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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

Name of foundation: DLMC FOUNDATION

A Employer identification number: 26-0625398

Number and street (or P O box number if mail is not delivered to street address): 1845 PLUMBAGO WAY Room/suite:

B Telephone number (see instructions): 239-213-0000

City or town, state or province, country, and ZIP or foreign postal code: NAPLES FL 34105

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 ☒ 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)* ▶ $ 3,361,181

J Accounting method ☒ 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))*

	Line	Description	(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 ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	58,430	58,430		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-27,637			
	b	Gross sales price for all assets on line 6a 1,135,498				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	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) STMT 1	3,125	3,125		
	12	**Total.** Add lines 1 through 11	33,918	61,555	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	50,000	40,000		10,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	2,775	2,000		775
	c	Other professional fees (attach schedule) STMT 3	22,253	22,253		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	289	289		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	75,317	64,542	0	10,775
	25	Contributions, gifts, grants paid	207,500			207,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	282,817	64,542	0	218,275
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-248,899			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)			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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	160,976	18,139	18,139
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	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) SEE STMT 5	2,022,904	1,983,699	2,396,030
	c	Investments – corporate bonds (attach schedule) SEE STMT 6	1,022,682	962,944	947,012
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	3,206,562	2,964,782	3,361,181
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)	0	0	
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 ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,206,562	2,964,782	
	30	**Total net assets or fund balances** (see instructions)	3,206,562	2,964,782	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,206,562	2,964,782	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,206,562
2	Enter amount from Part I, line 27a	2	-248,899
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	13,114
4	Add lines 1, 2, and 3	4	2,970,777
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	5,995
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,964,782

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	FIDELITY 988 LONG TERM	P		
b	FIDELITY 988 SHORT TERM	P		
c	LONG-TERM CAP GAIN DISTRIB			
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	981,791		1,073,219	-91,428
b	89,408		89,916	-508
c	64,299			64,299
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				-91,428
b				-508
c				64,299
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	-27,637
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	181,345	3,629,573	0.049963
2014	184,157	3,747,003	0.049148
2013	141,170	3,718,454	0.037965
2012	141,461	2,974,771	0.047554
2011	71,411	2,900,410	0.024621

2	**Total** of line 1, column (d)	2	0.209251
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	0.041850
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,334,071
5	Multiply line 4 by line 3	5	139,531
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	139,531
8	Enter qualifying distributions from Part XII, line 4	8	218,275

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	
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	
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	0
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,876		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,876
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	1,876
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 1,876 **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)?	1b		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?	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? N/A	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) ▶ FL			
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 ▶ CRESCENT GROVE ADVISORS, LLC Telephone no ▶ 847-752-0292
100 FIELD DR, STE 120
Located at ▶ LAKE FOREST IL ZIP+4 ▶ 60045

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		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?	N/A	1c		
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 ▶ 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)	N/A	2b		
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				
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)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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 ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, 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
SEE STATEMENT 9				

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 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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 N/A	
2	
3	
4	

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

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

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	3,297,544
b	Average of monthly cash balances	1b	87,300
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,384,844
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	3,384,844
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	50,773
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,334,071
6	**Minimum investment return.** Enter 5% of line 5	6	166,704

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	166,704
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a		
b	Income tax for 2016 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	166,704
4	Recoveries of amounts treated as qualifying distributions	4	1,500
5	Add lines 3 and 4	5	168,204
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	168,204

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	218,275
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	218,275
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	218,275

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

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1	Distributable amount for 2016 from Part XI, line 7				168,204
2	Undistributed income, if any, as of the end of 2016				
a	Enter amount for 2015 only			176,484	
b	Total for prior years 20____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2016				
a	From 2011				
b	From 2012				
c	From 2013				
d	From 2014				
e	From 2015				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 218,275				
a	Applied to 2015, but not more than line 2a			176,484	
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				41,791
e	Remaining amount distributed out of corpus				
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				
b	Prior years' undistributed income Subtract line 4b from line 2b				
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				
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				126,413
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)				
9	**Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2012				
b	Excess from 2013				
c	Excess from 2014				
d	Excess from 2015				
e	Excess from 2016				

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

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))

LIVIO DESIMONE

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10				207,500
Total			▶ 3a	207,500
b *Approved for future payment*				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	58,430	
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	-27,637	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b MISCELLANEOUS			1	3,125	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		33,918	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 33,918

(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)
N/A	

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
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

Signature of officer or trustee — Date: 06 Jun 2017 — Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
RHONDA L. NEWMAN	RHONDA L. NEWMAN	05/26/17	

Firm's name ▶ JANSEN VALK THOMPSON & REAHM PC — PTIN

Firm's address ▶ 7171 STADIUM DR KALAMAZOO, MI 49009-4943 — Firm's EIN ▶ — Phone no 269-381-7600

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	$ 3,125	$ 3,125	$
TOTAL	$ 3,125	$ 3,125	$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 2,775	$ 2,000	$	$ 775
TOTAL	$ 2,775	$ 2,000	$ 0	$ 775

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISOR FEES	$ 22,253	$ 22,253	$	$
TOTAL	$ 22,253	$ 22,253	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FILING FEE	$ 61	$ 61	$	$
FOREIGN TAXES PAID	228	228		
TOTAL	$ 289	$ 289	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ACUITAS US MICROCAP FUND	$	$ 126,471	COST	$ 161,321
ARTISAN INTERNATIONAL FUND	43,622	36,931	COST	40,719
BMO SMALL CAP GROWTH FUND	226,980		COST	
BOSTON PARTNERS GLOBAL L/S FUND		175,389	COST	181,484
BROWN ADVISORY GROWTH EQUITY FUND	254,862	242,103	COST	283,543
DODGE & COX INTERNATIONAL STOCK FUND	46,204	40,163	COST	41,468
FMI COMMON STOCK FUND	217,192	289,813	COST	316,055
FMI LARGE CAP FUND	315,062	299,975	COST	365,106
ISHARES RUSSELL 2000 GROWTH ETF		93,738	COST	104,679
KAYNE ANDERSON MLP INVT CO	112,939	111,749	COST	97,450
KELLNER MERGER FUND		111,189	COST	110,552
MAINSTAY MARKETFIELD FUND	222,956		COST	
MERGER FUND	120,518		COST	
OPPENHEIMER DEVELOPING MARKETS FUND	119,405	102,377	COST	96,680
OTTER CREEK LONG SHORT OPPORT FUND		180,618	COST	180,020
THE FX STRATEGY FUND	162,128		COST	
TORTOISE ENERGY INFRSTRCTR CP COM	102,642	102,642	COST	98,822
VULCAN MATERIALS CO	78,394	70,541	COST	318,131
TOTAL	$ 2,022,904	$ 1,983,699		$ 2,396,030

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ARTISAN HIGH INCOME FUND ADVISOR	$ 281,734	$ 301,095	COST	$ 298,145
DOUBLELINE TOTAL RETURN BOND FD		163,892	COST	159,685
DRIEHAUS ACTIVE INCOME FUND	100,294		COST	
DRIEHAUS SELECT CREDIT FUND	94,148		COST	
LOOMIS SAYLES BOND FUND	198,051	170,970	COST	161,486
TCW TOTAL RETURN BOND FUND	212,036	215,723	COST	213,539
VANGUARD INFLATION PROTECTED	87,379	90,530	COST	93,087
VANGUARD ST INVESTMENT GRADE BD FD	49,040	20,734	COST	21,070
TOTAL	$ 1,022,682	$ 962,944		$ 947,012

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
NONDIVIDEND DISTRIBUTIONS	$ 11,614
RETURNED GRANT FROM 2015	1,500
TOTAL	$ 13,114

Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
COST BASIS DIFFERENCES ON SALES	$ 5,995
TOTAL	$ 5,995

Federal Statements

Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
LISE DESIMONE 1845 PLUMBAGO WAY NAPLES FL 34105	VICE PRESIDE	0.00	0	0	0
LIVIO D. DESIMONE 1845 PLUMBAGO WAY NAPLES FL 34105	VICE PRESIDE	0.00	0	0	0
DANIEL DESIMONE 48 KETTLE COVE ROAD CAPE ELIZABETH ME 04107	PRESIDENT	0.00	12,500	0	0
LIVIA LANG 3244 BITTERSWETT LANE ST. CLOUD MN 56301	VICE PRESIDE	0.00	12,500	0	0
MARK DESIMONE 2809 MONTGOMERY AVE. DAVIS CA 95618	VICE PRESIDE	0.00	12,500	0	0
CYNTHIA NORTH 4650 MEDINA LAKE DRIVE MEDINA MN 55340	VICE PRESIDE	0.00	12,500	0	0

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
LIVIO DESIMONE	$
TOTAL	$ 0

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Relationship	Address / Status	Purpose	Amount
BLOOM EARLY LEARNING CENTER PLYMOUTH MN 55447		17805 COUNTRY RD 6 PUBLIC	OPERATIONS	6,000
CARING BRIDGE EAGAN MN 55121		2750 BLUE WATER RD $275 PUBLIC	OPERATIONS	2,000
CENTRACARE FOUNDATION ST. CLOUD MN 56303-1901		1406 SIXTH AVE N. PUBLIC	OPERATIONS	3,000
CHARITY NAVIGATOR GLEN ROCK NJ 07452		139 HARRISTOWN RD PUBLIC	OPERATIONS	2,000
CHILDRENS HOSPITAL FOUNDATION ROSEVILLE MN 55113		2910 CENTRE POINTE DR PUBLIC	OPERATIONS	10,000
CHILDRENS MINNESOTA WOODBURY MN 55125		628 BIELENBERG DR PUBLIC	OPERATIONS	7,500
CHILDRENS MUSEUM OF MN BLOOMINGTON MN 55425		60 E BROADWAY PUBLIC	OPERATIONS	2,000
CHRISTIAN BROTHERS HIGH SCHOOL MEMPHIS TN 38120		5900 WALNUT GROVE RD PUBLIC	OPERATIONS	5,000
CURE ALZHEIMERS FUND PITTSBURGH PA 15222		535 SMITHFIELD ST PUBLIC	OPERATIONS	2,500
DANA FARBER CANCER INSTITUTE BOSTON MA 02445	NONE	10 BROOKLINE PLACE WEST PUBLIC	OPERATIONS	8,000
DOCTORS WITHOUT BORDERS HAGERSTOWN MD 21741	NONE	PO BOX 5030 PUBLIC	OPERATIONS	8,500
FISCHER HOUSE ROCKVILLE MD 20850		111 ROCKVILLE PIKE PUBLIC	OPERATIONS	10,000
FOLDS OF HONOR OWASSO OK 74055	NONE	5800 N PATRIOT DR PUBLIC	OPERATIONS	9,000
GOD'S LOVE WE DELIVER NEW YORK NY 10013		166 6TH AVE PUBLIC	OPERATIONS	2,000
GREATER MINNESOTA CRISIS CENTER MINNEAPOLIS MN 55419	NONE	4544 4TH AVE S PUBLIC	OPERATIONS	4,000
HABITAT FOR HUMANITY OF PORTLAND ME 04104	NONE	PO BOX 10505 PUBLIC	OPERATIONS	6,500
INTERFAITH OUTREACH & COMM. PARTNER PLYMOUTH MN 55447	NONE	1605 COUNTY RD 101 N PUBLIC	OPERATIONS	5,000

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
KABOOM WASHINGTON DC 20008	4301 CONNECTICUT AVE NW	PUBLIC	OPERATION	2,000
LOCAL EDUCATION AND ACT ST. PAUL MN 55101	101 E 5TH ST	PUBLIC	OPERATIONS	500
MAINE PUBLIC BROADCASTING NETWORK BANGOR ME 04401	63 TEXAS AVE.	PUBLIC	OPERATIONS	1,500
MICHIGAN ENGINEERING FUND ANN ARBOR MI 48109-2102	1221 BEAL AVENUE	PUBLIC	OPERATIONS	2,500
MONDAVI CENTER DAVIS CA 95616	1 SHIELDS AVE	PUBLIC	OPERATIONS	2,000
MOUNDS VIEW SCHOOLS DISTRICT SHOREVIEW MN 55126	350 HIGHWAY 96 W	PUBLIC	OPERATIONS	5,000
ONE LONGFELLOW SQUARE PORTLAND ME 04101	181 STATE ST	PUBLIC	OPERATIONS	500
PORTLAND MUSEUM OF ART PORTLAND ME 04101	7 CONGRESS SQ	PUBLIC	OPERATIONS	1,500
PORTLAND OVATIONS PORTLAND ME 04101	50 MONUMENT SQ	PUBLIC	OPERATIONS	2,500
PORTLAND STAGE PORTLAND ME 04101	25 FOREST AVE	PUBLIC	OPERATIONS	1,000
PREBLE STREET RESOURCE PORTLAND ME 04101	38 PREBLE STREET	PUBLIC	OPERATIONS	10,000
RIDING TO THE TOP WINDHAM ME 04062	10 LILAC DR	PUBLIC	OPERATIONS	1,000
RPI INCUBATOR TROY NY 12180-3590	110 8TH STREET	PUBLIC	OPERATIONS	10,000
ST JOHNS PROGRAM FOR REAL CHANGE SACRAMENTO CA 95825-7684	2443 FAIR OAKS BLVD, #369	PUBLIC	OPERATIONS	5,000
SUMMIT ACADEMY OCI MINNEAPOLIS MN 55405	935 OLSON MEMORIAL HWY	PUBLIC	OPERATIONS	2,500
TEE IT UP FOR THE TROOPS BURNSVILLE MN 55337	515 TRAVELERS TRAIL W	PUBLIC	OPERATIONS	1,500
THE BEAUTIFUL MINDS PROJECT SOUTH BEND IN 46635	53846 GENERATIONS DR	PUBLIC	OPERATIONS	1,000

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
THE JACKSON LABORATORY FARMINGTON CT 06032	10 DISCOVERY DR	PUBLIC	OPERATIONS	11,000
UC BERKELEY BERKELEY CA 94720	2080 ADDISON STREET #4200	PUBLIC	OPERATIONS	35,000
UNIVERSITY OF MINNESOTA MINNEAPOLIS MN 55455	3 MORRILL HALL	PUBLIC	OPERATIONS	2,000
WABAN PROJECTS SANFORD ME 04073	5 DUNAWAY DR	PUBLIC	OPERATIONS	7,500
WAYZATA PUBLIC SCHOOLS FOUNDATION WAYZATA MN 55391	PO BOX 915	PUBLIC	OPERATIONS	5,000
WIKIPEDIA WASHINGTON DC 20090	PO BOX 98204	PUBLIC	OPERATIONS	4,000
TOTAL				207,500