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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending

Name of foundation POWELL FOUNDATION		A Employer identification number 20-4747466
Number and street (or P.O. box number if mail is not delivered to street address) 6843 N KNOX	Room/suite	B Telephone number (see instructions) (847) 675-9058
City or town, state or province, country, and ZIP or foreign postal code LINCOLNWOOD IL 60712		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <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, column (c), line 16) \$ 1,686,968.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	5.	5.		
4 Dividends and interest from securities	28,438.	28,438.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		11,800.		
8 Net short-term capital gain			66.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
TOTAL CAPITAL GAIN DISTRIBUTIONS	4,433.	4,433.		
12 Total. Add lines 1 through 11.	32,876.	44,676.	66.	
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc.	2,676.	268.		2,408.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	2,538.			2,538.
c Other professional fees (attach sch) L-16c Stmt.	7,727.			7,727.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	197.			197.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	142.			142.
22 Printing and publications				
23 Other expenses (attach schedule)				
See Line 23 Stmt	151.			151.
24 Total operating and administrative expenses. Add lines 13 through 23	13,431.	268.		13,163.
25 Contributions, gifts, grants paid	403,000.			403,000.
26 Total expenses and disbursements. Add lines 24 and 25	416,431.	268.		416,163.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-383,555.			
b Net investment income (if negative, enter -0-).		44,408.		
c Adjusted net income (if negative, enter -0-).			66.	

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	63,185.	22,803.	22,890.		
	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)					
	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) . . L-13 Stmt	1,929,039.	1,597,750.	1,664,078.		
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).	1,992,224.	1,620,553.	1,686,968.		
17		Accounts payable and accrued expenses					
18		Grants payable					
NET FUND ASSETS	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)					
	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	24	Unrestricted					
	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	1,992,224.	1,620,553.				
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)	1,992,224.	1,620,553.				
31	Total liabilities and net assets/fund balances (see instructions)	1,992,224.	1,620,553.				

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	1,992,224.
2	Enter amount from Part I, line 27a	2	-383,555.
3	Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt	3	13,259.
4	Add lines 1, 2, and 3	4	1,621,928.
5	Decreases not included in line 2 (itemize) ▶ See Other Decreases Stmt	5	1,375.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,620,553.

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 BLACKROCK HEALTH SCIENCES FUND CLASS A	P	11/23/15	07/14/16
b BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	07/17/15	07/14/16
c BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	12/16/15	07/14/16
d BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	12/16/15	07/14/16
e See Columns (a) thru (d)			

(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 5,000.		5,560.	-560.
b 98.		110.	-12.
c 144.		140.	4.
d 1,898.		1,846.	52.
e See Columns (e) thru (h)	30.	372,679.	12,316.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-560.
b			-12.
c			4.
d			52.
e See Columns (i) thru (l)			12,316.

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	11,800.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	66.
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			

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) Distribution ratio (col (b) divided by col (c))
2015	536,948.	557,412.	0.963287
2014	336,163.	1,107,669.	0.303487
2013	294,028.	1,179,715.	0.249236
2012	291,094.	1,227,341.	0.237175
2011	290,678.	2,601,058.	0.111754
2 Total of line 1, column (d)		2	1.864939
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	0.372988
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5.		4	491,433.
5 Multiply line 4 by line 3		5	183,299.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	444.
7 Add lines 5 and 6.		7	183,743.
8 Enter qualifying distributions from Part XII, line 4		8	416,163.

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 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	444.
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	444.
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	444.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	545.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	545.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
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	101.	
11 Enter the amount of line 10 to be credited to 2017 estimated tax	101.	Refunded	11

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?		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		
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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
4 a 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?		
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 XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
ILLINOIS		
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 2016 or the taxable year beginning in 2016 (see 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)	11	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)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address N/A		
14 The books are in care of ▶ MARITA POWELL Telephone no ▶ (847) 675-9058		
Located at ▶ 6843 N KNOX LINCOLNWOOD IL ZIP + 4 ▶ 60712		
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	
16 At any time during calendar year 2016, 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?	16	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.

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input 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	
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)?	1 b	
Organizations relying on a current notice regarding disaster assistance check here		
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 2016?	1 c	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<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)	2 b	
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 2016 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 2016)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2016?	4 b	X

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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))? ☐ 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)?

5 b

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?

☐ Yes ☐ No

If '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

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

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
MARITA POWELL 6843 N KNOX AVE LINCOLNWOOD IL 60712	CO-TRUSTEE 1.00	888.	0.	0.
MICHAEL MILLER 6843 N KNOX AVE LINCOLNWOOD IL 60712	CO-TRUSTEE 2.00	1,788.	0.	0.

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				

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

None

Part VIII	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors <i>(continued)</i>
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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 ----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
Total number of others receiving over \$50,000 for professional services ▶		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.

1	
2	
3	
4	

Part IX-B	Summary of Program-Related Investments (see instructions)
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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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	1 a	450,825.
b	Average of monthly cash balances	1 b	48,092.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	498,917.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	498,917.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	7,484.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	491,433.
6	Minimum investment return. Enter 5% of line 5	6	24,572.

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	24,572.
2 a	Tax on investment income for 2016 from Part VI, line 5	2 a	444.
b	Income tax for 2016 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	444.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	24,128.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	24,128.
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	24,128.

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.	1 a	416,163.
b	Program-related investments — total from Part IX-B.	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	416,163.
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	444.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	415,719.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				24,128.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			27,356.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2016				
a From 2011	161,383.			
b From 2012	230,913.			
c From 2013	236,602.			
d From 2014	337,221.			
e From 2015	537,463.			
f Total of lines 3a through e	1,503,582.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 416,163.				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2016 distributable amount				
e Remaining amount distributed out of corpus	416,163.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,919,745.			
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				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions			27,356.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				24,128.
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	161,383.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,758,362.			
10 Analysis of line 9				
a Excess from 2012	230,913.			
b Excess from 2013	236,602.			
c Excess from 2014	337,221.			
d Excess from 2015	537,463.			
e Excess from 2016	416,163.			

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 2016, 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 <input type="checkbox"/> 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	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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))

NONE

- 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 VII 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				
PET PARTNERS 875 124TH AVE, NE - STE 101 BELLEVUE WA 98005		PUBLIC	ANIMAL WELFARE	15,000.
DOGS FOR THE DEAF 10175 WHEELER ROAD CENTRAL POINT OR 97502		PUBLIC	ANIMAL WELFARE	15,000.
PETS FOR THE ELDERLY FOUNDATION 530 E. HUNT HIGHWAY - SUITE 103 - PMB 472 SAN TAN VALLEY AZ 85143		PUBLIC	ANIMAL WELFARE	15,000.
ROCKY MOUNTAIN RAPTOR PROGRAM 2519 SOUTH SHIELD ST #115 FORT COLLINS CO 80526		PUBLIC	ANIMAL WELFARE	25,000.
TREE HOUSE HUMANE SOCIETY 1212 WEST CARMEN AVE CHICAGO IL 60640		PUBLIC	ANIMAL WELFARE	40,000.
SAVE A PET, INC 31664 N FAIFIELD RD GRAYSLAKE IL 60030		PUBLIC	ANIMAL WELFARE	20,000.
HELPING HANDS MONKEY HELPERS FOR THE DISABLED 541 CAMBRIDGE ST BOSTON MA 02134		PUBLIC	ANIMAL WELFARE	35,000.
ARKANSAS WEIMARANER RESCUE 1733 N CROSSOVER RD FAYETTEVILLE AR 72701		PUBLIC	ANIMAL WELFARE	5,000.
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB UT 84741		PUBLIC	ANIMAL WELFARE	60,000.
See Line 3a statement				173,000.
Total			3 a	403,000.
b Approved for future payment				
Total			3 b	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
IL CHARITY BUREAU FUND	15.			15.
FOREIGN TAX	182.			182.
Total	<u>197.</u>			<u>197.</u>

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
POSTAGE	134.			134.
CARTRIDGES	17.			17.
Total	<u>151.</u>			<u>151.</u>

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

CAPITAL GAINS (LOSSES) FROM SALE OF STOCK	11,800.
DIVIDENDS DISTR BOOK VS. REPORTED	1,459.
Total	<u>13,259.</u>

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

CAPITAL GAIN DISTR BOOK V. REPORTED	401.
2016 DIV REPORTED, NOT RECEIVED	974.
Total	<u>1,375.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	12/16/15	07/14/16
DEUTSCHE GLOBAL INFRASTRUCTURE FUND CLASS S	P	11/23/15	07/14/16
PIMCO INCOME FUND CLASS D	P	11/23/15	07/14/16
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	07/20/12	07/14/16
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	12/20/12	07/14/16
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	07/19/13	07/14/16
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	12/18/13	07/14/16
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	12/18/13	07/14/16
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	12/08/13	07/14/16
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	07/18/14	07/14/16
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	12/18/14	07/14/16

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (a) thru (d)

Continued

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	12/18/14	07/14/16
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	12/18/14	07/14/16
BLACKROCK MULTI-ASSET INCOME PORTFOLIO F D CL A	P	01/07/14	07/14/16
GOLDMAN SACHS INCOME BUILDER FUND CLASS A	P	01/07/14	07/14/16
JP MORGAN STRATEGIC INCOME OPPORTUNITY FUND CLASS A	P	12/19/13	07/14/16
JP MORGAN GROWTH ADVANTAGE FUND CLASS A	P	11/14/12	07/14/16
PRUDENTIAL SHORT DURATION HIGH YIELD INCOME FUND CLASS A	P	12/20/13	07/14/16
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	03/04/11	07/14/16
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	07/22/11	07/14/16
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	12/20/11	07/14/16
BLACKROCK GLOBAL ALL OCATION FUND INC CLASS A	P	12/20/11	07/14/16
FIDELITY CAPITAL AND INCOME FUND	P	05/08/08	07/14/16
FRANKLIN STRATEGIC INCOME FUND ADVISOR C CLASS	P	08/28/09	07/14/16
HARTFORD DIVIDEND & GROWTH FUND CLASS A	P	09/16/10	07/14/16
LOOMIS SAYLES BOND FUND INSTL CLASS	P	05/08/08	07/14/16
OPPENHEIMER INTERNATIONAL DIVERSIFIED FD CL A	P	03/04/11	07/14/16
THORNBURG INVESTMENT INCOME BUILDER FUND CLASS A	P	01/24/11	07/14/16
VANGUARD TOTAL BOND MARKET INDEX FUND	P	05/08/08	07/14/16
VANGUARD SHORT-TERM U.S. TREASURY FUND	P	05/08/08	07/14/16
VOYA GLOBAL EQUITY DIVID & PREM OPPORTUNITY FD COM	P	06/10/08	07/14/16
VOYA GLOBAL EQUITY DIVID & PREM OPPORTUNITY FD COM	P	06/10/08	07/14/16

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
163.		159.	4.
8,000.		7,258.	742.
12,000.	6.	12,170.	-164.
309.		320.	-11.
255.		276.	-21.
303.		354.	-51.
578.		661.	-83.
283.		324.	-41.
1,622.		1,855.	-233.
301.		362.	-61.
2,771.		2,974.	-203.
466.		500.	-34.
678.		728.	-50.
12,000.		12,639.	-639.
13,000.		13,466.	-466.
48,014.		49,645.	-1,631.
35,000.		22,066.	12,934.
7,500.	24.	8,115.	-591.
14,807.		16,336.	-1,529.
380.		424.	-44.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

Continued

(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)
555.		540.	15.
546.		532.	14.
15,000.		13,606.	1,394.
14,000.		13,985.	15.
35,000.		25,338.	9,662.
16,000.		16,611.	-611.
10,000.		8,846.	1,154.
51,036.		50,000.	1,036.
40,000.		36,724.	3,276.
35,000.		34,935.	65.
3,480.		7,752.	-4,272.
5,918.		13,178.	-7,260.
Total	30.	372,679.	12,316.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			4.
			742.
			-164.
			-11.
			-21.
			-51.
			-83.
			-41.
			-233.
			-61.
			-203.
			-34.
			-50.
			-639.
			-466.
			-1,631.
			12,934.
			-591.
			-1,529.
			-44.
			15.
			14.
			1,394.
			15.
			9,662.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Continued

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-611.
			1,154.
			1,036.
			3,276.
			65.
			-4,272.
			-7,260.
Total			12,316.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foun- dation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox
Name and address (home or business)				Amount
a Paid during the year				
COLORADO ANIMAL RESCUE EXPRESS				Person or <input type="checkbox"/>
5276 SOUTH HANOVER WAY				Business <input checked="" type="checkbox"/>
ENGLEWOOD CO 80111		PUBLIC	ANIMAL WELFARE	40,000.
DEFENDERS OF ANIMAL RIGHTS				Person or <input type="checkbox"/>
14412 OLD YORK ROAD				Business <input checked="" type="checkbox"/>
PHOENIX MD 21131		PUBLIC	ANIMAL WELFARE	20,000.
HUMANE SOCIETY OF THE OZARKS (HSO)				Person or <input type="checkbox"/>
1020 SOUTH ONE MILE RD				Business <input checked="" type="checkbox"/>
FAYETTEVILLE AR 72704		PUBLIC	ANIMAL WELFARE	5,000.
LAS VEGAS VALLEY HUMANE SOCIETY				Person or <input type="checkbox"/>
3395 S JONES BLVD - #454				Business <input checked="" type="checkbox"/>
LAS VEGAS NV 89146		PUBLIC	ANIMAL WELFARE	20,000.
NATIONAL EDUCATION FOR ASSISTANCE DOG SERVICES				Person or <input type="checkbox"/>
305 REDEMPTION ROCK TRAIL - SOUTH 140				Business <input checked="" type="checkbox"/>
PRINCETON MA 01541		PUBLIC	ANIMAL WELFARE	20,000.
ROLLING DOG FARM				Person or <input type="checkbox"/>
PO BOX 150				Business <input checked="" type="checkbox"/>
LANCASTER NH 03584		PUBLIC	ANIMAL WELFARE	25,000.
SIT STAY READ INC				Person or <input type="checkbox"/>
5849 N. CLARK ST.				Business <input checked="" type="checkbox"/>
CHICAGO IL 60657		PUBLIC	ANIMAL WELFARE	20,000.
BARNSWALLOW: A WILD BIRD CONCERN				Person or <input type="checkbox"/>
27120 W. IVANHOE CT				Business <input checked="" type="checkbox"/>
WAUCONDA IL 60084		PUBLIC	ANIMAL WELFARE	5,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

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	Person or Business Checkbox
Name and address (home or business)				Amount
a Paid during the year				
ANIMAL RESCUE AID				Person or Business <input type="checkbox"/>
11832 BIG CANOE				<input checked="" type="checkbox"/>
JASPER GA 30143		PUBLIC	ANIMAL WELFARE	8,000.
FRIENDS OF CHICAGO OF ANIMAL CARE AND CONTROL				Person or Business <input type="checkbox"/>
6101 N Sheridan Rd UNIT 6A				<input type="checkbox"/>
CHICAGO IL 60660		PUBLIC	ANIMAL WELFARE	10,000.

Total

173,000.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DIVERSIFIED TAX	TAX PREPARATION	2,538.			

Total

2,538.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CAMBRIDGE	INVESTMENT FEES	7,727.			7,727.

Total

7,727.7,727.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
OHIO NATIONAL LIFE INS	808,825.	876,080.
BLACKROCK HEALTH SCIENCES FUND CLASS	22,741.	19,282.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Continued

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
BLACKROCK MULTI-ASSET INCOME	37,772.	35,742.
DEUTSCHE GLOBAL INFRASTRUCTURE FUND	18,197.	18,553.
FIDELITY CAPITAL AND INCOME FUND	31,959.	35,524.
FRANKLIN STRATEGIC INCOME FUND ADVISOR	43,442.	40,711.
GOLDMAN SACHS INCOME BUILDER FUND	36,335.	35,319.
GRIFFIN INSTITUTIONAL	20,797.	20,656.
HARTFORD DIVIDEND & GROWTH FUND CLASS A	73,011.	87,043.
LOOMIS SAYLES BOND FUND INSTL	41,065.	39,688.
JP MORGAN GROWTH ADVANTAGE FUND	50,326.	66,394.
OPPENHEIMER INTERNATIONAL	26,548.	29,519.
PIMCO INCOME FUND CLASS D	41,403.	41,122.
PRUDENTIAL SHORT DURATION HIGH YIELD	27,338.	25,283.
OPPENHEIMER STEELPATH MLP	15,000.	14,912.
UNDISCOVERED MANAGERS BEHAVIORAL	20,644.	22,469.
VANGUARD TOTAL BOND MARKET INDEX FUND	59,858.	62,234.
VANGUARD SHORT TERM US	66,387.	65,694.
VOYA GLOBAL EQUITY DIVID & PREM	57,080.	24,747.
FIRST TR LARGE CAP CORE ALPHADDEX COM	50,633.	53,647.
FIRST TR EXCHANGE-TRADED FD	24,694.	24,687.
FT UNIT 5737 CAP STRENGTH BUY-WRITE	23,695.	24,772.
Total	<u>1,597,750.</u>	<u>1,664,078.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
BANK OF AMERICA	10,371.
CAMBRIDGE	52,814.
Total	63,185.

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
BANK OF AMERICA	11,440.
CAMBRIDGE	11,363.
Total	22,803.

Supporting Statement of:

Form 990-PF, p2/Line 2(c)

Description	Amount
BANK OF AMERICA	11,440.
CAMBRIDGE	11,450.
Total	22,890.

Supporting Statement of:

Form 990-PF, p12/Line 3 Column (d)

Description	Amount
BANK OF AMERICA	2.
CAMBRIDGE	3.
Total	5.

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
PRUDENTIAL	1,067.
CAMBRIDGE	27,371.
Total	<u>28,438.</u>