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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
THE VEALE FOUNDATION

% DANIEL HARRINGTON

Number and street (or P O box number if mail is not delivered to street address) Room/suite
30195 Chagrin Blvd Suite 310

City or town, state or province, country, and ZIP or foreign postal code
Pepper Pike, OH 44124

A Employer identification number
34-6565830

B Telephone number (see instructions)
(216) 255-3166

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 131,255,015

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) ______
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)	5,339,137			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	8	8		
4	Dividends and interest from securities	1,791,655	1,790,206		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-158,516			
b	Gross sales price for all assets on line 6a 41,955,321				
7	Capital gain net income (from Part IV, line 2)		0		
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)	549,178	549,178		
12	**Total.** Add lines 1 through 11	7,521,462	2,339,392		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages	276,108			259,542
15	Pension plans, employee benefits	18,420			17,315
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	27,468			21,974
c	Other professional fees (attach schedule)	406,283	406,283		
17	Interest	50,790	50,790		
18	Taxes (attach schedule) (see instructions)	42,754	5,069		11,924
19	Depreciation (attach schedule) and depletion	4,476			
20	Occupancy	24,001			23,521
21	Travel, conferences, and meetings	4,336			4,336
22	Printing and publications	2,199			2,155
23	Other expenses (attach schedule)	1,646,738	161,619		22,858
24	**Total operating and administrative expenses.** Add lines 13 through 23	2,503,573	623,761		363,625
25	Contributions, gifts, grants paid	6,074,000			6,074,000
26	**Total expenses and disbursements.** Add lines 24 and 25	8,577,573	623,761		6,437,625
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-1,056,111			
b	**Net investment income** (if negative, enter -0-)		1,715,631		
c	**Adjusted net income**(if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	2,030,050	7,004,613	7,004,613
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	121,395		
	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)	69,613,197	60,433,824	62,116,350
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	56,873,012	60,962,067	62,119,052
	14	Land, buildings, and equipment basis ▶ 18,725			
		Less accumulated depreciation (attach schedule) ▶ 5,692	4,865	13,033	15,000
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	128,642,519	128,413,537	131,255,015
Liabilities	17	Accounts payable and accrued expenses		5,309	
	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	5,309	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	128,642,519	128,408,228	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	128,642,519	128,408,228	
	31	**Total liabilities and net assets/fund balances** (see instructions)	128,642,519	128,413,537	

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	128,642,519
2	Enter amount from Part I, line 27a	2	-1,056,111
3	Other increases not included in line 2 (itemize) ▶	3	821,820
4	Add lines 1, 2, and 3	4	128,408,228
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	128,408,228

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SEE STMT WF XXX-6800	P	2015-01-01	2016-01-02
b	SEE STMT WF XXX-6803	P	2015-01-01	2016-01-02
c	SEE STMT WF XXX-6804	P	2015-01-01	2016-01-02
d	SEE STMT WF XXX-6805	P	2015-01-01	2016-01-02
e	PERRY PARTNERS INT'L INC CL H 22,879 55 SHS	P	2014-12-31	2016-10-01

	(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	19,594,218		19,536,363	57,855
b	2,584,650		2,561,843	22,807
c	15,041,972		15,090,439	-48,467
d	2,743,817		2,637,237	106,580
e	1,912,008		2,287,955	-375,947

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				57,855
b				22,807
c				-48,467
d				106,580
e				-375,947

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	-158,516
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 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	3,869,384	128,737,556	0 030056
2014	6,254,727	131,127,501	0 0477
2013	9,533,484	80,721,764	0 118103
2012	2,671,808	52,491,444	0 0509
2011	2,867,238	46,101,162	0 062194

2 **Total** of line 1, column (d)	2	0 308953
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 061791
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	127,627,441
5 Multiply line 4 by line 3	5	7,886,227
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,156
7 Add lines 5 and 6	7	7,903,383
8 Enter qualifying distributions from Part XII, line 4	8	6,437,625

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 ▶ ☐ and enter 1% of Part I, line 27b			1	34,313
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	34,313
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	34,313
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	39,626		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	50,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	89,626
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	55,313
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 55,313 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
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	Yes	
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	Yes	
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 General Instruction G? *If "No," attach explanation*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶DANIEL HARRINGTON Telephone no ▶(216) 255-3166

Located at ▶30195 CHAGRIN BLVD STE 310 PEPPER PIKE OH ZIP+4 ▶44124

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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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

			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		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 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____

			Yes	No
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		No

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20____ , 20____ , 20____ , 20____

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

			Yes	No
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? **7b** 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
DANIEL HARRINGTON 30195 Chagrin Blvd Pepper Pike, OH 44124	CHAIRMAN 2 0	0	0	0
JANE KOBER 30195 Chagrin Blvd Pepper Pike, OH 44124	VICE CHAIRMAN 0 5	0	0	0
RICHARD HARR 30195 Chagrin Blvd Pepper Pike, OH 44124	SECRETARY 0 5	0	0	0
WILLIAM JAMES CULBERTSON 30195 Chagrin Blvd Pepper Pike, OH 44124	TRUSTEE 0 5	0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CYNTHIA BAILIE LINCOLN RD BAY VILLAGE, OH 44140	0 40 0	169,495		

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
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	
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	
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	129,571,006
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	129,571,006
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	0
3	Subtract line 2 from line 1d.	3	129,571,006
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,943,565
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	127,627,441
6	**Minimum investment return.** Enter 5% of line 5.	6	6,381,372

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	6,381,372
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	34,313		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	34,313
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	6,347,059
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	6,347,059
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	6,347,059

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	6,437,625
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,437,625
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	6,437,625

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				6,347,059
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 2014 , 2013 , 2012		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013. 3,274,995				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	3,274,995			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 6,437,625				
a Applied to 2015, but not more than line 2a			0	
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.				6,347,059
e Remaining amount distributed out of corpus	90,566			
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	3,365,561			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			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	3,365,561			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013. 3,274,995				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016. 90,566				

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

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 email 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 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 Additional Data Table				
Total . . . . ▶ **3a**				6,074,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	8	
4 Dividends and interest from securities			14	1,791,655	
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	-158,516	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a FROM PARTNERSHIPS			18	549,178	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,182,325	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,182,325

(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)

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

******	2019-11-13	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Richard Conner		2019-11-12		P01355454
Firm's name ▶ CONNER & ASSOCIATES LLP				Firm's EIN ▶
Firm's address ▶ 26016 DETROIT RD SUITE 3 WESTLAKE, OH 44145				Phone no (440) 617-0390

Form 990PF Part XV Line 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*				
AMERICAN FOREIGN POLICY COUNCIL 509 C Street NE WASHINGTON, DC 20002	NONE	PC	GENERAL FUND	270,500
AMERICAN RED CROSS 3747 Euclid Ave CLEVELAND, OH 44115	NONE	PC	GENERAL FUND	25,000
BEAUMONT SCHOOL 3301 N Park Blvd CLEVELAND HEIGHTS, OH 44118	NONE	PC	GENERAL FUND	10,000
BENEDICTINE HIGH SCHOOL 2900 Martin Luther King Jr Dr CLEVELAND, OH 44104	NONE	PC	GENERAL FUND	10,000
BOYS & GIRLS CLUB OF THE BELLPORT AREA 471 Atlantic Ave BELLPORT, NY 11713	NONE	PC	GENERAL FUND	1,000
Total . . . . ▶ **3a**				6,074,000

Form 990PF Part XV Line 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*				
CASE WESTERN RESERVE UNIVERSITY 10900 Euclid Ave CLEVELAND, OH 44106	NONE	PC	GENERAL FUND	5,070,000
CLEVELAND BOTANICAL GARDEN 11030 East Blvd Cleveland OH 4410 CLEVELAND, OH 44106	NONE	PC	GENERAL FUND	25,000
CLEVELAND CLINIC HILLCREST HOSPITAL 6780 Mayfield Rd MAYFIELD HEIGHTS, OH 44124	NONE	PC	GENERAL FUND	35,000
CLEVELAND MUSEUM OF ART 11150 East Blvd CLEVELAND, OH 44106	NONE	PC	GENERAL FUND	25,000
CLEVELAND MUSEUM OF NATURAL HISTORY 1 WADE OVAL DR CLEVELAND, OH 44106	NONE	PC	GENERAL FUND	25,000
Total . . . . ▶ 3a				6,074,000

Form 990PF Part XV Line 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*				
COGSWELL HALL 7200 FRANKLIN BLVD CLEVELAND, OH 44102	NONE	PC	GENERAL FUND	25,000
CUYAHOGA FALLS HIGH SCHOOL 2300 4TH ST CUYAHOGA FALLS, OH 44221	NONE	PC	GENERAL FUND	10,000
FOUNDATION FIGHTING BLINDNESS 7168 COLUMBIA GATGEWAY DR COLUMBIA, MD 21046	NONE	PC	GENERAL FUND	10,000
FRIENDS OF BREAKTHROUGH SCHOOL 10118 Hampden Ave CLEVELAND, OH 44108	NONE	PC	GENERAL FUND	5,000
GATES MILLS HISTORICAL SOCIETY PO Box 191 GATES MILLS, OH 44040	NONE	PC	GENERAL FUND	35,000
Total . . . . ▶ 3a				6,074,000

Form 990PF Part XV Line 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*				
GILMOUR ACADEMY 34001 Cedar Rd GATES MILLS, OH 44040	NONE	PC	GENERAL FUND & OUR LADY CHAPEL	20,000
HATHAWAY BROWN SCHOOL 19600 N Park Blvd SHAKER HEIGHTS, OH 44122	NONE	PC	GENERAL FUND	10,000
HOLDEN ARBORETUM 9550 SPERRY RD WILLOUGHBY, OH 44094	NONE	PC	GENERAL FUND	3,000
HOPEWELL 9637 OH-534 MIDDELFIELD, OH 44062	NONE	PC	GENERAL FUND	10,000
JOHN CARROLL UNIVERSITY 1 John Carroll Blvd UNIVERSITY HEIGHTS, OH 44118	NONE	PC	GENERAL FUND	20,000
Total . . . . ▶ **3a**				6,074,000

Form 990PF Part XV Line 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*				
KENYON COLLEGE 101 Scott LANE GAMBIER, OH 43022	NONE	PC	GENERAL FUND	7,500
LAUREL SCHOOL 1 Lyman Circle SHAKER HEIGHTS, OH 44122	NONE	PC	GENERAL FUND	10,000
MAGNIFICAT HIGH SCHOOL 20770 Hilliard Blvd ROCKY RIVER, OH 44116	NONE	PC	GENERAL FUND	10,000
MONTESSORI HIGH SCHOOL 11025 Magnolia Dr CLEVELAND, OH 44106	NONE	PC	GENERAL FUND	10,000
MOUNT ST JOSEPH UNIVERSITY 5701 Delhi Ave CINCINNATI, OH 45233	NONE	PC	GENERAL FUND	25,000
Total . . . . ▶ 3a				6,074,000

Form 990PF Part XV Line 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*				
MUSICAL ARTS ASSOCIATION 11001 EUCLID AVE CLEVELAND, OH 44106	NONE	PC	GENERAL FUND	25,000
PROMISE PROJECT 2475 East 22nd Street 4th Floor CLEVELAND, OH 44115	NONE	PC	GENERAL FUND	12,500
ST CHRISTOPHER BY THE RIVER 7601 Old Mill Rd GATES MILLS, OH 44040	NONE	PC	GENERAL FUND	20,000
ST FRANCIS OF ASSISI SCHOOL 6850 Mayfield Rd GATES MILLS, OH 44040	NONE	PC	GENERAL FUND	10,000
ST IGNATIUS HIGH SCHOOL 1911 W 30TH STREET CLEVELAND, OH 44113	NONE	PC	GENERAL FUND	10,000
Total . . . . ▶ **3a**				6,074,000

Form 990PF Part XV Line 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*				
ST MARTIN DE PORRES 6111 Lausche Ave CLEVELAND, OH 44103	NONE	PC	GENERAL FUND	10,000
SINGING ANGELS 3615 Euclid Ave 4 CLEVELAND, OH 44115	NONE	PC	GENERAL FUND	13,000
ST EDWARD HIGH SCHOOL 13500 DETROIT AVE LAKEWOOD, OH 44107	NONE	PC	GENERAL FUND	10,000
UNIVERSITY SCHOOL 2785 SOM CENTER RD CHAGRIN FALLS, OH 44022	NONE	PC	YOUNG ENTREPENEUR INSTITUTE & GENERAL FUND	45,000
WILLOUGHBY EASTLAKE HIGH SCHOOL 3850 Chagrin River Rd WILLOUGHY, OH 44094	NONE	PC	GENERAL FUND	10,000
Total . . . . ▶ **3a**				6,074,000

Form 990PF Part XV Line 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*				
YOUTH OPPORTUNITIES UNLIMITED 1361 Euclid Ave CLEVELAND, OH 44115	NONE	PC	GENERAL FUND	130,000
BRECKINRIDGE VILLAGE 36855 Ridge Rd WILLOUGHBY, OH 44094	NONE	PC	GENERAL FUND	20,000
YOUNGSTOWN BUSINESS INCUBATOR 5190 MARKET ST YOUNGSTOWN, OH 44512	NONE		GENERAL FUND	5,000
PHI KAPPA PSI 5395 EMERSON WAY INDIANAPOLIS, IN 46226	NONE	PC	GENERAL FUND	10,000
BLUECOATS 2330 MERCANTILE RD BEACHWOOD, OH 44122	NONE	PC	GENERAL FUND	10,000
Total . . . . ▶ **3a**				6,074,000

Form 990PF Part XV Line 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*				
CHAGRIN FALLS EDUCATIONAL FDN P O BOX 235 CHAGRIN FALLS, OH 44022	NONE	PC	GENERAL FUND	10,000
MALTZ MUSEUM 2929 RICHMOND RD BEACHWOOD, OH 44122	NONE	PC	GENERAL FUND	5,000
METROPOLITAN OPERA 30 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PC	GENERAL FUND	10,500
NORTH SHORE ANIMAL LEAGUE 25 DAVIS AVE PORT WASHINGTON, NY 11050	NONE	PC	GENERAL FUND	1,000
Total . . . . ▶ **3a**				6,074,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: THE VEALE FOUNDATION

EIN: 34-6565830

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAPTOPS - 3	2015-04-22	6,081	1,216	M5		1,946			
OFFICE FURNITURE	2016-02-01	3,300		M5		660			
CARPETING	2016-03-08	2,890		M5		578			
MOVING SERVICES	2016-04-06	623		M5		125			
DESK, FABRIC	2016-04-25	544		M5		109			
MAC MINI	2016-05-17	746		M5		149			
CHAIR & SOFA	2016-06-09	938		M5		188			
OFFICE FURNITURE	2016-09-09	1,514		M5		303			
COMPUTER&PERIPHERA	2016-09-12	2,089		M5		418			

TY 2016 Investments Corporate Stock Schedule

Name: THE VEALE FOUNDATION

EIN: 34-6565830

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	12,249,149	13,704,420
MUTUAL FUNDS	36,251,541	36,579,260
CORP BONDS & NOTES	11,933,134	11,832,670

TY 2016 Investments - Other Schedule

Name: THE VEALE FOUNDATION

EIN: 34-6565830

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BAM		735,722	758,732
CARLYLE MEZZANINE		915,985	944,708
NEWPORT ASIA FUND		3,485,215	3,671,313
PERRY PARTNERS INC		2,712,045	2,490,480
SEMPER VIC PARTNERS		7,225,621	7,705,606
TOWNSQUARE RE FUND		1,060,262	1,580,695
BRENNER WEST CAPITAL		5,000,000	5,215,836
DAVISON KEMPNER LP		5,327,231	5,430,417
CHILDRENS FUND		3,000,000	3,207,300
STEADFAST		5,000,000	4,506,069
HTV NOTE		19,999,986	19,999,986
COATUE FUND		3,000,000	3,107,910
GQG FUND		3,500,000	3,500,000

TY 2016 Land, Etc. Schedule

Name: THE VEALE FOUNDATION

EIN: 34-6565830

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAPTOPS - 3	6,081	3,162	2,919	
OFFICE FURNITURE	3,300	660	2,640	
CARPETING	2,890	578	2,312	
MOVING SERVICES	623	125	498	
DESK, FABRIC	544	109	435	
MAC MINI	746	149	597	
CHAIR & SOFA	938	188	750	
OFFICE FURNITURE	1,514	303	1,211	
COMPUTER&PERIPHERA	2,089	418	1,671	

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TY 2016 Other Expenses Schedule

Name: THE VEALE FOUNDATION

EIN: 34-6565830

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK & CUSTODIAL FEES	105			103
OHIO ANNUAL FEES	200			200
DUES & SUBSCRIPTIONS	8,930			8,930
IT EXPENSE SOFTWARE/HARDWARE	835			835
RECRUITING	1,398			1,398
OFFICE SUPPLIES	2,771			2,771
WEBSITE	3,000			3,000
WORKERS COMP INSURANCE	499			469
INSURANCE	4,636			4,636
MISC OFFICE EXPENSE	707	138		516

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IRS PENALTIES & INTEREST	700			
CARLYLE FUND-PORTFOLIO & OTHER	25,089	25,089		
TOWNSQUARE-PORTFOLIO & OTHER	32,535	32,535		
NEWPORT ASIA FD-PORTFOLIO EXP	41,211	41,211		
DAVIDSON KEMPNER OTHER &PORTFO	76,560	62,646		
VEALE ESTATE	1,447,562			

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TY 2016 Other Income Schedule

Name: THE VEALE FOUNDATION

EIN: 34-6565830

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CARLYLE MEZZANINE LP	-27,512	-27,512	
NEWPORT ASIA FD LP	-1,642	-1,642	
TOWNSQUARE RE ALPHA FD LP	17,341	17,341	
DAVISON KEMPNER	47,255	47,255	
BAM	-5,168	-5,168	
BRENNER WEST CAPITAL FUND-see form 8621	63,571	63,571	
CHILDRENS FUND-SEE FORM 8621	207,300	207,300	
SEMPER VIC PARTNERS-see form 8621	140,123	140,123	
COATUE SEE FORM 8621	107,910	107,910	

TY 2016 Other Increases Schedule

Name: THE VEALE FOUNDATION

EIN: 34-6565830

Description	Amount
TIMING & BOOK/TAX DIFFERENCE	821,820

TY 2016 Other Professional Fees Schedule

Name: THE VEALE FOUNDATION

EIN: 34-6565830

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISOR FEES	218,000	218,000		
INVESTMENT MGT FEES	188,283	188,283		

TY 2016 Taxes Schedule

Name: THE VEALE FOUNDATION

EIN: 34-6565830

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES EST	25,000			
PAYROLL TAXES	12,685			11,924
FOREIGN TAXES INVESTMENTS	5,069	5,069		

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 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	**Employer identification number**
THE VEALE FOUNDATION	34-6565830

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 foundation

Check 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 other 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 Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
THE VEALE FOUNDATION

Employer identification number
34-6565830

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	tinkham veale ii estate 30195 chagrin blvd ste310 pepper pike, OH44124	$ 5,339,137	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE VEALE FOUNDATION	34-6565830

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
		$	

Name of organization	Employer identification number
THE VEALE FOUNDATION	34-6565830

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