EXTENDED TO NOVEMBER 15, 2017

Form **990-PF** — Department of the Treasury, Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052 — **2016** — Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: THE JAMES HUNTINGTON FOUNDATION C/O MR. SAMUEL H. ELLIS

A Employer identification number: 36-3553345

Number and street (or P O box number if mail is not delivered to street address): 311 S. WACKER DRIVE — Room/suite: 3390

B Telephone number: 312-855-4460

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60606

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 18,201,892.

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

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

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

	Line		(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	15,337.	15,337.		STATEMENT 1
	4	Dividends and interest from securities	284,488.	284,488.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	162,891.			
	b	Gross sales price for all assets on line 6a 9,540,214.				
	7	Capital gain net income (from Part IV, line 2)		162,891.		
	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)				
	11	Other income	1,117,490.	-45,392.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	1,580,206.	417,324.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	6,149.	6,149.		0.
	c	Other professional fees STMT 5	364,233.	364,233.		0.
	17	Interest				
	18	Taxes STMT 6	63,131.	47,631.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	2,706.	2,706.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	436,219.	420,719.		0.
	25	Contributions, gifts, grants paid	801,000.			801,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,237,219.	420,719.		801,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	342,987.			
	b	**Net investment income** (if negative, enter -0-)		0.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1.		
	2	Savings and temporary cash investments	7,963,479.	5,660,214.	5,660,214.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 8	9,417,424.	12,276,896.	12,276,896.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	395,671.	200,542.	200,542.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 10)	82,330.	64,240.	64,240.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	17,858,905.	18,201,892.	18,201,892.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	17,858,905.	18,201,892.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	17,858,905.	18,201,892.	
	31	**Total liabilities and net assets/fund balances**	17,858,905.	18,201,892.	

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	17,858,905.
2	Enter amount from Part I, line 27a	2	342,987.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	18,201,892.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,201,892.

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	SEE ATTACHMENT A	P	VARIOUS	VARIOUS
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	9,540,214.		9,377,323.	162,891.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				162,891.
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	162,891.
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). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	906,865.	18,149,733.	.049966
2014	915,767.	18,419,653.	.049717
2013	887,651.	17,779,622.	.049925
2012	748,330.	15,402,391.	.048585
2011	736,500.	15,453,376.	.047659

2	**Total** of line 1, column (d)	2	.245852
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	.049170
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	17,832,858.
5	Multiply line 4 by line 3	5	876,842.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	876,842.
8	Enter qualifying distributions from Part XII, line 4	8	801,000.

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	0.
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	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 9,131.		
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	9,131.
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	9,131.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 9,131. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ SAMUEL H. ELLIS Telephone no. ▶ 312-855-4462
Located at ▶ 311 SOUTH WACKER DRIVE STE 3390, CHICAGO, IL ZIP+4 ▶ 60606

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 N/A

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

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

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes [X] No

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SAMUEL H. ELLIS 311 SOUTH WACKER DRIVE STE 3390 CHICAGO, IL 60606	TRUSTEE 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
KINNEY ASSET MANAGEMENT, LLC - 175 W. JACKSON BLVD. 4TH FLOOR, CHICAGO, IL 60604	INVESTMENT ADVISORY	358,276.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	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	18,104,424.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	18,104,424.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	18,104,424.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	271,566.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,832,858.
6	**Minimum investment return.** Enter 5% of line 5	6	891,643.

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	891,643.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	891,643.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	891,643.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	891,643.

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	801,000.
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	
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	801,000.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	801,000.

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				891,643.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			664,001.	
b Total for prior years: ______ , ______ , ______		0.		
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: ▶ $ 801,000.				
a Applied to 2015, but not more than line 2a			664,001.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				136,999.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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		0.		
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 instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				754,644.
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] 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 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 ATTACHMENT B				801,000.
Total			▶ 3a	801,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	15,337.	
4 Dividends and interest from securities			14	284,488.	
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			18	1,112,110.	5,380.
8 Gain or (loss) from sales of assets other than inventory			18	162,891.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal: Add columns (b), (d), and (e)		0.		1,574,826.	5,380.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,580,206.

(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).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Samuel H Ellis 8/7/17 ▶ Trustee

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
MATT MERCER	Matthew R. Mercer	08/03/17		P00448241
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 1601 DODGE STREET, SUITE 3100 OMAHA, NE 68102			Phone no. 402-346-7788	

ATTACHMENT A

Huntington Management LLC
REALIZED GAINS AND LOSSES
JAMES HUNTINGTON FOUNDATION
CONSOLIDATED ACCOUNTS
From 01-01-16 Through 12-31-16

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
	01-07-2016		Canadian Dollars	1,574 41	1,547 35	-27 06@	
	01-15-2016		Swiss Francs	3 34	3 58	0 24@	
	01-20-2016		European Euros	10,424 33	10,871 04	446 71@	
	01-22-2016		European Euros	1,101,988 62	1,149,129 05	47,140 43@	
	01-22-2016		Swiss Francs	565,274 96	592,996 42	27,721 46@	
	01-28-2016		Australian Dollars	10 51	10 21	-0 30@	
	01-28-2016		European Euros	10,425 08	10,431 57	6 49@	
	02-01-2016		Canadian Dollars	1,620 08	1,623 45	3 37@	
	02-03-2016		European Euros	47 03	45 85	-1 18@	
	02-03-2016		British Pound	0 56	0 54	-0 02@	
	02-04-2016		Swiss Francs	8 55	8 60	0 05@	
	02-09-2016		Australian Dollars	2 19	2 18	-0 01@	
10-25-2013	03-01-2016	100	SA DES CIMENTS VICAT	7,697 42	5,847 44		-1,849 98
10-28-2013	03-01-2016	40	SA DES CIMENTS VICAT	3,064 46	2,338 97		-725 49
	03-01-2016		European Euros	0 25	0 24	-0 01@	
04-17-2013	03-02-2016	330	SARTORIUS AG PFD	32,118 30	86,639 95		54,521 65
01-22-2016	03-02-2016	1,470	LAFARGEHOLCIM LTD	59,306 23	59,544 48	238 25	
04-17-2013	03-04-2016	100	SARTORIUS AG PFD	9,732 82	26,230 69		16,497 87
10-28-2013	03-04-2016	195	SA DES CIMENTS VICAT	14,939 24	11,543 76		-3,395 48
10-24-2013	03-04-2016	155	SA DES CIMENTS VICAT	11,856 86	9,175 81		-2,681 05
11-13-2015	03-04-2016	1,960	ROLLS-ROYCE HOLDINGS PLC	15,599 66	20,070 32	4,470 66	
10-25-2013	03-08-2016	2,250	LECTRA	20,143 51	30,587 06		10,443 55
	03-10-2016		Canadian Dollars	1,671 99	1,689 33	17 34@	
	03-10-2016		Australian Dollars	7 59	7 89	0 30@	
02-26-2016	03-10-2016	25	LEONI AG	703 38	801 33	97 95	
03-01-2016	03-10-2016	120	LEONI AG	3,352 80	3,846 36	493 56	
02-26-2016	03-10-2016	2,640	LEONI AG	70,294 23	84,620 00	14,325 77	
	03-10-2016		European Euros	1,205 02	1,197 03	-7 99@	
02-26-2016	03-11-2016	580	LEONI AG	16,318 45	18,727 05	2,408 60	
	03-24-2016		Brazilian Real	0 67	0 70	0 03@	
	04-01-2016		Brazilian Real	29,304 36	29,304 36	0 00@	
	04-06-2016		Canadian Dollars	1,741 29	1,717 26	-24 03@	
	04-13-2016		European Euros	3,922 82	3,879 50	-43 32@	
02-19-2014	04-20-2016	4,650	ALS LTD	35,597 13	17,492 98		-18,104 15
02-18-2014	04-20-2016	7,350	ALS LTD	55,845 44	27,650 19		-28,195 25
02-18-2014	04-22-2016	12,150	ALS LTD	92,315 93	45,289 00		-47,026 93
02-17-2014	04-22-2016	5,396	ALS LTD	40,752 37	20,113 53		-20,638 84
	04-26-2016		Swiss Francs	572,710 24	559,999 94	-12,710 30@	
	04-26-2016		European Euros	1,131,643 94	1,100,000 00	-31,643 94@	
	05-02-2016		Brazilian Real	8,802 52	8,798 42	-4 10@	
10-25-2013	05-09-2016	720	LECTRA	6,445 92	11,449 81		5,003 89
	05-10-2016		Canadian Dollars	1,803 85	1,745 32	-58 53@	
	05-10-2016		British Pound	23,250 76	23,236 25	-14 51@	
	05-12-2016		Swiss Francs	30,255 96	30,417 72	161 76@	
	05-23-2016		Swiss Francs	20,751 44	20,751 44	0 00@	
	05-23-2016		European Euros	41,178 78	40,538 43	-640 35@	
10-25-2013	05-27-2016	595	LECTRA	5,326 84	9,454 77		4,127 93
04-17-2013	05-31-2016	245	SARTORIUS AG PFD	23,845 40	67,290 90		43,445 50
10-25-2013	06-01-2016	635	LECTRA	5,684 95	10,093 14		4,408 19
04-17-2013	06-02-2016	30	SARTORIUS AG PFD	2,919 85	8,677 74		5,757 89
04-22-2013	06-02-2016	20	SARTORIUS AG PFD	1,938 23	5,785 16		3,846 93
10-25-2013	06-03-2016	140	LECTRA	1,253 37	2,239 67		986 30
	06-09-2016		European Euros	6 41	6 32	-0 09@	

ATTACHMENT A

Huntington Management LLC

REALIZED GAINS AND LOSSES

JAMES HUNTINGTON FOUNDATION

CONSOLIDATED ACCOUNTS

From 01-01-16 Through 12-31-16

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
	06-09-2016		Swiss Francs	6 96	6 76	-0 20@	
10-25-2013	06-09-2016	735	LECTRA	6,580 21	11,703 53		5,123 32
10-18-2013	06-09-2016	160	LECTRA	1,404 48	2,547 71		1,143 23
12-09-2013	06-09-2016	175	PARGESA HOLDING SA-BR	13,665 85	11,891 38		-1,774 47
10-18-2013	06-10-2016	630	LECTRA	5,530 15	9,952 53		4,422 38
	06-13-2016		Canadian Dollars	1,729 32	1,772 23	42 91@	
	06-22-2016		British Pound	6,505 87	6,661 70	155 83@	
04-22-2013	06-29-2016	600	SARTORIUS AG PFD	14,536 73	43,027 59		28,490 87
04-22-2013	06-30-2016	360	SARTORIUS AG PFD	8,722 04	26,176 68		17,454 65
04-22-2013	07-01-2016	325	SARTORIUS AG PFD	7,874 06	24,590 01		16,715 95
10-18-2013	07-07-2016	1,725	LECTRA	15,142 07	27,237 45		12,095 38
10-18-2013	07-08-2016	1,675	LECTRA	14,703 17	26,583 55		11,880 38
	07-20-2016		British Pound	3,734 02	3,694 18	-39 84@	
	07-20-2016		Canadian Dollars	1,742 70	1,735 29	-7 41@	
	07-20-2016		Australian Dollars	22,308 27	22,120 46	-187 81@	
08-25-2010	07-22-2016	1,295	MICROSOFT CORP	31,033 12	73,140 78		42,107 66
04-22-2013	07-22-2016	250	SARTORIUS AG PFD	6,056 97	18,926 18		12,869 21
04-22-2013	07-26-2016	830	SARTORIUS AG PFD	20,109 14	66,382 80		46,273 66
10-28-2014	07-27-2016	1,075	SAP SE	71,825 11	92,388 71		20,563 60
	07-28-2016		European Euros	1,124,410 63	1,150,000 00	25,589 37@	
	07-28-2016		Swiss Francs	551,616 67	560,000 00	8,383 33@	
11-13-2015	07-28-2016	3,500	ROLLS-ROYCE HOLDINGS PLC	27,525 76	38,774 57	11,248 81	
	08-01-2016		Canadian Dollars	1,737 15	1,728 00	-9 15@	
02-17-2014	08-11-2016	404	ALS LTD	3,051 14	1,790 81		-1,260 33
02-14-2014	08-11-2016	22,100	ALS LTD	165,594 15	97,962 72		-67,631 43
02-13-2014	08-11-2016	6,496	ALS LTD	47,902 75	28,794 83		-19,107 92
	08-12-2016		Swiss Francs	9 10	9 05	-0 05@	
02-13-2014	08-12-2016	1,804	ALS LTD	13,303 04	8,160 96		-5,142 08
07-30-2014	08-12-2016	12,150	ALS LTD	88,582 04	54,964 34		-33,617 70
02-28-2014	08-12-2016	21,200	ALS LTD	143,418 15	95,904 86		-47,513 29
03-03-2014	08-12-2016	9,200	ALS LTD	61,432 45	41,619 09		-19,813 36
03-05-2014	08-12-2016	1,400	ALS LTD	9,265 79	6,333 34		-2,932 45
03-04-2014	08-12-2016	2,246	ALS LTD	14,820 40	10,160 49		-4,659 91
03-04-2014	08-15-2016	554	ALS LTD	3,655 61	2,435 21		-1,220 40
09-10-2014	08-15-2016	3,546	ALS LTD	23,383 97	15,587 08		-7,796 89
09-10-2014	08-16-2016	1,854	ALS LTD	12,226 13	8,137 36		-4,088 77
03-06-2014	08-16-2016	2,900	ALS LTD	19,016 58	12,728 34		-6,288 24
09-17-2014	08-16-2016	2,746	ALS LTD	17,288 47	12,052 41		-5,236 06
09-17-2014	08-17-2016	2,500	ALS LTD	15,739 69	10,862 75		-4,876 94
09-17-2014	08-18-2016	1,354	ALS LTD	8,524 61	5,837 08		-2,687 53
09-16-2014	08-18-2016	2,146	ALS LTD	13,493 82	9,251 39		-4,242 43
	08-23-2016		European Euros	7 80	7 69	-0 11@	
09-16-2014	08-23-2016	2,354	ALS LTD	14,801 71	10,398 37		-4,403 34
09-18-2014	08-23-2016	8,600	ALS LTD	53,064 83	37,988 94		-15,075 89
09-24-2014	08-23-2016	1,046	ALS LTD	5,303 53	4,620 51		-683 02
	08-25-2016		Australian Dollars	16 11	16 13	0 02@	
08-25-2010	08-26-2016	475	MICROSOFT CORP	11,382 81	27,791 97		16,409 17
10-18-2013	09-01-2016	700	LECTRA	6,144 61	12,391 15		6,246 54
	09-20-2016		Canadian Dollars	1,727 87	1,710 51	-17 36@	
04-22-2013	09-23-2016	200	SARTORIUS AG PFD	4,845 58	17,050 03		12,204 46
	10-04-2016		Canadian Dollars	1,724 71	1,718 04	-6 67@	
04-22-2013	10-10-2016	175	SARTORIUS AG PFD	4,239 88	14,797 76		10,557 88

ATTACHMENT A

Huntington Management LLC

REALIZED GAINS AND LOSSES

JAMES HUNTINGTON FOUNDATION

CONSOLIDATED ACCOUNTS

From 01-01-16 Through 12-31-16

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
04-22-2013	10-11-2016	220	SARTORIUS AG PFD	5,330 13	18,839 16		13,509 03
04-22-2013	10-12-2016	560	SARTORIUS AG PFD	13,567 61	47,827 04		34,259 43
09-24-2014	10-18-2016	19,300	ALS LTD	97,856 68	90.302 50		-7,554 18
09-24-2014	10-20-2016	2,754	ALS LTD	13,963 59	13,198 62		-764 97
09-26-2014	10-20-2016	9,246	ALS LTD	45,453 52	44,311 72		-1,141 80
09-26-2014	10-21-2016	554	ALS LTD	2,723 47	2,656 45		-67 02
10-01-2014	10-21-2016	4,800	ALS LTD	22,622 06	23,016 19		394 13
10-02-2014	10-21-2016	4,000	ALS LTD	18,744 35	19,180 16		435 81
10-06-2014	10-21-2016	646	ALS LTD	2,976 40	3,097 59		121 19
10-18-2013	10-24-2016	750	LECTRA	6,583 51	13,429 63		6,846 12
10-06-2014	10-24-2016	2,154	ALS LTD	9,924 42	10,467 55		543 13
10-03-2014	10-24-2016	4,846	ALS LTD	22,309 98	23,549 55		1,239 57
07-18-2014	10-25-2016	2,300	LSL PROPERTY SERVICES PLC	14,442 64	5,483 84		-8,958 80
08-06-2014	10-25-2016	2,544	LSL PROPERTY SERVICES PLC	15,079 49	6,065 61		-9.013 88
06-16-2015	10-25-2016	2,300	LSL PROPERTY SERVICES PLC	13,587 75	5,483 84		-8,103 91
08-07-2014	10-25-2016	1,000	LSL PROPERTY SERVICES PLC	5,896 68	2,384 28		-3,512 40
09-30-2014	10-25-2016	156	LSL PROPERTY SERVICES PLC	840 87	371 95		-468.92
09-30-2014	10-26-2016	2,644	LSL PROPERTY SERVICES PLC	14,251 60	6,288 34		-7,963 26
09-29-2014	10-26-2016	2,200	LSL PROPERTY SERVICES PLC	11,843 46	5,232 36		-6,611 10
10-01-2014	10-26-2016	3,356	LSL PROPERTY SERVICES PLC	17,887 50	7,981 73		-9,905 77
	10-26-2016		European Euros	0 11	0 11	0 00@	
	10-28-2016		European Euros	1,758 73	1,776 29	17 55@	
10-01-2014	10-28-2016	1,544	LSL PROPERTY SERVICES PLC	8,229 53	3,652 32		-4,577 21
10-02-2014	10-28-2016	800	LSL PROPERTY SERVICES PLC	4,135 12	1,892 39		-2,242 73
10-10-2014	10-28-2016	2,700	LSL PROPERTY SERVICES PLC	13,651 25	6,386 83		-7,264 42
10-22-2014	10-28-2016	400	LSL PROPERTY SERVICES PLC	2,008 87	946 20		-1,062 67
10-23-2014	10-28-2016	1,456	LSL PROPERTY SERVICES PLC	7,297 37	3,444 16		-3,853 21
	10-28-2016		Swiss Francs	547,865 22	550,000 00	2,134 78@	
	10-28-2016		European Euros	1,140,103 38	1,148,223 71	8,120 34@	
10-03-2014	10-31-2016	2,854	ALS LTD	13,139 23	13,599 99		460 76
10-07-2014	10-31-2016	3,200	ALS LTD	14,631 87	15,248 77		616 90
10-08-2014	10-31-2016	446	ALS LTD	2,030 75	2,125 30		94 55
10-08-2014	11-01-2016	5,554	ALS LTD	25,288 76	26,314 66		1,025 90
11-13-2014	11-01-2016	2,146	ALS LTD	9,400 39	10,167 67		767 28
10-23-2014	11-01-2016	244	LSL PROPERTY SERVICES PLC	1,222 91	591 03		-631 88
10-26-2015	11-01-2016	700	LSL PROPERTY SERVICES PLC	3,464 41	1,695 57		-1,768 84
10-24-2014	11-01-2016	900	LSL PROPERTY SERVICES PLC	4,451 73	2,180 02		-2,271 71

ATTACHMENT A

Huntington Management LLC

REALIZED GAINS AND LOSSES

JAMES HUNTINGTON FOUNDATION

CONSOLIDATED ACCOUNTS

From 01-01-16 Through 12-31-16

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-29-2014	11-01-2016	3,100	LSL PROPERTY SERVICES PLC	15,322 02	7,508 97		-7,813 05
11-17-2015	11-01-2016	3,665	LSL PROPERTY SERVICES PLC	17,195 41	8,877 54	-8,317 87	
12-03-2014	11-01-2016	3,700	LSL PROPERTY SERVICES PLC	16,997 16	8,962 31		-8,034 85
11-13-2014	11-01-2016	3,400	LSL PROPERTY SERVICES PLC	15,599 62	8,235 64		-7,363 98
11-14-2014	11-01-2016	2,400	LSL PROPERTY SERVICES PLC	10,959 62	5,813 39		-5,146 23
11-17-2014	11-01-2016	700	LSL PROPERTY SERVICES PLC	3,194 17	1,695 57		-1,498 60
01-16-2015	11-01-2016	2,591	LSL PROPERTY SERVICES PLC	11,272 39	6,276 05		-4,996 34
	11-01-2016		European Euros	0 46	0 46	0 00@	
	11-01-2016		European Euros	13 13	13 17	0 04@	
11-13-2014	11-02-2016	3,200	ALS LTD	14,017 36	15,190 71		1,173 35
10-18-2013	11-02-2016	498	LECTRA	4,371 45	9,011 27		4,639 82
	11-07-2016		European Euros	1,750 13	1,763 40	13 27@	
	11-07-2016		Canadian Dollars	1,688 70	1,689 21	0 51@	
	11-07-2016		Swiss Francs	17 49	17 72	0 23@	
11-13-2014	11-08-2016	2,754	ALS LTD	12,063 69	13,195 19		1,131 50
11-17-2014	11-08-2016	3,446	ALS LTD	14,645 98	16,510 75		1,864 77
11-17-2014	11-09-2016	3,500	ALS LTD	14,875 49	16,034 71		1,159 22
	11-10-2016		Australian Dollars	0 41	0 41	0 00@	
11-19-2014	11-10-2016	1,500	ALS LTD	5,950 48	7,275 89		1,325 41
07-09-2015	11-10-2016	6,000	ALS LTD	24,554 24	29,103 56		4,549 32
07-15-2015	11-10-2016	3,150	ALS LTD	13,173 09	15,279 37		2,106 28
11-17-2014	11-11-2016	3,800	ALS LTD	16,150 53	17,886 85		1,736 32
	11-18-2016		British Pound	5,950 72	5,864 50	-86 22@	
10-18-2013	11-22-2016	1,000	LECTRA	8,778 01	16,561 29		7,783 28
11-17-2014	11-23-2016	954	ALS LTD	4,054 63	4,521 31		466 68
02-04-2015	11-23-2016	4,046	ALS LTD	16,956 95	19,175 27		2,218 32
01-16-2015	11-23-2016	3,409	LSL PROPERTY SERVICES PLC	14,831 18	8,663 57		-6,167 61
03-12-2015	11-23-2016	3,000	LSL PROPERTY SERVICES PLC	12,970 72	7,624 14		-5,346 58
01-08-2016	11-23-2016	291	LSL PROPERTY SERVICES PLC	1,234 99	739 54	-495 45	
02-04-2015	11-28-2016	1,954	ALS LTD	8,189 29	9,503 59		1,314 30
07-15-2015	11-28-2016	546	ALS LTD	2,283 34	2.655 56		372 22
	11-29-2016		British Pound	4,221 06	4,110 66	-110 40@	
06-23-2015	12-01-2016	2,500	CAIRN HOMES PLC	2,985 45	3,402 03		416 58
07-15-2015	12-02-2016	2,304	ALS LTD	9,635 17	10,985 59		1,350 42
01-27-2015	12-02-2016	5,696	ALS LTD	22,553 14	27,158 83		4,605 69
	12-06-2016		Australian Dollars	1 09	1 09	0 00@	
	12-06-2016		Canadian Dollars	1,685 31	1,703 95	18 64@	
	12-06-2016		British Pound	4 03	3 98	-0 05@	
	12-06-2016		European Euros	0 34	0 33	-0 01@	
10-18-2013	12-07-2016	2,150	LECTRA	18,872 72	36,376 66		17,503 94
10-18-2013	12-09-2016	430	LECTRA	3,774 54	7,350 41		3,575 87
10-18-2013	12-12-2016	1,150	LECTRA	10,094 71	20,155 59		10,060 88
10-18-2013	12-14-2016	732	LECTRA	6,425 50	13,288 87		6,863 37
09-23-2013	12-14-2016	2,100	LECTRA	16,921 08	38,123 81		21,202 73

ATTACHMENT A

Huntington Management LLC

REALIZED GAINS AND LOSSES

JAMES HUNTINGTON FOUNDATION

CONSOLIDATED ACCOUNTS

From 01-01-16 Through 12-31-16

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
07-16-2013	12-14-2016	500	LECTRA	3,605 87	9,077 10		5,471 23
07-10-2013	12-14-2016	368	LECTRA	2,565 20	6,680 74		4,115 54
	12-22-2016		Australian Dollars	11,191 58	11,135 17	-56 41@	
TOTAL GAINS						153,258 59	580,918 84
TOTAL LOSSES						-54,510 75	-516,775 53
				9,377,323.09	**9,540,214.23**	**98,747.84**	**64,143.31**
TOTAL REALIZED GAIN/LOSS			162,891 14				

An '@' denotes a currency transaction

ATTACHMENT B

The James Huntington Foundation Gift List 2016

Receipt of Donation	City	State	Relationship to Donor	Foundation status of receipt	Purpose of the Grant	Amount	Date
Project Healing Waters Fishing, Inc - Tucson	HELENA	MONTANA	None	PC	General Purpose	$3,500	3/29/2016
Audubon Connecticut	GREENWICH	CONNECTICUT	None	PC	General Purpose	$300	4/12/2016
Max McGraw Wildlife Foundation	DUNDEE	ILLINOIS	None	PC	General Purpose	$4,700	6/13/2016
Advocate Good Shepherd Hospital	OWNERS GROV	ILLINOIS	None	PC	General Purpose	$10,000	9/19/2016
Amerind Foundation	DRAGOON	ARIZONA	None	PC	General Purpose	$3,000	9/27/2016
Antiquarian Society	CHICAGO	ILLINOIS	None	PC	General Purpose	$2,000	9/27/2016
Arizona-Sonora Desert Museum	TUCSON	ARIZONA	None	PC	General Purpose	$5,000	9/27/2016
Art Institute of Chicago	CHICAGO	ILLINOIS	None	PC	General Purpose	$8,000	9/27/2016
Association House of Chicago	CHICAGO	ILLINOIS	None	PC	General Purpose	$2,000	9/27/2016
Barrington Area Community Foundation	BARRINGTON	ILLINOIS	None	PC	General Purpose	$10,000	9/27/2016
Barrington Area Conservation Trust	BARRINGTON	ILLINOIS	None	PC	General Purpose	$5,000	9/27/2016
Barrington Children's Charities	BARRINGTON	ILLINOIS	None	PC	General Purpose	$2,500	9/27/2016
Barrington Giving Day	BARRINGTON	ILLINOIS	None	PC	General Purpose	$3,000	9/27/2016
Barrington Youth Services	BARRINGTON	ILLINOIS	None	PC	General Purpose	$2,000	9/27/2016
Brain Research Foundation	CHICAGO	ILLINOIS	None	PC	General Purpose	$3,000	9/27/2016
Chicago Botanic Garden	GLENCOE	ILLINOIS	None	PC	General Purpose	$5,000	9/27/2016
Chicago Foundation for Education	CHICAGO	ILLINOIS	None	PC	General Purpose	$7,500	9/27/2016
Chicago History Museum	CHICAGO	ILLINOIS	None	PC	General Purpose	$2,000	9/27/2016
Chicago Public Media	CHICAGO	ILLINOIS	None	PC	General Purpose	$2,000	9/27/2016
Chicago Shakespeare Theater	CHICAGO	ILLINOIS	None	PC	General Purpose	$5,000	9/27/2016
Chicago Symphony Orchestral Association	CHICAGO	ILLINOIS	None	PC	General Purpose	$7,500	9/27/2016
Chicago Zoological Society	BROOKFIELD	ILLINOIS	None	PC	General Purpose	$5,000	9/27/2016
Citizens For Conservation	BARRINGTON	ILLINOIS	None	PC	General Purpose	$2,000	9/27/2016
District 220 Educational Foundation	BARRINGTON	ILLINOIS	None	PC	General Purpose	$10,000	9/27/2016
Ducks Unlimited, Inc	MEMPHIS	TENNESSEE	None	PC	General Purpose	$8,000	9/27/2016
Field Museum of Natural History	CHICAGO	ILLINOIS	None	PC	General Purpose	$5,000	9/27/2016
Foundation For Homan Square	CHICAGO	ILLINOIS	None	PC	General Purpose	$1,000	9/27/2016
Foundation for Lincoln Public Schools (Bill Pfeiff Award)	LINCOLN	NEBRASKA	None	PC	Bill Pfeiff Award	$3,000	9/27/2016
Fresh Air Fund	NEW YORK	NEW YORK	None	PC	General Purpose	$14,000	9/27/2016
Global Wildlife Conservation - Zambezi Elephant Fund	AUSTIN	TEXAS	None	PC	General Purpose	$15,000	9/27/2016
Hadley School for the Blind	WINNETKA	ILLINOIS	None	PC	General Purpose	$2,000	9/27/2016
Heritage Foundation	WASHINGTON	DC	None	PC	General Purpose	$5,000	9/27/2016
Home of the Sparrow	MCHENRY	ILLINOIS	None	PC	General Purpose	$5,000	9/27/2016
JourneyCare Foundation	BARRINGTON	ILLINOIS	None	PC	General Purpose	$10,000	9/27/2016
Juvenile Diabetes Foundation	LINCOLN	NEBRASKA	None	PC	General Purpose	$3,000	9/27/2016
Link Unlimited	CHICAGO	ILLINOIS	None	PC	General Purpose	$2,000	9/27/2016
Lurie Children's Hospital of Chicago	CHICAGO	ILLINOIS	None	PC	General Purpose	$25,000	9/27/2016
Lyric Opera of Chicago	CHICAGO	ILLINOIS	None	PC	General Purpose	$15,000	9/27/2016
Mayo Clinic	ROCHESTER	MINNESOTA	None	PC	General Purpose	$50,000	9/27/2016
Merit School of Music	CHICAGO	ILLINOIS	None	PC	General Purpose	$75,000	9/27/2016
Nature Conservancy of Illinois	ARLINGTON	VIRGINIA	None	PC	General Purpose	$3,000	9/27/2016
Northwestern University	EVANSTON	ILLINOIS	None	PC	General Purpose	$5,000	9/27/2016

ATTACHMENT B

The James Huntington Foundation Gift List 2016

Old Town School of Folk Music	CHICAGO	ILLINOIS	None	PC	General Purpose	$8,000	9/27/2016
Openlands	CHICAGO	ILLINOIS	None	PC	General Purpose	$5,000	9/27/2016
Opportunity International	OAK BROOK	ILLINOIS	None	PC	General Purpose	$25,000	9/27/2016
Presbyterian Church of Barrington	BARRINGTON	ILLINOIS	None	PC	General Purpose	$15,000	9/27/2016
Rehabilitaion Institute of Chicago	CHICAGO	ILLINOIS	None	PC	General Purpose	$5,000	9/27/2016
Shedd Aquarium	CHICAGO	ILLINOIS	None	PC	General Purpose	$5,000	9/27/2016
Sonoran Institute	TUCSON	ARIZONA	None	PC	General Purpose	$5,000	9/27/2016
Special Olympics Illinois	NORMAL	ILLINOIS	None	PC	General Purpose	$2,000	9/27/2016
St Luke's Home	TUCSON	ARIZONA	None	PC	General Purpose	$3,000	9/27/2016
The Chicago Council on Global Affairs	CHICAGO	ILLINOIS	None	PC	General Purpose	$15,000	9/27/2016
The Wetlands Initiative	CHICAGO	ILLINOIS	None	PC	General Purpose	$2,000	9/27/2016
Trout Unlimited	ARLINGTON	VIRGINIA	None	PC	General Purpose	$4,000	9/27/2016
Trustees of Deerfield Academy	DEERFIELD	IASSACHUSETT	None	PC	General Purpose	$8,000	9/27/2016
Trustees of Phillips Academy - Ellis Family Fund	ANDOVER	IASSACHUSETT	None	PC	General Purpose	$12,000	9/27/2016
Tucson Museum of Art	TUCSON	ARIZONA	None	PC	General Purpose	$5,000	9/27/2016
Tucson Symphony Orchestra	TUCSON	ARIZONA	None	PC	General Purpose	$10,000	9/27/2016
University of Arizona Foundation	TUCSON	ARIZONA	None	PC	General Purpose	$50,000	9/27/2016
University of Michigan Parents Pledge Program	ANN ARBOR	MICHIGAN	None	PC	General Purpose	$5,000	9/27/2016
Wild Salmon Center	PORTLAND	OREGON	None	PC	General Purpose	$1,500	9/27/2016
WTTW Channel 11	CHICAGO	ILLINOIS	None	PC	General Purpose	$10,000	9/27/2016
Young Naperville Singers	NAPERVILLE	ILLINOIS	None	PC	General Purpose	$9,500	9/27/2016
Illinois Wesleyan University - School of Music	BLOOMINGTON	ILLINOIS	None	PC	General Purpose	$1,000	9/29/2016
Rice County Community Foundation - Class of 1961 Scholarship Fund	LYONS	KANSAS	None	PC	Class of 1961 Scholarship	$500	9/29/2016
Ride 2 Recovery	CALABASAS	CALIFORNIA	None	PC	General Purpose	$1,500	9/29/2016
University of Nebraska Foundation	LINCOLN	NEBRASKA	None	PC	General Purpose	$30,000	9/29/2016
Rush University Medical Center	CHICAGO	ILLINOIS	None	PC	General Purpose	$10,000	9/29/2016
The Woman's Board of Northwestern Memorial Hospital	CHICAGO	ILLINOIS	None	PC	General Purpose	$10,000	9/29/2016
Cuba Cares Fund	BARRINGTON	ILLINOIS	None	PC	General Purpose	$1,000	9/29/2016
Arizona Opera	PHOENIX	ARIZONA	None	PC	General Purpose	$2,500	9/29/2016
Bergens PTA	EVERGREEN	COLORADO	None	PC	General Purpose	$3,000	11/10/2016
Jeffco Outdoors Foundation, Inc	LAKEWOOD	COLORADO	None	PC	General Purpose	$3,000	11/10/2016
Evergreen Recreation & Park Foundation	EVERGREEN	COLORADO	None	PC	General Purpose	$3,000	11/10/2016
Bootstraps	NASHVILLE	TENNESSEE	None	PC	General Purpose	$3,000	11/10/2016
Delphos Stadium Club, Inc	DELPHOS	OHIO	None	PC	General Purpose	$4,000	11/10/2016
Del Sur Educational Foundation	SAN DIEGO	CALIFORNIA	None	PC	General Purpose	$4,000	11/10/2016
Hope School District Educational Foundation	SANTA BARBAR/	CALIFORNIA	None	PC	General Purpose	$3,000	11/10/2016
Children's Health Guild	LAFAYETTE	CALIFORNIA	None	PC	General Purpose	$5,000	11/10/2016
Glorietta Parents Club	ORINDA	CALIFORNIA	None	PC	General Purpose	$1,000	11/10/2016
Homeless Prenatal Program	SAN FRANCISCO	CALIFORNIA	None	PC	General Purpose	$2,500	11/10/2016
Colorado Criminal Justice Reform Coalition	DENVER	COLORADO	None	PC	General Purpose	$2,000	12/1/2016
Salvation Army - Chicago	CHICAGO	ILLINOIS	None	PC	General Purpose	$100,000	12/1/2016
Salvation Army - Tucson	TUCSON	ARIZONA	None	PC	General Purpose	$50,000	12/1/2016
						$801,000	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS	15,337.	15,337.	
TOTAL TO PART I, LINE 3	15,337.	15,337.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS	284,488.	0.	284,488.	284,488.	
TO PART I, LINE 4	284,488.	0.	284,488.	284,488.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DISTRIBUTIONS FROM PARTNERSHIPS	86,469.	0.	
UNREALIZED GAIN FROM SECURITIES	1,025,641.	0.	
TAXABLE INCOME FROM PFIC	0.	-45,392.	
FEDERAL REFUND	5,380.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,117,490.	-45,392.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND LEGAL FEES	6,149.	6,149.		0.
TO FORM 990-PF, PG 1, LN 16B	6,149.	6,149.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER AND BANK FEES	364,233.	364,233.		0.
TO FORM 990-PF, PG 1, LN 16C	364,233.	364,233.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN DIVIDEND WITHHOLDING	47,616.	47,616.		0.
PERMITS	15.	15.		0.
FEDERAL	15,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	63,131.	47,631.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE	2,706.	2,706.		0.
TO FORM 990-PF, PG 1, LN 23	2,706.	2,706.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	12,276,896.	12,276,896.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,276,896.	12,276,896.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN GS MEZZANINE PARTNERS 2006 OFFSHORE, L.P.	FMV	36,178.	36,178.
INVESTMENT IN GOLDMAN SACHS WLR OPPORTUNITIES FUND OFFSHORE, L.P.	FMV	164,364.	164,364.
TOTAL TO FORM 990-PF, PART II, LINE 13		200,542.	200,542.

FORM 990-PF | OTHER ASSETS | STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
BRAZIL REAL	1.	0.	0.
SWISS FRANCS	3.	0.	0.
INTEREST RECEIVABLE	8.	23.	23.
CANADIAN DOLLARS	1,574.	1,685.	1,685.
FORWARD CONTRACT	80,744.	62,532.	62,532.
TO FORM 990-PF, PART II, LINE 15	82,330.	64,240.	64,240.