over \$50,000 ..

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

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	<u>N/A</u>	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3	.....	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a Average monthly fair market value of securities	1a	4,779,567.
b Average of monthly cash balances	1b	217,126.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	4,996,693.
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	4,996,693.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	74,950.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,921,743.
6 Minimum investment return. Enter 5% of line 5	6	246,087.

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	246,087.
2a Tax on investment income for 2015 from Part VI, line 5	2a	1,983.
b Income tax for 2015. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,983.
3 Distributable amount before adjustments Subtract line 2c from line 1..	3	244,104.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4.	5	244,104.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	244,104.

Part XIII 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	275,650.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes.	2	
3 Amounts set aside for specific charitable projects that satisfy the.		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	275,650.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,983.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	273,667.

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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Form 990-PF (2015)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				244,104.
2 Undistributed income, if any, as of the end of 2015:			0.	
a Enter amount for 2014 only		0.		
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010 100,317.				
b From 2011 39,999.				
c From 2012				
d From 2013				
e From 2014 4.				
f Total of lines 3a through e 140,320.				
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 275,650.			0.	
a Applied to 2014, 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 2015 distributable amount				244,104.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	171,866.			
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 2014. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7 (see instructions).	100,317.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	71,549.			
10 Analysis of line 9:				
a Excess from 2011 39,999.				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014 4.				
e Excess from 2015 31,546.				

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 2015, enter the date of the ruling				
b Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or		4942(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)(ii) . . .				
(3) Largest amount of support from an exempt organization. . . .				
(4) Gross investment income.				

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

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

Emilysue Pinnell

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

None

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

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
See Statement 8				
Total				► 3a 275,650.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash ..	.....
(2) Other assets	.....

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements.
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
C Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

Yes No

b If 'Yes,' complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge		
 Signature of officer or trustee		4-25-2016 Date	President & Director Title
		May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

Paid Preparer Use Only	Print/Type preparer's name Christina Kozich	Preparer's signature <i>Christina Kozich</i> Christina Kozich	Date 4-22-2016	Check <input type="checkbox"/> if self-employed	PTIN P01343409
	Firm's name ► Hlustik, Huizenga, Williams &	Firm's EIN ► 36-2785605			
	Firm's address ► Vander Woude, Ltd./Suite 2800 20 N. Wacker Dr./Chicago, IL 60606	Phone no (312) 372-1033			

BAA

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 451.	\$ 0.	\$ 0.
Total	<u>\$ 451.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes withheld...	\$ 1,488.			
Private foundation excise taxes paid	3,300.			
Total	<u>\$ 4,788.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
IL Charity Bureau Fee...	\$ 15.	\$ 15.		
IL Secretary of State annual fee	10.	10.		
Investment advisor fees	42,025.	42,025.		
Photocopy charges	14.	14.		
Total	<u>\$ 42,064.</u>	<u>\$ 42,064.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

	Valuation Method	Book Value	Fair Market Value
Corporate Stocks			
SEE ATTACHED - Securities	Cost	\$ 3,446,140.	\$ 4,300,402.
	Total	<u>\$ 3,446,140.</u>	<u>\$ 4,300,402.</u>

Statement 5
Form 990-PF, Part II, Line 13
Investments - Other

	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
<u>Other Publicly Traded Securities</u>			
SEE ATTACHED - Other Securities	Cost	\$ 338,159.	\$ 354,724.
	Total	<u>\$ 338,159.</u>	<u>\$ 354,724.</u>

Statement 6
Form 990-PF, Part II, Line 22
Other Liabilities

Cash in transit	\$ 67,527.
	Total <u>\$ 67,527.</u>

Statement 7
Form 990-PF, Part III, Line 5
Other Decreases

Rounding differences	\$ 3.
	Total <u>\$ 3.</u>

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Adler Planetarium 1300 South Lake Shore Dr Chicago IL 60605	None	Public	General charitable purposes	\$ 500.
Chicago Bible Society 1111 N. Wells Street, Suite 300 Chicago IL 60610	None	Public	General charitable purposes	500.
Chicago Symphony Orchestra 220 S. Michigan Avenue Chicago IL 60604	None	Public	General charitable purposes	15,000.
Evangelical Child Welfare 1530 North Main Street Wheaton IL 60187	None	Public	General charitable purposes	10,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Lyric Opera 20 North Wacker Drive Chicago IL 60606	None	Public	General charitable purposes	\$ 40,000.
Pacific Garden Mission 1458 S. Canal Street Chicago IL 60607	None	Public	General charitable purposes	15,000.
Salvation Army 5040 N. Pulaski Road Chicago IL 60630	None	Public	General charitable purposes	35,000.
Raymondville Fire Dept Raymondville TX 78580	None	Public	General charitable purposes	5,000.
Willacy County Ambulance Service 347 E. Hildalgo Raymondville TX 78580	None	Public	General charitable purposes	5,000.
Willacy County 4-H Courthouse Annex Raymondville TX 78580	None	Public	General charitable purposes	5,000.
Handel Week, Inc. 924 Lake Street Oak Park IL 60301	None	Public	General Charitable Purposes	25,000.
Opera of St. Louis P O Box 191910 St. Louis MO 63119	None	Public	General Charitable Purposes	5,000.
Missouri Botanical Garden PO Box 299 St. Louis MO 63166	None	Public	General Charitable Purposes	500.
WFMT Radio - 98.7 5400 N. St. Louis Avenue Chicago IL 60625	None	Public	General Charitable Purposes	4,000.
Grace Episcopal Church 924 Lake St. Oak Park IL 60301	None	Public	General Charitable Purposes	8,000.
Volunteer Fire Dept-Pt Mansfld P.O. Box 250 Port Mansfield TX 78598	None	Public	General charitable purposes	5,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Wycliffe Bible Translators P.O. Box 628200 Orlando FL 32862	None	Public	General charitable purposes	\$ 8,400.
Chicago Botanic Garden 1000 Lake Cook Road Glencoe IL 60022	None	Public	General charitable purposes	250.
Metropolitan Opera Lincoln Center New York NY 10023	None	Public	General charitable purposes	1,500.
One Hope United 111 E. Wacker Dr., Suite 325 Chicago IL 60601	None	Public	General charitable purposes	5,000.
San Perlita Volunteer Fire Department P.O. Box 121 San Perlita TX 78590	None	Public	General charitable purposes	5,000.
Willacy County Fair & Auction P.O. Box 717 Raymondville TX 78580	None	Public	General charitable purposes	5,000.
Texas A&M Univ-Kleberg Wildlife Inst MSC 218 Kingsville TX 78363	None	Public	General Charitable Purposes	30,000.
South Padre Island Birding & Nature Cent 6801 Padre Blvd. South Padre Island TX 78597	None	Public	General charitable purposes	1,000.
Sea Turtle, Inc. P O Box 3987 South Padre Island TX 78597	None	Public	General charitable purposes	1,000.
Trinity Oaks Enterprises 9385 Miller Lane San Antonio TX 78266	None	Public	Wounded Warrior Program	1,000.
RGV Educational Broadcasting Inc. (88FM) P O Box 2147 Harlingen TX 78550	None	Public	General charitable purposes	1,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Boy Scouts of America P O Box 2424 Harlingen TX 78551	None	Public	Rio Grande Council	\$ 1,000.
Central Asia Institute P O Box 7209 Boseman MT 59771	None	Public	General charitable purposes	10,000.
Facing Forward to End Homelessness 642 N. Kedzie Avenue Chicago IL 60612	None	Public	General charitable purposes	4,000.
Feed My Starving Children 401 93rd Avenue NW Coon Rapids MN 55433	None	Public	General charitable purposes	2,000.
Greater Chicago Food Depository 4100 West Ann Lurie Place Chicago IL 60632	None	Public	General charitable purposes	3,000.
Maywood Fine Arts Association 25 North 5th Avenue Maywood IL 60153	None	Public	General charitable purposes	1,000.
The Newberry Consort (Newberry Library) 6530 N. Greenview Avenue Chicago IL 60626	None	Public	General charitable purposes	2,000.
Next Generation Nepal P O Box 5583 Eugene OR 97405	None	Public	General charitable purposes	2,000.
Oak Park River Forest Food Pantry 848 Lake Street Oak Park IL 60301	None	Public	General charitable purposes	2,000.
Sit, Stay, Read 2849 N. Clark Street Chicago IL 60657	None	Public	General charitable purposes	5,000.
University of Chicago 5720 S. Woodlawn Avenue Chicago IL 60637	None	Public	General charitable purposes	2,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
WBEZ 848 E. Grand Avenue, Navy Pier Chicago IL 60611	None	Public	General charitable purposes	\$ 2,000.
Housing Forward P O Box 797 Oak Park IL 60303	None	Public	General charitable purposes	2,000.
Total				\$ 275,650.