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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- 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.

For calendar year 2016 or tax year beginning , and ending

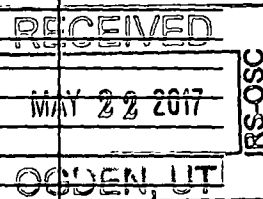
Name of foundation THE GOODYEAR FOUNDATION			A Employer identification number 34-6522959	
Number and street (or P O box number if mail is not delivered to street address) 200 INNOVATION WAY		Room/suite	B Telephone number (see instructions) (330) 796-0665	
City or town, state or province, country, and ZIP or foreign postal code AKRON OH 44316-0001				
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Name change			C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,831,853		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	2,500,000			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	39,640	39,640		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
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)				
12	Total. Add lines 1 through 11	2,539,640	39,640	0	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) ATCH 1	275	75		
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	275	75	0	0
25	Contributions, gifts, grants paid	675,000			675,000
26	Total expenses and disbursements. Add lines 24 and 25	675,275	75	0	675,000
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,864,365			
b	Net investment income (if negative, enter -0-)		39,565		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2016)

HTA


 SCANNED JUN 08 2017
 Operating and Administrative Expenses

P 5

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	5,006,862		
	2 Savings and temporary cash investments			
	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			
	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) ATCH 2		4,193,337	4,147,962
	c Investments—corporate bonds (attach schedule) ATCH 3		2,210,000	2,216,001
	11 Investments—land, buildings, and equipment basis			
Liabilities	Less accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) ATCH 4		467,890	467,890
	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)	5,006,862	6,871,227	6,831,853
	17 Accounts payable and accrued expenses			
Net Assets or Fund Balances	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	
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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	5,006,862	6,871,227	
	30 Total net assets or fund balances (see instructions)	5,006,862	6,871,227	
Total liabilities and net assets/fund balances (see instructions)	31	5,006,862	6,871,227	

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	5,006,862
2	Enter amount from Part I, line 27a	2	1,864,365
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	6,871,227
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	6,871,227

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				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

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	0
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	0

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.

(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	335	1,279,079	0.000262
2014	335	6,759	0.049564
2013	340	6,759	0.050303
2012	670	6,759	0.099127
2011	0	6,759	0.000000

2	Total of line 1, column (d)	2	0.199256
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	0.039851
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	5,966,757
5	Multiply line 4 by line 3	5	237,781
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	396
7	Add lines 5 and 6	7	238,177
8	Enter qualifying distributions from Part XII, line 4 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.	8	675,000

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1		396
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		396
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5		396
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a		
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		0
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		396
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be Credited to 2017 estimated tax Refunded	11		0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ (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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i> ATCH 5	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **►** _____

14 The books are in care of **►** DAVID BIALOSKY Telephone no. **►** (330) 796-2408
 Located at **►** 200 INNOVATION WAY AKRON OH ZIP+4 **►** 44316

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here **►** ☐
 and enter the amount of tax-exempt interest received or accrued during the year **►** 15

16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **►** ☐
 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	N/A
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)? ☐ Yes ☒ No

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 ☒ No

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

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? ☐ Yes ☒ No

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
ATCH 6	00	0		
	00	0		
	00	0		
	00	0		
	00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

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

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

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 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	
Total. Add lines 1 through 3	▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,057,621
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,057,621
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	
3	Subtract line 2 from line 1d	3	6,057,621
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	90,864
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,966,757
6	Minimum investment return. Enter 5% of line 5	6	298,338

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	298,338
2a	Tax on investment income for 2016 from Part VI, line 5	2a	396
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	396
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	297,942
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	297,942
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	297,942

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	675,000
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	675,000
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	396
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	674,604

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				297,942
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			63,954	
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	0			
4 Qualifying distributions for 2016 from Part XII, line 4 \blacktriangleright \$ 675,000				
a Applied to 2015, but not more than line 2a			63,954	
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				297,942
e Remaining amount distributed out of corpus	313,104			
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	313,104			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
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	313,104			
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	313,104			

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

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

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

NONE

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c** Any submission deadlines.

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> Akron Children's Hospital One Perkins Square Akron, OH 44308 The University of Akron PO BOX 2203 Akron, OH 44398 John Carroll University 1 John Carroll UBoulevard University Heights, OH 44118		PC PC PC	COMMUNITY OUTREACH COMMUNITY OUTREACH COMMUNITY OUTREACH	175,000 200,000 300,000
Total			3a	675,000
b <i>Approved for future payment</i>				
Total			3b	0

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

THE GOODYEAR FOUNDATION

Employer identification number

34-6522959

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
----------------------	--------------------------------

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE GOODYEAR TIRE & RUBBER COMPANY 200 INNOVATION WAY AKRON, OH 44613-0001	\$ 2,500,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

Part II **Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization

Employer identification number

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

Part I, Line 16c (990-PF) - Other Professional Fees

		275	75	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	State of Ohio Registration Fee	200			0
2	PNC Investment Management Fee	75	75		0

THE GOODYEAR FOUNDATION
INVESTMENTS-CORPORATE STOCKS

<u>Account</u>	<u>Book Value</u>	<u>Market Value</u>
Consumer discretionay	\$120,145	\$117,827
Consumer staples	\$66,620	\$66,617
Energy	\$83,288	\$81,371
Financial	\$102,376	\$101,787
Health care	\$186,697	\$186,542
Industrials	\$68,212	\$67,838
Information technology	\$166,174	\$163,675
Materials	\$16,683	\$16,295
Telecommunication services	\$41,907	\$41,779
Utilities	\$16,627	\$16,630
Etf - equity	\$1,439,607	\$1,415,126
Mutual funds - equity	\$1,885,000	\$1,872,476
	<u>\$4,193,337</u>	<u>\$4,147,962</u>

THE GOODYEAR FOUNDATION
INVESTMENTS-BONDS

<u>Account</u>	<u>Book Value</u>	<u>Market Value</u>
Mutual funds - fixed income	\$2,210,000	\$2,216,001
	<u>\$2,210,000</u>	<u>\$2,216,001</u>

THE GOODYEAR FOUNDATION
INVESTMENT - OTHER

<u>Account</u>	<u>Book Value</u>	<u>Market Value</u>
Money Market Account Statement	\$340,366	\$340,366
Cash and Cash Equivalents - Portfolio - Income	\$29,125	\$29,125
Cash and Cash Equivalents - Portfolio - Principal	\$98,399	\$98,399
	<u>\$467,890</u>	<u>\$467,890</u>

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:35 PM 02/29/2016
FILED 03:35 PM 02/29/2016
SR 20161330161 - File Number 396509

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

OF

GOODYEAR TIRE & RUBBER COMPANY FUND

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Goodyear Tire & Rubber Company Fund, a corporation organized and existing under and
by virtue of the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. That the name of this corporation is Goodyear Tire & Rubber Company Fund, and
that this corporation was originally incorporated pursuant to the General Corporation Law on
October 16, 1945 under the name "Goodyear Foundation, Inc." On each of December 28, 1953,
February 28, 1964 and October 23, 1969, the Certificate of Incorporation was further amended
to, among other things, change the name of this corporation to "Goodyear Tire & Rubber
Company Fund."

2. That the Board of Trustees duly adopted resolutions proposing this amendment
and restatement of the Certificate of Incorporation of this corporation, declaring said amendment
and restatement to be advisable and in the best interests of this corporation, and to solicit the
consent of the Members therefor.

3. That the text of the Certificate of Incorporation of this corporation is hereby
amended and restated in its entirety to read as follows:

FIRST. The name of this corporation is "THE GOODYEAR FOUNDATION" (the
"Foundation").

SECOND. Its principal office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD. The Foundation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes, including within those purposes:

1. To extend financial aid through grants, gifts or contributions to a State, a Territory, a possession of the United States, or any political subdivisions of any of the foregoing, or the United States or the District of Columbia, but only if the grant, gift or contribution is made for exclusively public purposes;
2. To extend financial aid through grants, gifts or contributions to corporations, trusts, organizations, institutions, or community chests, funds or foundations, organized and operated exclusively for charitable, educational or scientific purposes conducive to the public welfare;
3. To acquire or receive from any persons, firms, associations or corporations by deed, gift, purchase, bequest, devise or otherwise, cash, securities and other property, tangible and intangible, real and personal, and to hold, administer, manage, invest and reinvest, and to disburse the principal and income thereof for the purposes hereof; and
4. To do such other things as may be necessary or advisable directly or indirectly to effectuate the foregoing purposes.

Each corporation, trust, organization, institution, or community chest, fund or foundation to which any grant, gift or contribution is given by the Foundation, shall have been created or organized in the United States or in a possession thereof or under the laws of the United States, or of any State or Territory, or of the District of Columbia, or of any possession of the United States, and shall be organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual. Any grant, gift or contribution given by the Foundation to any trust, organization, institution, or community chest, fund or foundation which is not an incorporated organization, institution, or community chest, fund or foundation shall be used by the recipient only within the United States or any of its possessions exclusively for charitable, educational or scientific purposes. No activity shall be carried on by the Foundation which is not consonant with the purposes set forth herein. No part of the assets or net earnings of the Foundation shall inure to the benefit of any incorporator or Director of the Foundation, or of any private individual, or of any person, firm, association or corporation making gifts or contributions to the Foundation, except that the Foundation is authorized and empowered to pay reasonable compensation to persons other than Directors for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article THIRD. No activity

of the Foundation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation or participating in or intervening in (including the publishing or distributing of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office.

FOURTH. The Foundation is not authorized to issue capital stock and shall have no Members.

FIFTH. It is intended that the Foundation shall have the status of an organization (a) that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, (b) to which contributions are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code, and (c) to which bequests and gifts are deductible for federal estate and gift tax purposes under Sections 2005(a)(2) and 2522(a)(2) of the Internal Revenue Code, respectively, for so long as such taxes apply. This Amended and Restated Certificate of Incorporation shall be construed, and all authority and activities of the Foundation shall be limited, accordingly.

The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code. The Foundation shall make qualifying distributions for each year at such time and in such manner as to satisfy the minimum distribution requirements of Section 4942 of the Internal Revenue Code. The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code. The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code. The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

SIXTH. The private property of the incorporators and Directors shall not be subject to the payment of corporate debts.

SEVENTH. The affairs of the Foundation shall be managed and conducted by a Board of Directors, which shall consist of such number, not less than three, as may from time to time be elected in accordance with the bylaws of the Foundation. The Board of Directors shall consist of the following members, each to serve until their respective successors are elected or appointed or their earlier deaths, resignations or removals: Richard J. Kramer, Laura K. Thompson, David L. Bialosky, G. Paul Fitzhenry and John T. Lucas.

All vacancies in the Board of Directors occasioned by death, resignation or otherwise shall be filled from time to time as provided in the bylaws of the Foundation. The Board of Directors shall be authorized to manage and conduct the affairs of the Foundation either directly or through such committees, officers and agents as the Board of Directors shall elect or appoint or authorize to be elected or appointed.

EIGHTH. Elections of Directors need not be by written ballot except and to the extent provided in the bylaws of the Foundation.

NINTH. To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no Director shall be personally liable to the Foundation for or with respect to any acts or omissions in the performance of his or her duties as a Director. Any repeal or modification of this Article NINTH shall not adversely affect any right or protection of a Director existing immediately prior to such repeal or modification.

TENTH. In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of the Foundation. The Foundation may in

its bylaws confer powers upon the Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

ELEVENTH. The Foundation may be dissolved (i) at a meeting held for the purpose of adopting a resolution of dissolution by the vote or consent of a majority of the full number of Directors of the Foundation or (ii) without a meeting by the written consent of all the Directors. Upon the dissolution of the Foundation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Foundation, shall distribute all of the assets of the Foundation to such charitable organization or organizations described in Section 501(c)(3) and Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code or to such government or governmental entity described in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, in each case, as the Board of Directors shall determine. If for any reason the Board of Directors fails to so distribute any such assets, the assets not so disposed of shall be distributed exclusively for charitable and educational purposes to such charitable organization or organizations described in Section 501(c)(3) and Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code as may be designated by the Court of Common Pleas of the county in which the principal office of the Foundation is then located.

TWELFTH. This Amended and Restated Certificate of Incorporation may be amended, or a new Certificate of Incorporation may be adopted (i) at a meeting held for such purpose, by the vote or consent of a majority of the full number of Directors of the Foundation or (ii) without a meeting by the written consent of all the Directors.

THIRTEENTH. All references in this Amended and Restated Certificate of Incorporation to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions

of any similar law subsequently enacted, and to all regulations issued under such Sections and provisions.

FOURTEENTH. This Amended and Restated Certificate of Incorporation constitutes the Amended and Restated Certificate of Incorporation of the Foundation in accordance with the General Corporation Law of the State of Delaware and, as such, supersedes the existing Certificate of Incorporation of the Foundation, as amended.

IN WITNESS WHEREOF, the undersigned officer of the Foundation has executed this Amended and Restated Certificate of Incorporation on behalf of the Foundation this 29th day of February, 2016.

By: Daniel T. Young
Daniel T. Young
Assistant Secretary

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	RICHARD J KRAMER		200 INNOVATION WAY	AKRON	OH	44316		DIRECTOR, CHAIRMAN AND PRESIDENT	0 10	0		
2	DAVID L BIALOSKY		200 INNOVATION WAY	AKRON	OH	44316		DIRECTOR, VICE PRESIDENT AND SECRETARY	0 25	0		
3	PETER R RAPIN		200 INNOVATION WAY	AKRON	OH	44316		VICE PRESIDENT AND TREASURER	0 25	0		
4	G. PAUL FITZHENRY		200 INNOVATION WAY	AKRON	OH	44316		DIRECTOR, VICE PRESIDENT AND EXEC DIRECTOR	0 25	0		
5	EVAN M SCOCOS		200 INNOVATION WAY	AKRON	OH	44316		VICE PRESIDENT AND CONTROLLER	0 50	0		
6	KENNETH BARFUSS		200 INNOVATION WAY	AKRON	OH	44316		ASSISTANT TREASURER	0 25	0		
7	LAURA K THOMPSON		200 INNOVATION WAY	AKRON	OH	44316		DIRECTOR	0 25	0		
8	JOHN T LUCAS		200 INNOVATION WAY	AKRON	OH	44316		DIRECTOR	0 25	0		
9	DANIEL T YOUNG		200 INNOVATION WAY	AKRON	OH	44316		ASSISTANT SECRETARY	0 25	0		
10	ALISON L WHITE		200 INNOVATION WAY	AKRON	OH	44316		VICE PRESIDENT	1 00	0		
11										0		



THE GOODYEAR FOUNDATION INV CONS
INVESTMENT MANAGEMENT STATEMENT

October 1, 2016 - December 30, 2016 Page 10 of 30

Detail

Fixed income

Mutual funds - fixed income

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	Current price per unit	Current price per unit	Avg tax cost per unit		Avg tax cost per unit	Unrealized gain/loss				
BAIRD AGGREGATE BOND FUND (BAGIX) FD #72 PNC	85,446 009	\$914,272 30	\$10 7000	\$910,000 00	14 09 %	\$10 65	\$4,272 30	2 46 %	\$22,472 30		
DODGE & COX INCOME FUND (DODIX) FD #147 PNC	67,059 690	911,341 19	13 5900	910,000 00	14 04 %	13 57	1,341 19	3 23 %	29,372 14		
T ROWE PRICE INSTITUTIONAL (PFFRX) FLOATING RATE FUND FD #430 PNC	38,728 898	390,387 29	10 0800	390,000 00	6 02 %	10 07	387 29	4 18 %	16,304 87		660 71
Total mutual funds - fixed income		\$2,216,000.78		\$2,210,000.00	34.14 %		\$6,000.78	3.08 %	\$68,149.31		\$660.71
Total fixed income		\$2,216,000.78		\$2,210,000.00	34.14 %		\$6,000.78	3.08 %	\$68,149.31		\$660.71





SUPPLEMENTAL FINANCIAL SUPPORT

THE GOODYEAR FOUNDATION INV CONS INVESTMENT MANAGEMENT STATEMENT

October 1, 2016 - December 30, 2016

Page 11 of 30

Detail

Equities

Stocks

Consumer discretionary

Description (Symbol)	Market value last period		Current market value	% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit			Avg tax cost per unit	Unrealized gain/loss				
AMAZON COM INC (AMZN)	26	\$19,496.62		0.31 %	\$19,888.18	-\$391.56				
ITHAKA GROUP		\$749,8700			\$764.93					
DISNEY WALT CO (DIS)		9,275.58		0.15 %	9,365.47	-89.89		1.50 %	138.84	
ITHAKA GROUP	89	104,2200			105.23					
DOMINO'S PIZZA, INC (DPZ)		5,254.92		0.09 %	5,354.58	-99.66		0.96 %	50.16	
ITHAKA GROUP	33	159,2400			162.26					
HOME DEPOT INC (HD)		7,106.24		0.11 %	7,188.39	-82.15		2.06 %	146.28	
ITHAKA GROUP	53	134,0800			135.63					
LOWES COMPANIES INC (LOW)		16,144.24		0.25 %	16,599.94	-455.70		1.97 %	317.80	
DELAWARE CAPITAL MANAGEMENT	227	71,1200			73.13					
NIKE INC (NKE)		4,473.04		0.07 %	4,593.51	-120.47		1.42 %	63.36	
CLASS B	88	50,8300			52.20					
ITHAKA GROUP										
O REILLY AUTOMOTIVE INC (ORLY)		3,619.33		0.06 %	3,684.72	-65.39				
ITHAKA GROUP	13	278,4100			283.44					
STARBUCKS CORP (SBUX)		15,434.56		0.24 %	15,903.85	-469.29		1.81 %	278.00	
ITHAKA GROUP	278	55,5200			57.21					
TJX COMPANIES INC NEW (TJX)		8,564.82		0.14 %	8,730.11	-165.29		1.39 %	118.56	
ITHAKA GROUP	114	75,1300			76.58					
ULTA SALON COSMETICS & FRAGR (ULTA)		20,140.26		0.32 %	20,416.75	-276.49				
ITHAKA GROUP	79	254,9400			258.44					
UNDER ARMOUR INC CLASS A (UAA)		4,415.60		0.07 %	4,465.43	-49.83				
ITHAKA GROUP	152	29,0500			29.38					
UNDER ARMOUR INC-CLASS C-W/I (UA)		3,901.35		0.07 %	3,954.03	-52.68				
ITHAKA GROUP	155	25,1700			25.51					
Total consumer discretionary		\$117,826.56		1.82 %	\$120,144.96	-\$2,318.40		0.95 %	\$1,113.00	



SUPPLEMENTAL FINANCIAL SUPPORT

THE GOODYEAR FOUNDATION INV CONS INVESTMENT MANAGEMENT STATEMENT



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Consumer staples

Description (Symbol)	Quantity	Current market value	Current price per unit	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ARCHER DANIELS MIDLAND CO (ADM)	368	\$16,799.20	\$45.6500	0.26%	\$16,653.84	\$45.26	\$145.36	2.63%	\$441.60	
DELAWARE CAPITAL MANAGEMENT										
CVS HEALTH CORPORATION (CVS)	211	16,650.01	78.9100	0.26%	16,654.00		-3.99	2.54%	422.00	
DELAWARE CAPITAL MANAGEMENT										
KRAFT HEINZ CO (KHC)	192	16,765.44	87.3200	0.26%	16,688.45	76.99	76.99	2.75%	460.80	
DELAWARE CAPITAL MANAGEMENT										
MONDELEZ INTERNATIONAL (MDLZ)	370	16,402.10	44.3300	0.26%	16,623.92	44.93	-221.82	1.72%	281.20	70.30
DELAWARE CAPITAL MANAGEMENT										
Total consumer staples		\$66,616.75		1.03%	\$66,620.21	-\$3.46	- \$3.46	2.41%	\$1,605.60	\$70.30

Energy

Description (Symbol)	Quantity	Current market value	Current price per unit	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
CHEVRON CORPORATION (CVX)	140	\$16,478.00	\$117.7000	0.26%	\$16,630.29	\$118.79	-\$152.29	3.68%	\$604.80	
DELAWARE CAPITAL MANAGEMENT										
CONOCOPHILLIPS (COP)	323	16,195.22	50.1400	0.25%	16,630.66	51.49	-435.44	2.00%	323.00	
DELAWARE CAPITAL MANAGEMENT										
HALLIBURTON CO (HAL)	303	16,389.27	54.0900	0.26%	16,692.24	55.09	-302.97	1.34%	218.16	
DELAWARE CAPITAL MANAGEMENT										
MARATHON OIL CORP (MRO)	920	15,925.20	17.3100	0.25%	16,696.99	18.15	-771.79	1.16%	184.00	
DELAWARE CAPITAL MANAGEMENT										
OCCIDENTAL PETROLEUM CORP (OXY)	230	16,382.90	71.2300	0.26%	16,638.18	72.34	-255.28	4.27%	699.20	
DELAWARE CAPITAL MANAGEMENT										
Total energy		\$81,370.59		1.25%	\$83,288.36	-\$1,917.77	- \$1,917.77	2.49%	\$2,029.16	



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Financial

Description (Symbol)	Market value last period	Quantity	Current market value	Current price per unit	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ALLSTATE CORP (ALL)		222	\$16,454.64	\$74.1200	0.26 %	\$16,534.54	\$74.48	- \$79.90	1.79 %	\$293.04	
DELAWARE CAPITAL MANAGEMENT					0.26 %	16,446.04	47.29	- 95.00	2.56 %	422.40	
BB&T CORP (BBT)		352	16,551.04	47.0200	0.26 %	16,535.62	47.3800	- 101.14	1.61 %	265.24	
BANK NEW YORK MELLON CORP (BK)		349	16,535.62	47.3800	0.26 %	16,530.46	68.44	- 206.09	2.02 %	330.48	
DELAWARE CAPITAL MANAGEMENT					0.25 %	16,172.39	104.34	- 168.64	0.86 %	136.40	
MARSH & MCLENNAN (MMC)		243	16,424.37	67.5900	0.31 %	19,755.99	77.78	61.09	0.85 %	167.64	
COMPANIES INC											
DELAWARE CAPITAL MANAGEMENT											
MASTERCARD INC CL A (MA)		155	16,003.75	103.2500							
ITHAKA GROUP		254	19,817.08	78.0200							
VISA INC (V)											
CLASS A SHARES											
ITHAKA GROUP											
Total financial			\$101,786.50		1.57 %	\$102,376.18		- \$589.68	1.59 %	\$1,615.20	

Health care

Description (Symbol)	Market value last period	Quantity	Current market value	Current price per unit	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ABBOTT LABORATORIES INC (ABT)		435	\$16,708.35	\$38.4100	0.14 %	\$16,638.71	\$38.25	\$69.64	2.76 %	\$461.10	
DELAWARE CAPITAL MANAGEMENT					0.07 %	8,420.76	21.39	- 81.50			
ALEXION PHARMACEUTICALS INC (ALXN)		69	8,442.15	122.3500	0.06 %	4,223.50	84.47	13.39			
ITHAKA GROUP		50	4,142.00	82.8400	0.26 %	3,673.15	282.55	- 63.99	2.50 %	413.08	103.25
BIOMARIN PHARMACEUTICAL INC (BMRN)		13	3,686.54	283.5800	0.24 %	16,617.09	72.25	- 172.22			
ITHAKA GROUP						15,219.72	117.08				
BIODERMA INC (BIIB)											
CARDINAL HEALTH INC (CAH)		230	16,553.10	71.9700							
DELAWARE CAPITAL MANAGEMENT											
CELGENE CORP (CELG)		130	15,047.50	115.7500							
ITHAKA GROUP											





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Health care

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
DEXCOM INC (DXCM)	Quantity	Current price per unit	0.06 %	3,869.41	62.41	-168.01			
ITHAKA GROUP	62	59,7000		9,311.58	245.82				
EDWARDS LIFESCIENCES CORP (EW)		93,7000	0.15 %	16,674.72	110.04				
ITHAKA GROUP	102			7,608.59	73.81				
EXPRESS SCRIPTS HLDG CO (ESRX)	244	68,7900	0.26 %	6,218.60	-1.86				
DELAWARE CAPITAL MANAGEMENT		7,682.40	0.12 %	100.30					
ILLUMINA INC (ILMN)	60	128,0400	0.10 %	16,617.59	-27.35		2.78 %	460.80	
ITHAKA GROUP	62	6,216.74		115.40					
INCYTE CORPORATION (INCY)		100,2700	0.26 %	16,650.19	-225.46		3.20 %	524.52	
ITHAKA GROUP	144	16,590.24		59.68					
JOHNSON & JOHNSON (JNJ)		16,424.73	0.26 %	16,458.52	73.80		3.95 %	651.52	
DELAWARE CAPITAL MANAGEMENT	279	58,8700		32.34					
MERCK & CO INC (MRK)		16,532.32	0.26 %	16,634.76	91.04		1.96 %	327.60	
DELAWARE CAPITAL MANAGEMENT	509	32,4800		91.40					
PFIZER INC (PFE)		16,725.80	0.26 %	11,859.84	-112.96				
DELAWARE CAPITAL MANAGEMENT	182	91,9000		370.62					
QUEST DIAGNOSTICS INC (DGX)		11,746.88	0.19 %						
DELAWARE CAPITAL MANAGEMENT	32	367,0900							
REGENERON PHARMACEUTICALS INC (REGN)									
ITHAKA GROUP									
Total health care		\$186,542.31	2.87 %	\$186,696.73	-\$154.42	1.52 %		\$2,838.62	\$103.25

Industrials

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
MIDDLEBY CORP (MIDD)	Quantity	Current price per unit	0.13 %	\$8,514.03	-\$141.38		0.02 %	\$1.30	
ITHAKA GROUP	65	\$8,372.65		\$130.99					
NORTHROP GRUMMAN CORPORATION (NOC)		\$128,8100	0.26 %	16,589.84	-76.66		1.55 %	255.60	
DELAWARE CAPITAL MANAGEMENT	71	16,513.18		233.66					
RAYTHEON COMPANY (RTN)		232,5800	0.26 %	16,628.59	-156.59		2.07 %	339.88	84.97
DELAWARE CAPITAL MANAGEMENT	116	16,472.00		143.35					
ITHAKA GROUP		142,0000							





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Industrials

Description [Symbol]	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
TRANSIGM GROUP INC (TDG)	Quantity	price per unit	0 16 %	9,958.40	10,002.80	- 44.40			
ITHAKA GROUP	40	248.9400			250.07				
WASTE MANAGEMENT INC (WMI)		16,522.03	0 26 %		16,476.62	45.41	2 32 %	382.12	
DELAWARE CAPITAL MANAGEMENT	233	70.9100			70.72				
Total industrials		\$67,938.26	1.05 %		\$69,211.88	- \$373.62	1.44 %	\$978.90	\$84.97

Information technology

Description [Symbol]	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ADOBE SYSTEMS INC (ADBE)	Quantity	price per unit	0 19 %	\$11,736.30	\$11,932.05	- \$195.75	0 05 %	\$5.70	
ITHAKA GROUP	114	\$102.9500			\$104.67				
ALPHABET INC/CA-CL C (GOOG)		17,751.86	0 28 %		18,187.71	- 435.85			
ITHAKA GROUP	23	771.8200			790.77				
CA INC (CA)		16,456.86	0 26 %		16,668.93	- 212.07	3 22 %	528.36	
DELAWARE CAPITAL MANAGEMENT	518	31.7700			32.18				
CISCO SYSTEMS INC (CSCO)		16,560.56	0 26 %		16,670.11	- 109.55	3 45 %	569.92	
DELAWARE CAPITAL MANAGEMENT	548	30.2200			30.42				
FACEBOOK INC A (FB)		25,771.20	0 40 %		26,237.01	- 465.81			
ITHAKA GROUP	224	115.0500			117.13				
INTEL CORP (INTC)		16,394.04	0 26 %		16,653.94	- 259.90	2 87 %	470.08	
DELAWARE CAPITAL MANAGEMENT	452	36.2700			36.85				
PAYPAL HOLDINGS INC-W/ (PYPL)		7,933.47	0 13 %		8,013.69	- 80.22			
ITHAKA GROUP	201	39.4700			39.87				
PRICELINE GROUP, INC (PCLN)		16,126.66	0 25 %		16,318.94	- 192.28			
ITHAKA GROUP	11	1,466.0600			1,483.54				
SALESFORCE COM (CRM)		17,525.76	0 27 %		17,866.14	- 340.38			
ITHAKA GROUP	256	68.4600			69.79				
SPLUNK INC (SPLK)		5,831.10	0 09 %		6,031.99	- 200.89			
ITHAKA GROUP	114	51.1500			52.91				





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Information technology

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ULTIMATE SOFTWARE GROUP INC (ULTI)	Quantity	Current price per unit	0.11 %	6,530.76	33.84				
ITHAKA GROUP	36	182,350.00		181.41					
WORKDAY INC CL A (WDAY)		5,022.84	0.08 %	5,062.74	-39.90				
ITHAKA GROUP	76	66,090.00		66.62					
Total information technology		\$163,675.25	2.52 %	\$166,174.01	-\$2,498.76	0.96 %		\$1,574.06	

Materials

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
DU PONT E I DE NEMOURS & CO (DD)	Quantity	Current price per unit	0.26 %	\$16,294.80					
DELAWARE CAPITAL MANAGEMENT	222	\$73,400.00		\$75.15					

Telecommunication services

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
AT&T INC (T)	Quantity	Current price per unit	0.26 %	\$16,459.11					
DELAWARE CAPITAL MANAGEMENT	387	\$42,530.00		\$42.71					
PALO ALTO NETWORKS INC (PANW)		8,878.55	0.14 %	8,855.12	23.43				
ITHAKA GROUP	71	125,050.00		124.72					
VERIZON COMMUNICATIONS INC (VZ)		16,441.04	0.26 %	16,522.66	-81.62				
DELAWARE CAPITAL MANAGEMENT	308	53,380.00		53.65					
Total telecommunication services		\$41,778.70	0.64 %	\$41,906.51	-\$127.81	3.52 %		\$1,470.00	

Utilities

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
EDISON INTL (EIX)	Quantity	Current price per unit	0.26 %	\$16,629.69					
DELAWARE CAPITAL MANAGEMENT	231	\$71,990.00		\$71.98					
Total stocks		\$860,359.41	13.25 %	\$868,729.39	-\$8,369.98	1.64 %		\$14,063.25	\$383.84





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Etf - equity

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ISHARES CORE S&P 500 (IWI)	Quantity	price per unit							
ETF	2,859	\$643,246.41	9.91 %	\$653,786.40	\$228.68	-\$10,539.99	2.02 %	\$12,931.26	
PNC		\$224,990.00							
ISHARES MSCI EMERGING MARKETS (EEM)		129,081.87	1.99 %	130,293.05		-1,211.18	1.90 %	2,440.79	
ETF	3,687	35,010.00		35.34					
PNC									
VANGUARD MID CAP (VO)		384,491.23	5.93 %	392,845.58		-8,354.35	1.45 %	5,570.35	
ETF	2,921	131,630.00		134.49					
PNC									
VANGUARD SMALL CAP (VB)		258,306.88	3.98 %	262,682.23		-4,375.35	1.50 %	3,865.79	
ETF	2,003	128,960.00		131.14					
PNC									
Total etf - equity		\$1,415,126.39	21.80 %	\$1,439,607.26		-\$24,480.87	1.75 %	\$24,808.19	

Mutual funds - equity

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
BAIRD MIDCAP INST (BMDIX)	Quantity	price per unit							
PNC	10,093.168	\$159,472.05	2.46 %	\$162,500.00	\$16.10	-\$3,027.95	0.27 %	\$429.16	
HARBOR INTERNATIONAL FUND (HAINX)		287,770.36	4.44 %	292,500.00		-4,729.64	2.00 %	5,729.79	
CLASS INS FD # 2011	4,926.731	58,410.00		59.37					
PNC									
HARDING LOEVNER INTER S/C-LS (HLMRX)		189,981.07	2.93 %	195,000.00		-5,018.93	0.38 %	718.15	
PNC	14,761.544	12,870.00		13.21					
OAKMARK INTERNATIONAL SMALL CAP (OAKEX)		228,911.09	3.53 %	227,500.00		1,411.09	2.47 %	5,644.38	
FUND CLASS I	15,678.842	14,600.00		14.51					
FD #811									
PNC									
T ROWE PRICE REAL ESTATE FUND (TRREX)		332,585.28	5.13 %	325,000.00		7,585.28	2.29 %	7,585.28	
FD #122	11,669.659	28,500.00		27.85					
PNC									





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Mutual funds - equity

Mutual funds - equity											
Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Current	price per unit		Avg tax cost per unit	Unrealized gain/loss				
DREYFUS INTERNATIONAL (DISRX)				195,131.22	3.01 %	195,000.00	131.22	1.26 %	2,453.90	2,402.73	
STOCK FUND CL I # 6157	13,122,476		14,8700			14.86					
PNC											
VANGUARD INTERNATIONAL VALUE (VTRIX)			252,755.65		3.90 %	260,000.00	- 7,244.35	2.29 %	5,779.55		
FUND #46	7,960,808		31,7500			32.66					
PNC											
WELLS FARGO SPECIAL US (WFMIX)			225,869.16		3.48 %	227,500.00	- 1,630.84	0.91 %	2,051.08		
MID CAP VALUE I	6,272,401		36,0100			36.27					
PNC											
Total mutual funds - equity				\$1,872,475.88	28.85 %	\$1,885,000.00	- \$12,524.12	1.62 %	\$30,391.29	\$2,402.73	
Total equities				\$4,147,961.68	63.90 %	\$4,193,336.65	- \$45,374.97	1.67 %	\$69,262.73	\$2,786.57	

