Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: BESSIE SHIELDS FOUNDATION XXXXX1004

A Employer identification number: 25-1380543

Number and street (or P O box number if mail is not delivered to street address): 10 S DEARBORN IL1-0117

Room/suite:

B Telephone number (see instructions): 866-888-5157

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60603

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 973,565.

J Accounting method: [X] Cash ☐ Accrual ☐ 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 ▶ ☐

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 ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	21,633.	21,335.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,472.			
	b Gross sales price for all assets on line 6a 326,854.				
	7 Capital gain net income (from Part IV, line 2)		10,472.		
	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) (attach schedule)				
	11 Other income (attach schedule)	-436.			STMT 5
	12 **Total.** Add lines 1 through 11	31,669.	31,807.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	13,077.	7,846.		5,231.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	380.	380.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 7	15.			15.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,472.	8,226.	NONE	5,246.
	25 Contributions, gifts, grants paid	46,052.			46,052.
	26 **Total expenses and disbursements** Add lines 24 and 25	59,524.	8,226.	NONE	51,298.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-27,855.			
	b **Net investment income** (if negative, enter -0-)		23,581.		
	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	4,437.	5,698.	5,698.
2	Savings and temporary cash investments	18,347.	12,609.	12,609.
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 schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
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) . STMT 8	669,753.	622,222.	762,474.
c	Investments - corporate bonds (attach schedule) . STMT 12	94,593.	138,398.	138,980.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 13	76,453.	57,105.	53,804.
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)	863,583.	836,032.	973,565.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	863,583.	836,032.	
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)	863,583.	836,032.	
31	**Total liabilities and net assets/fund balances** (see instructions)	863,583.	836,032.	

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	863,583.
2	Enter amount from Part I, line 27a	2	-27,855.
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	304.
4	Add lines 1, 2, and 3	4	836,032.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	836,032.

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.)
1 a	PUBLICLY TRADED SECURITIES			
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	326,854.		316,382.	10,472.
b				
c				
d				
e				

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				10,472.
b				
c				
d				
e				

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	10,472.
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) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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	54,845.	1,037,205.	0.052878
2014	49,338.	1,074,567.	0.045914
2013	45,097.	1,011,009.	0.044606
2012	50,005.	935,648.	0.053444
2011	24,129.	947,444.	0.025467

2	Total of line 1, column (d)	2	0.222309
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	0.044462
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	959,009.
5	Multiply line 4 by line 3	5	42,639.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	236.
7	Add lines 5 and 6	7	42,875.
8	Enter qualifying distributions from Part XII, line 4	8	51,298.

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 ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b	1	236.
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	
3	Add lines 1 and 2	3	236.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	236.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 523.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	523.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	287.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 287. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ____ (2) On foundation managers. ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____			
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		
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) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 2016 or the taxable year beginning in 2016 (see 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)*

			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 ▶ SEE STATEMENT 14 Telephone no. ▶

Located at ▶ ZIP+4 ▶

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

			Yes	No
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

			Yes	No
	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
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? ☐ Yes ☒ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . [ ] Yes [X] 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 [X] No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . [ ] Yes [X] No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) . . . . . [ ] Yes [X] 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 [X] 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)? 5b		
	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).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . [ ] Yes [X] No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [X] No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b		

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
JP MORGAN CHASE BANK, N A. 10 S DEARBORN ST; MC; IL 1-0117, CHICAGO, IL 60603	TRUSTEE 2	13,077.	-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		NONE	NONE	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 *(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		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	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	935,919.
b	Average of monthly cash balances	1b	37,694.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	973,613.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	973,613.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,604.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	959,009.
6	**Minimum investment return.** Enter 5% of line 5	6	47,950.

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	47,950.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	236.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	236.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	47,714.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	47,714.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	47,714.

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	51,298.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	51,298.
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	236.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	51,062.

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				47,714.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			46,052.	
b Total for prior years 20 14 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 ... NONE				
b From 2012 ... NONE				
c From 2013 ... NONE				
d From 2014 ... NONE				
e From 2015 ... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 51,298.				
a Applied to 2015, but not more than line 2a			46,052.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				5,246.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 (*If an amount appears in column (d), the same amount must be shown in column (a).*)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				42,468.
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2012 ... NONE				
b Excess from 2013 ... NONE				
c Excess from 2014 ... NONE				
d Excess from 2015 ... NONE				
e Excess from 2016 ... NONE				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a 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).)

N/A

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.

N/A

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:

SEE STATEMENT 15

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
CHICAGO BOTANIC GARDEN 100 LAKE COOK RD GLENCOE IL 60022	NONE	PC	GENERAL	5,000.
TEMPLE UNIVERISTY SCHOOL OF MEDICINE 3500 N BROAD ST PHILADELPHIA PA 19140	NONE	PC	GENERAL	5,000.
ART INSITUTE OF CHICAGO 111 S MICHIGAN AVE CHICAGO IL 60603-6110	NONE	PC	GENERAL	8,026.
FIELD MUSEUM OF NATURAL HISTORY 1400 S LAKE SHORE DRIVE CHICAGO IL 60605-249	NONE	PC	GENERAL	5,000.
NORTHWESTERN UNIVERSITY 633 CLARK ST Evanston IL 60208	NONE	PC	GENERAL	10,000.
WINDOW TO THE WORLD COMMUNICATIONS INC 5400 N SAINT LOUIS AVENUE CHICAGO IL 60625-4	NONE	PC	GENERAL	5,000.
LINCOLN PARK ZOOLOGICAL SOCIETY 2001 N CLARK STREET CHICAGO IL 60614	NONE	PC	GENERAL	8,026.
Total . . . . ▶ 3a				46,052.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	21,633.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	10,472.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b DEFERRED INCOME			14	-436.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				31,669.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 31,669.

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

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

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). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) 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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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

Kristen Baxter | 05/02/2017 | ▶ Vice President

Signature of officer or trustee | Date | Title

KRISTEN BAXTER

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KELLY NEUGEBAUER	Kelly Neugebauer	05/02/2017		P01285591
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 127 PUBLIC SQUARE CLEVELAND, OH 44114			Phone no 312-486-9652	

BESSIE SHIELDS FOUNDATION XXXXX1004 25-1380543

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	63.	63.
AT&T INC	142.	142.
ABBOTT LABS	37.	37.
AETNA INC NEW	21.	21.
AMERICAN INTL GROUP INC NEW	43.	43.
ANALOG DEVICES INC	14.	14.
APPLE COMPUTER INC	194.	194.
ARTISAN INTL VALUE FD-ADV	354.	354.
BANK OF AMERICA CORPORATION	59.	59.
BLACKROCK HIGH YIELD PT-BLAC	990.	990.
BLACKROCK INC	64.	64.
BRISTOL MYERS SQUIBB CO	76.	76.
CBS CORP	19.	19.
CMS ENERGY CORP	52.	52.
CABOT OIL & GAS CORP	1.	1.
CAPITAL GR NON US EQUITY	608.	608.
CARNIVAL CORPORATION	70.	70.
CAUSEWAY INTERNATIONAL VALUE FUND	654.	654.
CHEVRON CORP	54.	54.
CITIGROUP INC NEW	25.	25.
COCA-COLA CO	48.	48.
COLGATE PALMOLIVE CO	6.	6.
COLUMBIA PIPELINE GROUP	11.	11.
COMCAST CORP NEW CL A	40.	40.
CONOCOPHILLIPS	4.	4.
COSTCO WHSL CORP NEW	23.	23.
DANAHER CORP	3.	3.
DISNEY WALT CO	50.	50.
DISCOVER FINL SVCS	45.	45.
DODGE & INTERNATIONAL STOCK FUND	907.	907.
DOUBLELINE TOTL RET BND-I	742.	742.
DOW CHEM CO	63.	63.

BESSIE SHIELDS FOUNDATION XXXXX1004 25-1380543

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DU PONT E I DE NEMOURS & CO	12.	12.
EOG RESOURCES INC	18.	18.
EQT CORPORATION	3.	3.
EASTMAN CHEM CO	46.	46.
EATON VANCE MUT FDS TR	480.	299.
FIDELITY NATL INFORMATION SVCS INC	36.	36.
GATEWAY TR GATEWAY FD CL Y*	259.	259.
GENERAL DYNAMICS CORP	8.	8.
GENERAL ELEC CO	128.	128.
GENERAL MOTORS CO	128.	128.
GILEAD SCIENCES INC	51.	51.
GOLDMAN SACHS GROUP INC	31.	31.
GOLDMAN SACHS STRAT INC-INST	210.	210.
HP INC	11.	11.
HALLIBURTON CO	4.	4.
HARMAN INTL INDS INC NEW	29.	29.
HARTFORD FINL SVCS GROUP INC	36.	36.
HOME DEPOT INC	113.	113.
HONEYWELL INTL INC	130.	130.
HUMANA INC	13.	13.
ISHARES MSCI EAFE INDEX FUND	1,824.	1,824.
ISHARES TR RUSSELL MIDCAP GRWTH IDX	185.	185.
ISHARES TR RUSSELL MIDCAP INDEX FD	393.	393.
ISHA CURR HEDGED MSCI EAFE	799.	799.
JPM GLBL RES ENH INDEX FD - SEL	2,368.	2,368.
JPM GLBL BD OPP FD - CL I FUND 3294	99.	99.
JOHNSON CTLS INC	26.	26.
JPMORGAN TOTAL RETURN FUND SELECT	652.	652.
JPMORGAN MARKET EXPANSION INDEX FUND	14.	14.
KEYCORP NEW	30.	30.
KIMBERLY CLARK CORP	48.	48.
THE KRAFT HEINZ CO	10.	2.
L-3 COMMUNICATIONS HLDGS INC	22.	22.

BESSIE SHIELDS FOUNDATION XXXXX1004 25-1380543

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LAM RESEARCH CORPORATION COMMON	54.	54.
LENNOX INTL INC	24.	24.
LILLY ELI & CO	72.	72.
LOWES COS INC	76.	76.
MFS EMERGING MKTS DEBT FD-I	423.	423.
MARSH & MCLENNAN COS INC	61.	61.
MARTIN MARIETTA MATLS INC	18.	18.
MASCO CORP	28.	28.
MASTERCARD INC - CLASS A	36.	36.
MCKESSON HBOC INC	7.	7.
MERCK & CO INC	39.	39.
METLIFE INC	83.	83.
MICROSOFT CORP	251.	251.
MOLSON COORS BREWING CO	48.	48.
MONDELEZ INTERNATIONAL-W/I	72.	10.
MORGAN STANLEY DEAN WITTER & CO NEW	106.	106.
NEUBERGER BERMAN HI IN B-INS	901.	901.
NEXTERA ENERGY INC	10.	10.
NISOURCE INC	54.	54.
NORTHROP GRUMMAN CORP	5.	5.
OCCIDENTAL PETE CORP	276.	276.
PPG INDS INC	24.	24.
PACCAR INC	73.	73.
PEPSICO INC	125.	125.
PFIZER INC	123.	123.
PIMCO UNCONSTRAINED BOND-P	130.	83.
PIMCO UNCONSTRAINED BD FD INSTL CL*	83.	83.
PIONEER NAT RES CO	1.	1.
PROCTER & GAMBLE CO	79.	79.
SPDR TR UNIT SER 1	2,042.	2,042.
SCHLUMBERGER LTD	80.	80.
SCHWAB CHARLES CORP NEW	11.	11.
STANLEY BLACK & DECKER INC	68.	68.

BESSIE SHIELDS FOUNDATION XXXXX1004 25-1380543

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TJX COS INC NEW	24.	24.
TEXAS INSTRS INC	58.	58.
TIME WARNER INC	95.	95.
TRANSCANADA CORP	13.	13.
TWENTY-FIRST CENTURY FOX-A	25.	25.
UNION PAC CORP	36.	36.
UNITED TECHNOLOGIES CORP	39.	39.
UNITEDHEALTH GROUP INC	98.	98.
VALERO REFNG & MARKETING CO	7.	7.
VANGUARD TOTAL BOND MARKET INDEX FUND-AD	501.	501.
VANGUARD FXD INCM INTER-TERM FD ADM*	595.	595.
VANGUARD EUROPEAN ETF	254.	254.
VISA INC CLASS A SHARES	16.	16.
WASTE CONNECTIONS INC	6.	6.
WELLS FARGO & CO NEW	173.	173.
YUM BRANDS INC	30.	30.
ALLEGION PLC	12.	12.
ACCENTURE PLC	60.	60.
JOHNSON CONTROLS INTERNATIONAL PLC	194.	194.
ACE LTD NEW	20.	20.
CHUBB LTD	66.	66.
TE CONNECTIVITY LTD	19.	19.
BROADCOM LTD	111.	111.
TOTAL	21,633.	21,335.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME		-436.
	TOTALS	-436.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	12.	12.
FOREIGN TAXES ON QUALIFIED FOR	353.	353.
FOREIGN TAXES ON NONQUALIFIED	15.	15.
TOTALS	380.	380.

BESSIE SHIELDS FOUNDATION XXXXX1004 25-1380543

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ATTORNEY GENERAL FEE	15.	15.
TOTALS	15.	15.

BESSIE SHIELDS FOUNDATION XXXXX1004 25-1380543

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
2824100 ABBOTT LABORATORIES	1,331.	1,191.
15351109 ALEXION PHARMACEUTICA	2,119.	1,713.
23135106 AMAZON.COM INC	3,089.	5,999.
26874784 AMERICAN INTERNATIONA	2,609.	3,004.
32511107 ANADARKO PETROLEUM CO	1,207.	1,185.
32654105 ANALOG DEVICES INC	2,108.	2,396.
37833100 APPLE INC	1,181.	9,613.
60505104 BANK OF AMERICA CORP	2,252.	4,840.
64058100 BANK OF NEW YORK MELL	1,358.	1,469.
101137107 BOSTON SCIENTIFIC CO	2,899.	2,877.
110122108 BRISTOL-MYERS SQUIBB	1,711.	2,571.
115233579 BROWN ADV JAPAN ALPH	20,844.	18,722.
125896100 CMS ENERGY CORP	1,459.	1,748.
143658300 CARNIVAL CORP	1,719.	1,718.
151020104 CELGENE CORP	1,185.	2,431.
172967424 CITIGROUP INC	1,770.	3,328.
254687106 WALT DISNEY CO/THE	4,779.	5,107.
254709108 DISCOVER FINANCIAL S	2,074.	2,739.
256206103 DODGE & COX INTL STO	32,598.	38,441.
260543103 DOW CHEMICAL CO/THE	2,178.	2,346.
277432100 EASTMAN CHEMICAL CO	1,807.	2,106.
369550108 GENERAL DYNAMICS COR	1,673.	1,899.
369604103 GENERAL ELECTRIC CO	4,493.	5,246.
375558103 GILEAD SCIENCES INC	1,711.	1,289.
416515104 HARTFORD FINANCIAL S	1,944.	2,478.
437076102 HOME DEPOT INC	1,508.	5,363.
438516106 HONEYWELL INTERNATIO	2,236.	6,024.
444859102 HUMANA INC	490.	1,428.
452327109 ILLUMINA INC	1,212.	896.

BESSIE SHIELDS FOUNDATION XXXXX1004 25-1380543

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287465 ISHARES MSCI EAFE IN	77,910.	75,049.
464287481 ISHARES RUSSELL MID-	5,450.	15,875.
464287499 ISHARES RUSSELL MIDC	13,298.	22,894.
493267108 KEYCORP	1,240.	2,065.
494368103 KIMBERLY-CLARK CORP	882.	799.
500754106 THE KRAFT HEINZ CO	2,013.	2,096.
512807108 LAM RESEARCH CORP	582.	1,480.
526107107 LENNOX INTERNATIONAL	1,469.	1,838.
532457108 ELI LILLY & CO	3,428.	3,163.
548661107 LOWE'S COS INC	944.	3,414.
571748102 MARSH & MCLENNAN COS	914.	1,419.
573284106 MARTIN MARIETTA MATE	1,676.	2,215.
574599106 MASCO CORP	810.	2,213.
594918104 MICROSOFT CORP	5,025.	10,377.
609207105 MONDELEZ INTERNATION	2,637.	3,945.
617446448 MORGAN STANLEY	3,753.	6,380.
666807102 NORTHROP GRUMMAN COR	1,267.	1,395.
674599105 OCCIDENTAL PETROLEUM	4,198.	4,203.
693506107 PPG INDUSTRIES INC	1,573.	1,516.
713448108 PEPSICO INC	3,384.	3,662.
717081103 PFIZER INC	4,561.	4,320.
723787107 PIONEER NATURAL RESO	3,133.	3,962.
742718109 PROCTER & GAMBLE CO/	1,588.	2,186.
806857108 SCHLUMBERGER LTD	1,579.	1,763.
808513105 SCHWAB (CHARLES) COR	1,427.	1,974.
854502101 STANLEY BLACK & DECK	2,831.	3,326.
872540109 TJX COMPANIES INC	2,832.	3,231.
872590104 T-MOBILE US INC	926.	1,323.
882508104 TEXAS INSTRUMENTS IN	2,392.	3,284.

BESSIE SHIELDS FOUNDATION XXXXX1004 25-1380543

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
887317303 TIME WARNER INC	240.	1,448.
907818108 UNION PACIFIC CORP	1,369.	1,555.
910047109 UNITED CONTINENTAL H	1,331.	2,478.
949746101 WELLS FARGO & CO	1,501.	5,621.
988498101 YUM! BRANDS INC	1,114.	1,267.
00206R102 AT&T INC	2,517.	3,105.
00724F101 ADOBE SYSTEMS INC	846.	2,677.
00817Y108 AETNA INC	2,157.	2,604.
00846U101 AGILENT TECHNOLOGIES	1,091.	1,093.
02079K107 ALPHABET INC/CA-CL C	3,978.	7,718.
02079K305 ALPHABET INC/CA-CL A	2,311.	3,962.
04314H667 ARTISAN INTL VALUE F	24,632.	29,378.
09062X103 BIOGEN INC	826.	1,985.
09247X101 BLACKROCK INC	2,365.	2,664.
14042Y601 CAPITAL GR NON US EQ	34,413.	32,105.
14949P208 CAUSEWAY INTERNATL V	35,645.	30,888.
16119P108 CHARTER COMMUNICATIO	2,543.	3,167.
20030N101 COMCAST CORP-CLASS A	577.	2,348.
20605P101 CONCHO RESOURCES INC	1,322.	1,459.
22160K105 COSTCO WHOLESALE COR	1,674.	2,081.
25470M109 DISH NETWORK CORP-A	1,641.	1,912.
26875P101 EOG RESOURCES INC	4,633.	5,662.
26884L109 EQT CORP	1,864.	1,700.
30303M102 FACEBOOK INC-A	3,391.	5,177.
31620M106 FIDELITY NATIONAL IN	2,217.	2,647.
37045V100 GENERAL MOTORS CO	2,203.	2,892.
38141G104 GOLDMAN SACHS GROUP	1,809.	2,873.
46637K513 JPM GLBL RES ENH IND	96,928.	106,562.
57636Q104 MASTERCARD INC-CLASS	1,193.	4,750.

BESSIE SHIELDS FOUNDATION XXXXX1004 25-1380543

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
58933Y105 MERCK & CO. INC.	2,590.	2,414.
59156R108 METLIFE INC	1,420.	2,748.
60871R209 MOLSON COORS BREWING	2,176.	2,725.
65339F101 NEXTERA ENERGY INC	1,378.	1,314.
65473P105 NISOURCE INC	1,177.	1,838.
67103H107 O'REILLY AUTOMOTIVE	1,340.	1,392.
78462F103 SPDR S&P 500 ETF TRU	81,099.	100,589.
78486Q101 SVB FINANCIAL GROUP	1,391.	1,888.
89353D107 TRANSCANADA CORP	2,327.	2,348.
90130A101 TWENTY-FIRST CENTURY	2,036.	1,823.
91324P102 UNITEDHEALTH GROUP I	2,732.	7,362.
92532F100 VERTEX PHARMACEUTICA	1,488.	1,547.
92826C839 VISA INC-CLASS A SHA	2,073.	2,107.
94106B101 WASTE CONNECTIONS IN	1,666.	1,729.
96208T104 WEX INC	1,392.	1,674.
98138H101 WORKDAY INC-CLASS A	990.	793.
G0176J109 ALLEGION PLC	1,765.	1,728.
G0177J108 ALLERGAN PLC	5,663.	4,620.
G1151C101 ACCENTURE PLC-CL A	2,178.	3,045.
G51502105 JOHNSON CONTROLS INT	1,848.	1,606.
H1467J104 CHUBB LTD	2,240.	4,624.
Y09827109 BROADCOM LTD	1,656.	7,248.
TOTALS	622,222.	762,474.

BESSIE SHIELDS FOUNDATION XXXXX1004 25-1380543

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
91929687 BLACKROCK HIGH YIELD		20,000.	21,341.
258620103 DOUBLELINE TOTL RET		20,586.	19,515.
921937603 VANGUARD TOTAL BOND		20,000.	19,925.
922031810 VANGUARD INTM TRM IN		20,000.	19,768.
4812A4435 JPM TOTAL RETURN FD		20,714.	20,285.
55273E640 MFS EMERGING MKTS DE		19,598.	18,800.
64128K868 NEUBERGER BERMAN HI		17,500.	19,346.
	TOTALS	138,398.	138,980.

BESSIE SHIELDS FOUNDATION XXXXX1004 25-1380543

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
277923728 EATON VANCE GLOBAL M	C	9,187.	8,870.
00771X435 CHILTON STRATEGIC EU	C	8,500.	8,713.
12628J881 CRM LONG/SHORT OPPOR	C	8,500.	8,398.
29446A819 EQUINOX CAMPBELL STR	C	10,766.	9,344.
38145C646 GOLDMAN SACHS STRAT	C	10,158.	9,152.
72201M487 PIMCO UNCONSTRAINED	C	9,994.	9,327.
TOTALS		57,105.	53,804.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: JP MORGAN CHASE BANK, N.A.

ADDRESS: 10 S DEARBORN STREET; MC; IL 1-0117
CHICAGO, IL 60603

TELEPHONE NUMBER: (866)888-5157

RECIPIENT NAME:
JPMORGAN CHASE BANK NA
ADDRESS:
2200 ROSS AVENUE
DALLAS, TX 75201-2787
RECIPIENT'S PHONE NUMBER: 214-965-2908
FORM, INFORMATION AND MATERIALS:
LETTER WITH BUDGET FIGURES TO ATTENTION
OF ANNE MCCULLOUGH AT ABOVE ADDRESS
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
ALL RECIPIENT ORGANIZATIONS MUST BE DOMESTIC &
MUST BE ORGANIZED AND OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE,
SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES.