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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

Helen & Curtis Pinnell Foundation
20 North Wacker Drive #2800
Chicago, IL 60606

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, column (c), line 16) **J Accounting method** Cash Accrual
 Other (specify) **I** **J** **K** **L** **M** **N** **O** **P** **Q** **R** **S** **T** **U** **V** **W** **X** **Y** **Z**
► \$ 5,067,499. (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)
1	Contributions, gifts, grants, etc., received (attach schedule)	46,613.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	11,502.	11,502.	N/A	
4	Dividends and interest from securities	90,890.	90,890.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	195,658.			
b	Gross sales price for all assets on line 6a	1,391,948.			
7	Capital gain net income (from Part IV, line 2)		195,658.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total Add lines 1 through 11	344,663.	298,050.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch)				
c	Other professional fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stmt 1	-1,796.	312	APR 12 2017	MSOSC
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
	See Statement 2	40,377.	40,377.		
24	Total operating and administrative expenses. Add lines 13 through 23	38,581.	40,377.		
25	Contributions, gifts, grants paid Part XV	280,250.			280,250.
26	Total expenses and disbursements Add lines 24 and 25	318,831.	40,377.		280,250.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	25,832.			
b	Net investment income (if negative, enter -0-)		257,673.		
c	Adjusted net income (if negative, enter 0-)				

16

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	1 Cash – non-interest-bearing			
	2	2 Savings and temporary cash investments	158,058.	307,656.	307,656.
	3	3 Accounts receivable			
		Less allowance for doubtful accounts ▶			
	4	4 Pledges receivable			
		Less allowance for doubtful accounts ▶			
	5	5 Grants receivable			
	6	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	7 Other notes and loans receivable (attach sch) ▶			
		Less allowance for doubtful accounts ▶			
	8	8 Inventories for sale or use			
	9	9 Prepaid expenses and deferred charges			
	10a	10a Investments – U S and state government obligations (attach schedule)			
	b	b Investments – corporate stock (attach schedule) <u>Statement 3</u>	3,446,140.	3,274,051.	4,407,132.
	c	c Investments – corporate bonds (attach schedule)			
	11	11 Investments – land, buildings, and equipment, basis			
	Less accumulated depreciation (attach schedule) ▶				
12	12 Investments – mortgage loans				
13	13 Investments – other (attach schedule) <u>Statement 4</u>	338,159.	339,423.	352,711.	
14	14 Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	15 Other assets (describe ▶)				
16	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	3,942,357.	3,921,130.	5,067,499.	
LIABILITIES	17	17 Accounts payable and accrued expenses			
	18	18 Grants payable			
	19	19 Deferred revenue			
	20	20 Loans from officers, directors, trustees, & other disqualified persons			
	21	21 Mortgages and other notes payable (attach schedule)			
	22	22 Other liabilities (describe ▶ <u>See Statement 5</u>)	67,527.	21,816.	
	23	23 Total liabilities (add lines 17 through 22)	67,527.	21,816.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	24 Unrestricted			
	25	25 Temporarily restricted			
	26	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	27 Capital stock, trust principal, or current funds	3,874,830.	3,899,314.	
	28	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	29 Retained earnings, accumulated income, endowment, or other funds			
	30	30 Total net assets or fund balances (see instructions)	3,874,830.	3,899,314.	
	31	31 Total liabilities and net assets/fund balances (see instructions)	3,942,357.	3,921,130.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,874,830.
2	Enter amount from Part I, line 27a	2	25,832.
3	Other increases not included in line 2 (itemize) ▶ <u>See Statement 6</u>	3	2.
4	Add lines 1, 2, and 3	4	3,900,664.
5	Decreases not included in line 2 (itemize) ▶ <u>See Statement 7</u>	5	1,350.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,899,314.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE ATTACHED: Net long-term capital gains		P	Various	Various
b SEE ATTACHED: Short-term capital losses		P	Various	Various
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	1,211,722.		1,034,145.	177,577.
b	180,226.		162,145.	18,081.
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				177,577.
b				18,081.
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		2 195,658.
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 18,081.

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	273,667.	4,921,743.	0.055604
2014	247,650.	5,088,933.	0.048664
2013	185,350.	4,671,748.	0.039675
2012	114,800.	3,856,058.	0.029771
2011	202,600.	3,283,460.	0.061703

- 2 Total of line 1, column (d) 2 0.235417
- 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 0.047083
- 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 4 4,762,277.
- 5 Multiply line 4 by line 3 5 224,222.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2,577.
- 7 Add lines 5 and 6 7 226,799.
- 8 Enter qualifying distributions from Part XII, line 4 8 280,250.

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)**

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	
Date of ruling or determination letter (attach copy of letter if necessary – see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 2,577.
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 2,577.
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 2,577.
6	Credits/Payments	
a	2016 estimated tax pmts and 2015 overpayment credited to 2016	6a 1,989.
b	Exempt foreign organizations – tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c
d	Backup withholding erroneously withheld	6d
7	Total credits and payments Add lines 6a through 6d	7 1,989.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 588.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ► Refunded	11

Part VII-A **Statements Regarding Activities**

1 a 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?

	Yes	No
1 a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

	1 b	X
	1 c	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?

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.

	1 c	X
	2	X

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	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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

	3	X
	4 a	X

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by General Instruction T

	4 b	N/A
	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	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

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

	7	X
	8 b	X

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

	8 b	X
	9	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

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

	9	X
	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► Richard John Williams Telephone no ► (312) 372-1033 Located at ► 20 N Wacker Drive, Ste 2800 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	<input type="checkbox"/> 15	<input type="checkbox"/> N/A
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> X

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.

1 a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/> 1 b	<input checked="" type="checkbox"/> N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	<input type="checkbox"/> 1 c	<input checked="" type="checkbox"/> 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? If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 2 b	<input checked="" type="checkbox"/> N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	<input type="checkbox"/> 3 b	<input checked="" type="checkbox"/> N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4 a	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> 4 b	<input checked="" type="checkbox"/> 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))?

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions)

(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

Yes No

Yes No

Yes No

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)?

Organizations relying on a current notice regarding disaster assistance check here

►

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

Yes No

N/A

7b

Part VIII: Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Emilysue Pinnell 20 N Wacker, Suite 2800 Chicago, IL 60606	President & 1.00	0.	0.	0.
Richard John Williams 20 N Wacker, Suite 2800 Chicago, IL 60606	Treasurer & 1.00	0.	0.	0.
Elizabeth A. Littel 20 N. Wacker Drive, Suite 2800 Chicago, IL 60606	Assistant Tr 2.00	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
None	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----

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

0

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

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

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

1 N/A	Expenses

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

1	Amount
N/A	
2	

All other program-related investments See instructions

3	

Total. Add lines 1 through 3 ► 0.

BAA

Form 990-PF (2016)

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.

1 a	4,631,177.
1 b	203,622.
1 c	
1 d	4,834,799.
1 e	0.
2	0.
3	4,834,799.
4	72,522.
5	4,762,277.
6	238,114.

b Average of monthly cash balances
 c Fair market value of all other assets (see instructions)
 d **Total** (add lines 1a, b, and c)
 e Reduction claimed for blockage or other factors reported on lines 1a and
 1c (attach detailed explanation)

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
 (for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4

6 **Minimum investment return.** Enter 5% of line 5

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

2a Tax on investment income for 2016 from Part VI, line 5

b Income tax for 2016 (This does not include the tax from Part VI)

c Add lines 2a and 2b

3 Distributable amount before adjustments Subtract line 2c from line 1

4 Recoveries of amounts treated as qualifying distributions

5 Add lines 3 and 4

6 Deduction from distributable amount (see instructions)

7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1

1	238,114.
2a	2,577.
2b	
2c	2,577.
3	235,537.
4	
5	235,537.
6	
7	235,537.

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

b Program-related investments – total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes

3 Amounts set aside for specific charitable projects that satisfy the
 a Suitability test (prior IRS approval required)
 b Cash distribution test (attach the required schedule)

4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

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)

6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1 a	280,250.
1 b	
2	
3 a	
3 b	
4	280,250.
5	2,577.
6	277,673.

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				235,537.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011	39,999.			
b From 2012				
c From 2013				
d From 2014	4.			
e From 2015	31,546.			
f Total of lines 3a through e	71,549.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 280,250.				
a Applied to 2015, but not more than line 2a			0.	
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				235,537.
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.		
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	116,262.			
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 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)		0.		
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	39,999.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	76,263.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014	4.			
d Excess from 2015	31,546.			
e Excess from 2016	44,713.			

BAA

Form 990-PF (2016)

Part XVI 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
<i>a Paid during the year</i> See Statement 8				
Total			► 3a	280,250.
<i>b Approved for future payment</i>				
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) Exclu- sion 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	11,502.	
4 Dividends and interest from securities			14	90,890.	
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	195,658.	
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)				298,050.	
13 Total. Add line 12, columns (b), (d), and (e)				298,050.	

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

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
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)	X	
1 a (2)	X	
1 b (1)	X	
1 b (2)	X	
1 b (3)	X	
1 b (4)	X	
1 b (5)	X	
1 b (6)	X	
1 c	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		

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.

Sign
Here

Emerson Prince
Signature of officer or trustee

4-3-2017
Date

► President & Director

May the IRS discuss this return with the preparer shown below (see instructions)?

Print/Type preparer's name		Preparer's signature	Date	PTIN	Yes	No
Paid Preparer Use Only	Christina Kozich		Christina Kozich	3-15-2017	Check <input type="checkbox"/> if self-employed	P01343409
	Firm's name	Hlustik, Huizenga, Williams &			Firm's EIN ▶ 36-2785605	
	Firm's address	Vander Woude, Ltd./Suite 2800 20 N. Wacker Dr./Chicago, IL 60606			Phone no	(312) 372-1033

BAA

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

OMB No 1545 0047

Schedule of Contributors

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

2016

Name of the organization	Employer identification number
Helen & Curtis Pinnell Foundation	36-3621711

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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 property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ► \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Helen & Curtis Pinnell Foundation

Employer identification number

36-3621711

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
1	Emilysue Pinnell 20 N. Wacker Drive, #2800 Chicago, IL 60606	\$ 56,343.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash	(Complete Part II for noncash contributions)
2	Emilysue Pinnell 20 N. Wacker Drive, #2800 Chicago, IL 60606	\$ 7,823.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash	(Complete Part II for noncash contributions)
3	Emilysue Pinnell 20 N. Wacker Drive, #2800 Chicago, IL 60606	\$ 8,868.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash	(Complete Part II for noncash contributions)
4	Emilysue Pinnell 20 N. Wacker Drive, #2800 Chicago, IL 60606	\$ 19,792.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash	(Complete Part II for noncash contributions)
5	Emilysue Pinnell 20 N. Wacker Drive, #2800 Chicago, IL 60606	\$ 9,659.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash	(Complete Part II for noncash contributions)
-----	-----	\$ -----	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II for noncash contributions)

Name of organization

Helen & Curtis Pinnell Foundation

Employer identification number

36-3621711

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
1	775 shares of the common stock of Gilead Sciences, Inc., with a fair market value at date of contribution of \$56,342.50; donor's cost basis was \$21,936.40.	\$ 56,343.	12/12/16
2	75 shares of the common stock of Gartner, Inc., with a fair market value at date of contribution of \$7,822.50; donor's cost basis was \$4,376.25.	\$ 7,823.	12/12/16
3	75 shares of the common stock of IDEXX Labs, Inc., with a fair market value at date of contribution of \$8,868.00; donor's cost basis was \$3,214.21.	\$ 8,868.	12/12/16
4	1150 shares of the common stock of KB Home, with a fair market value at date of contribution of \$19,791.50; donor's cost basis was \$15,732.35.	\$ 19,792.	12/12/16
5	35 shares of the common stock of O'Reilly Automotive, Inc., with a fair market value at date of contribution of \$9,658.60; donor's cost basis was \$1,353.80.	\$ 9,659.	12/12/16
		\$	

BAA

Name of organization

Helen & Curtis Pinnell Foundation

Employer identification number

36-3621711

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) ► \$ N/A
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
N/A			
(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	

Helen & Curtis Pinnell Foundation

36-3621711

Statement 1
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes withheld	\$ 1,129.			
Private foundation excise taxes paid		375.		
Private foundation excise taxes refunded		-3,300.		
Total	<u>\$ -1,796.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
IL Charity Bureau Fee	\$ 15.	\$ 15.		
Investment advisor fees	40,362.	40,362.		
Total	<u>\$ 40,377.</u>	<u>\$ 40,377.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

	Valuation Method	Book Value	Fair Market Value
Corporate Stocks			
SEE ATTACHED - Securities	Cost	\$ 3,274,051.	\$ 4,407,132.
	Total	<u>\$ 3,274,051.</u>	<u>\$ 4,407,132.</u>

Statement 4
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Publicly Traded Securities			
SEE ATTACHED - Other Securities	Cost	\$ 339,423.	\$ 352,711.
	Total	<u>\$ 339,423.</u>	<u>\$ 352,711.</u>

Helen & Curtis Pinnell Foundation

36-3621711

Statement 5
Form 990-PF, Part II, Line 22
Other Liabilities

Cash in transit	\$	21,816.
	Total	<u>\$ 21,816.</u>

Statement 6
Form 990-PF, Part III, Line 3
Other Increases

Rounding differences	\$	2.
	Total	<u>\$ 2.</u>

Statement 7
Form 990-PF, Part III, Line 5
Other Decreases

Prior period adjustments to basis	\$	1,350.
	Total	<u>\$ 1,350.</u>

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Adler Planetarium 1300 South Lake Shore Dr Chicago IL 60605	None	Public	General charitable purposes	\$ 1,000.
Chicago Bible Society 1111 N. Wells Street, Suite 300 Chicago IL 60610	None	Public	General charitable purposes	500.
Chicago Symphony Orchestra 220 S. Michigan Avenue Chicago IL 60604	None	Public	General charitable purposes	15,000.
Evangelical Child Welfare 1530 North Main Street Wheaton IL 60187	None	Public	General charitable purposes	10,000.
Lyric Opera 20 North Wacker Drive Chicago IL 60606	None	Public	General charitable purposes	40,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Pacific Garden Mission 1458 S. Canal Street Chicago IL 60607	None	Public	General charitable purposes	\$ 15,000.
Salvation Army 5040 N. Pulaski Road Chicago IL 60630	None	Public	General charitable purposes	35,000.
Raymondville Fire Dept Raymondville TX 78580	None	Public	General charitable purposes	5,000.
Willacy County Ambulance Service 347 E. Hildalgo Raymondville TX 78580	None	Public	General charitable purposes	5,000.
Willacy County 4-H Courthouse Annex Raymondville TX 78580	None	Public	General charitable purposes	5,000.
Handel Week, Inc. 924 Lake Street Oak Park IL 60301	None	Public	General Charitable Purposes	25,000.
Opera of St. Louis P O Box 191910 St. Louis MO 63119	None	Public	General Charitable Purposes	5,000.
Missouri Botanical Garden PO Box 299 St. Louis MO 63166	None	Public	General Charitable Purposes	500.
Window to the World Comm fbo WFMT Radio 5400 N. St. Louis Avenue Chicago IL 60625	None	Public	General Charitable Purposes	5,000.
Grace Episcopal Church 924 Lake St. Oak Park IL 60301	None	Public	General Charitable Purposes	6,000.
Volunteer Fire Dept-Pt Mansfld P.O. Box 250 Port Mansfield TX 78598	None	Public	General charitable purposes	5,000.
Wycliffe Bible Translators P.O. Box 628200 Orlando FL 32862	None	Public	General charitable purposes	10,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Chicago Botanic Garden 1000 Lake Cook Road Glencoe IL 60022	None	Public	General charitable purposes	\$ 250.
Metropolitan Opera fbo Met Broadcast Cam Lincoln Center New York NY 10023	None	Public	General charitable purposes	1,500.
One Hope United 111 E. Wacker Dr., Suite 325 Chicago IL 60601	None	Public	General charitable purposes	5,000.
San Perlita Volunteer Fire Department P.O. Box 121 San Perlita TX 78590	None	Public	General charitable purposes	5,000.
Willacy County Fair & Auction P.O. Box 717 Raymondville TX 78580	None	Public	General charitable purposes	5,000.
Texas A&M Univ-Kleberg Wildlife Inst MSC 118 Kingsville TX 78363	None	Public	General Charitable Purposes	25,000.
South Padre Island Birding & Nature Cent 6801 Padre Blvd. South Padre Island TX 78597	None	Public	General charitable purposes	1,500.
Sea Turtle, Inc. P O Box 3987 South Padre Island TX 78597	None	Public	General charitable purposes	2,000.
Trinity Oaks Ent-Wounded Warrior Program 9385 Miller Lane San Antonio TX 78266	None	Public	General Charitable Purposes	2,000.
RGV Educational Broadcasting Inc. (88FM) P O Box 2147 Harlingen TX 78550	None	Public	General charitable purposes	1,000.
Boy Scouts of America-Rio Grande Council P O Box 2424 Harlingen TX 78551	None	Public	General Charitable Purposes	1,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Facing Forward to End Homelessness 642 N. Kedzie Avenue Chicago IL 60612	None	Public	General charitable purposes	\$ 5,000.
Feed My Starving Children 401 93rd Avenue NW Coon Rapids MN 55433	None	Public	General charitable purposes	3,000.
Greater Chicago Food Depository 4100 West Ann Lurie Place Chicago IL 60632	None	Public	General charitable purposes	5,000.
Maywood Fine Arts Association 25 North 5th Avenue Maywood IL 60153	None	Public	General charitable purposes	1,000.
The Newberry Consort (Newberry Library) 6530 N. Greenview Avenue Chicago IL 60626	None	Public	General charitable purposes	2,000.
Next Generation Nepal P O Box 5583 Eugene OR 97405	None	Public	General charitable purposes	2,000.
Oak Park River Forest Food Pantry 848 Lake Street Oak Park IL 60301	None	Public	General charitable purposes	5,000.
Sit, Stay, Read 2849 N. Clark Street Chicago IL 60657	None	Public	General charitable purposes	6,000.
University of Chicago 5720 S. Woodlawn Avenue Chicago IL 60637	None	Public	General charitable purposes	2,000.
Chicago Public Radio fbo WBEZ 848 E. Grand Avenue, Navy Pier Chicago IL 60611	None	Public	General charitable purposes	1,000.
Housing Forward P O Box 797 Oak Park IL 60303	None	Public	General charitable purposes	5,000.

Helen & Curtis Pinnell Foundation

36-3621711

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Grace Episcopal Church-Childrens Choir 924 Lake Street Oak Park IL 60301	None	PC	General Charitable Purposes	\$ 2,000.
Peggy Notebaert Nature Museum 2430 N. Cannon Drive Chicago IL 60614	None	PC	General Charitable Purpose	1,000.
Big Shoulders Fund 212 W Van Buren, #900 Chicago IL 60607	None	PC	General Charitable Purpose	2,000.
Pathway to Adventure 1218 W Adams Street Chicago IL 60607	None	PC	General Charitable Purpose	1,000.
				Total \$ 280,250.

Pinnell Foundation
Publicly Traded Securities
Tax ID #36-3621711
12/31/16

	Cost Basis	12/31/16 Market Value
<u>Publicly Traded Securities (details follow):</u>		
Northern Trust Company Acct #23-51758	1,935,289 73	2,584,755 86
Northern Trust Company Acct #23-14245	330,941.58	408,552 86
Kovitz Securities Acct #ADV-217486	964,648 41	1,354,826 21
Waste Management, Inc - 832 shares	<u>43,170 96</u>	<u>58,997 00</u>
	<u>3,274,050 68</u>	<u>4,407,131 93</u>
<u>Other Securities (details follow):</u>		
Kovitz Securities Acct #ADV-217486	<u>339,422 72</u>	<u>352,711 39</u>
Total	<u>3,613,473 40</u>	<u>4,759,843 32</u>

**Pinnell Foundation
Publicly Traded Securities
Tax ID #36-3621711
12/31/16**

Stock Name	# Shares	Cost Basis	12/31/16 Market Value
Northern Trust Company Account #23-51758			
Equities			
Abbott Laboratories	499	20,041.75	19,166.59
Activision Blizzard, Inc	785	16,102.24	28,346.35
Allergan PLC	136	28,403.56	28,561.36
Allstate Corp	498	33,577.50	36,911.76
Alphabet, Inc CL A	36	10,237.86	28,528.20
Alphabet, Inc CL C	73	28,617.88	56,342.85
American Tower Corp	278	20,646.20	29,379.04
Apple, Inc	618	14,038.31	71,576.76
Baxter International, Inc	376	13,912.69	16,671.84
Biogen, Inc	134	40,775.04	37,999.72
Celgene Corp	271	27,698.89	31,368.25
Chevron Corp.	201	13,680.40	23,657.70
Citigroup, Inc	665	33,137.47	39,520.95
Coca Cola Co.	708	31,100.04	29,353.68
Costco Wholesale Corp	162	8,159.97	25,937.82
CVS Health Corp	544	28,038.72	42,927.04
EOG Resources, Inc	252	19,406.87	25,477.20
Exelon Corp	405	15,035.86	14,373.45
Express Scripts, Inc	400	22,358.72	27,516.00
Exxon Mobil Corp	525	39,263.76	47,386.50
Fortive Corp	136	1,969.80	7,293.68
General Electric Co	1,576	32,973.11	49,801.60
Gilead Sciences, Inc.	324	21,839.14	23,201.64
Gilead Sciences, Inc (Gift)	775	21,936.40	55,497.75
WW Grainger, Inc	87	19,319.03	20,205.75
Home Depot, Inc	315	14,017.31	42,235.20
IntercontinentalExchange Group, Inc	785	25,923.59	44,289.70
JP Morgan Chase & Co	961	36,423.38	82,924.69
McDonalds Corp	258	22,232.66	31,403.76
Mondelez International, Inc	774	24,847.09	34,311.42
Nike, Inc	723	24,996.85	36,750.09
Norfolk Southern Corp	220	15,472.26	23,775.40
Nucor Corp	359	16,624.61	21,367.68
Oracle Corporation	617	16,967.18	23,723.65
Pfizer, Inc	1,200	32,036.61	38,976.00
Procter & Gamble Co	275	17,213.96	23,122.00
Qualcomm, Inc	462	23,186.59	30,122.40
Salesforce Com, Inc.	451	25,931.84	30,875.46
Schlumberger, Ltd	374	27,289.33	31,397.30
Schwab Charles Corp	649	15,578.92	25,616.03
Starbucks Corp	561	12,675.26	31,146.72
Twenty-First Century Fox, Inc	1,221	36,128.04	34,236.84
Walt Disney Co	396	12,988.42	41,271.12
Wells Fargo & Co	1,326	43,363.80	73,075.86
Zimmer Biomet Holdings, Inc	303	32,337.13	31,269.60
Alliance Data Systems Corp.	112	23,565.54	25,592.00
CR Bard	131	13,282.36	29,430.46
Dick's Sporting Goods, Inc	650	29,087.71	34,515.00
Kohls Corp.	785	39,989.95	38,763.30
Masco Corp.	907	25,214.67	28,679.34

**Pinnell Foundation
Publicly Traded Securities
Tax ID #36-3621711
12/31/16**

Stock Name	# Shares	Cost Basis	Market Value	12/31/16
Red Hat, Inc	361	24,322.04	25,161.70	
Twitter, Inc	689	18,093.05	11,230.70	
NXP Semiconductors NV	210	19,489.47	20,582.10	
Shire PLC ADR	187	35,007.23	31,861.06	
Subtotal - Equities		1,266,558.06	1,794,710.06	
Mutual Funds				
Northern Mid Cap Index Fund	4,967.42	61,989.56	88,867.15	
Northern Small Cap Index Fund	5,192.11	39,714.04	65,732.11	
Northern Int'l Equity Index Fund	39,784.69	373,337.20	420,126.33	
Northern High Yield Fixed Inc Fund	31,711.37	193,690.87	215,320.21	
Subtotal Mutual Funds		668,731.67	790,045.80	
Total Northern Trust Acct # 23-51758		1,935,289.73	2,584,755.86	
Northern Trust Company (Bahl & Gaynor) Account #23-14245				
Equities				
Abbott Laboratories	216	8,953.74	8,296.56	
AbbVie, Inc.	119	4,479.23	7,451.78	
Air Products and Chemicals, Inc	29	4,113.40	4,170.78	
Altria Group	180	7,300.33	12,171.60	
Amgen, Inc	41	7,031.61	5,994.61	
Automatic Data Processing, Inc	60	3,011.74	6,166.80	
BB&T Corp	360	13,696.89	16,927.20	
Blackrock, Inc	31	7,527.32	11,796.74	
Cisco Systems, Inc	415	8,701.45	12,541.30	
Coca Cola Co	244	9,727.71	10,116.24	
Crown Castle Intl Corp	124	10,345.15	10,759.48	
General Electric Co	334	7,440.41	10,554.40	
Home Depot, Inc	97	11,253.08	13,005.76	
Johnson & Johnson	114	9,377.93	13,133.94	
JP Morgan Chase & Co	195	11,786.53	16,826.55	
Kimberly-Clark Corp	33	2,667.83	3,765.96	
Lockheed Martin Corp	44	5,545.17	10,997.36	
Lyondellbasell Industries NV	81	6,506.70	6,948.18	
Medtronic PLC	65	4,904.74	4,629.95	
Merck & Co, Inc	131	5,746.04	7,711.97	
Microsoft Corp	299	10,086.00	18,579.86	
Nextera Energy, Inc	105	9,199.56	12,543.30	
Occidental Petroleum Corp	150	10,668.51	10,684.50	
Paychex, Inc	195	8,058.23	11,871.60	
PepsiCo, Inc	140	13,332.70	14,648.20	
Pfizer, Inc	335	11,016.58	10,880.80	
Philip Morris Int'l	99	8,640.93	9,057.51	
PNC Financial Services Group	68	5,863.27	7,953.28	
Public Storage	15	3,009.16	3,352.50	
Qualcomm, Inc	106	6,724.33	6,911.20	
Spectra Energy Corp	309	9,716.73	12,696.81	
Target Corp.	128	10,303.38	9,245.44	

Pinnell Foundation
Publicly Traded Securities
Tax ID #36-3621711
12/31/16

Stock Name	# Shares	Cost Basis	Market Value
Texas Instruments, Inc	143	8,755 68	10,434 71
Ventas, Inc REIT	170	10,092 01	10,628.40
WEC Energy Group, Inc	194	8,774 02	11,378 10
3M Co	81	10,832 88	14,464 17
Fastenal Co	198	8,451 32	9,302 04
Hasbro, Inc	87	4,801 83	6,767 73
Illinois Tool Works, Inc	35	3,959 31	4,286 10
Maxim Integrated Products, Inc	183	6,095 77	7,058 31
T Rowe Price	97	7,808 95	7,300 22
Realty Income Corp	79	4,633 43	4,540 92
Total Bahl & Gaynor Acct # 23-14245		330,941.58	408,552.86

Kovitz Securities Account # ADV-217486

Equities

AON PLC	345	30,697 54	38,477 85
EnSCO PLC	580	29,266 81	5,637 60
Amerco	85	27,643 49	31,415 15
American Airlines Group, Inc	805	27,605 65	37,585 45
American Express Company	615	32,007 87	45,559.20
Apple, Inc	637	36,386 22	73,777 34
Bank America Corp	2,450	23,689 51	54,145 00
Bank of New York Mellon Corp	795	14,343 53	37,667 10
Berkshire Hathaway, Inc CL B	585	45,507 24	95,343 30
Boeing Co	325	25,704 80	50,596 00
CBS Corp CL B	780	38,592 25	49,623 60
CBRE Group, Inc CL A	1,155	32,998 69	36,370 95
CVS Health Corp	590	35,599 69	46,556 90
Carmax, Inc	580	22,959 66	37,346 20
Citigroup, Inc	395	22,674 30	23,474 85
Coca Cola Company	270	10,117 82	11,194 20
Disney Walt Co	255	9,049 07	26,576 10
FMC Technologies, Inc	285	12,501 31	10,126 05
General Motors Co	1,315	40,982 46	45,814 60
Google, Inc CL A	26	6,499 29	20,603 70
Google, Inc CL C	26	6,460 78	20,067 32
Halliburton Co.	750	29,139 05	40,567 50
Harley Davidson, Inc	560	28,176 75	32,670 40
JP Morgan Chase	905	48,840 82	78,092 45
Jacobs Engineering Group, Inc	740	30,082 70	42,180 00
Leucadia National Corp	1,724	34,573 59	40,083 00
McKesson Corp	280	41,533 55	39,326 00
Quanta Services, Inc	2,145	54,447 01	74,753 25
Robert Half International, Inc	645	25,033 25	31,463 10
United Parcel Service, Inc	250	20,032 38	28,660 00
Valmont Industries, Inc.	240	32,386 59	33,816 00
Walgreens Boots Alliance, Inc	170	6,404 96	14,069 20
Wells Fargo & Co.	695	20,053 26	38,301 45
Subtotal - Equities		901,991.89	1,291,940.81

Pinnell Foundation
Publicly Traded Securities
Tax ID #36-3621711
12/31/16

Stock Name	#Shares	Cost Basis	12/31/16	Market Value
Municipal Bonds				
Des Plaines IL Rfdg Taxable, Maturity 12/01/20	10,000	10,019.72		10,294.30
Subtotal - Municipal Bonds		<u>10,019.72</u>		<u>10,294.30</u>
Corporate Bonds				
Vodafone Group PLC, Maturity 2-27-17	10,000	10,078.25		10,057.50
Bank America Corp SR NT Ser L, Maturity 01/11/18	10,000	10,049.43		10,023.00
IBM Corp Deb, Maturity 11/01/2019	5,000	5,849.52		5,885.05
Boeing Co Deb (8.75%), Maturity 8/15/21	5,000	6,349.93		6,323.00
Citigroup Inc Fixed Rate NT, Maturity 1/14/22	5,000	5,328.93		5,330.90
Starbucks Fixed RT NT, Maturity 06/15/22	5,000	5,048.54		5,026.00
Apple Inc Fixed Rt, Maturity 5/3/23	5,000	4,813.10		4,868.60
Halliburton Co Fixed Rt SR, Maturity 8/1/23	5,000	5,119.10		5,077.05
Subtotal - Corporate Bonds		<u>52,636.80</u>		<u>52,591.10</u>
Total - Equities		901,991.89		1,291,940.81
Total - Fixed Income		62,656.52		62,885.40
Total Kovitz Acct # ADV-217486		964,648.41		1,354,826.21

Pinnell Foundation
 Other Securities
 Tax ID #36-3621711
 12/31/16

Stock Name	Quantity	Cost Basis	Market Value	12/31/16
Kovitz Securities				
<u>Account # ADV-217486</u>				
Asset Backed Securities				
Citigroup Mtg Ln Tr 2004 Mtg Passthru CTF, Maturity 11/25/32	600,000	11,839 12	11,826 98	
Bear Stearns ARM Tr 2003 CTF CL, Maturity 08/25/2033	300,000	10,134 64	10,117 09	
Structured Asset Mtg Invts 2003, Maturity 10/19/2033	1,000,000	25,940 46	26,040 94	
Credit Suisse First Boston Mtg Secs 2003, Maturity 11/25/33	400,000	12,004 06	11,875 30	
Master Alternative Loan Tr 2003, Maturity 11/25/33	160,000	20,967 72	21,048 76	
Wells Fargo Mtg Backed Sec 2003, Maturity 12/25/33	1,300,000	32,711 46	32,380 52	
CWMBS, Inc 2004 Mtg Passthru, Maturity 07/25/34	700,000	12,163 60	12,394 63	
Banc Amer Mtg Secs, Inc , Maturity 8/25/34	800,000	18,662 65	18,931 82	
JP Morgan Mtg Tr 2006-A3 Mtg Passthru CTF, Maturity 6/25/2035	320,000	24,131 62	25,439 33	
Morgan Stanley Mtg Ln Tr 2004, Maturity 08/25/2034	300,000	7,986.29	9,587 91	
American Home Mtg Inv Tr 2004, Maturity 10/25/2034	250,000	12,857 47	13,258 34	
CWMBS, Inc 2004, Maturity 11/20/2034	150,000	11,189.18	13,945 04	
Bear Stearns Alt-A Tr 2004, Maturity 11/25/2034	250,000	12,100 89	13,270 48	
Credit Suisse First Boston Mtg 2004, Maturity 11/25/2034	200,000	13,036 53	13,148 92	
Bear Stearns ARM Tr 2004, Maturity 01/25/35	320,000	29,896 64	29,752 17	
Master Alternative Ln Tr 2005, Maturity 01/25/2035	100,000	13,187 62	13,944 05	
Structured Adj Rate Mtg Ln Tr 2005, Maturity 4/25/2035	125,000	12,091 34	14,353 12	
JP Morgan Mtg Tr 2005-A3 Mtg Passthru CTF, Maturity 6/25/2035	250,000	19,587 74	19,730 61	
Merrill Lynch Mtg Invs Tr 2006, Maturity 5/25/36	150,000	6,505 92	6,128 80	
HSI Asset Ln Oblig Tr 2007, Maturity 09/25/37	200,000	5,375 96	5,401 81	
Thornburg Mtg Secs Tr 2007-4 Mtg Pass Thru CTF, Maturity 09/25/37	100,000	17,074 32	17,561 41	
American Home Mtg Invt Tr 2005, Maturity 06/25/2045	200,000	9,977 49	12,573 36	
Total Asset Backed Securities		<u>339,422 72</u>	<u>352,711 39</u>	

Pinnell Foundation
Tax ID # 36-3621711
2016 Long Term Capital Gains (Losses)

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Stock Name	Number of Shares	How Acquired	Date Acquired	Date Sold	Proceeds	Cost	Gain (Loss)
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Basis Reported to the IRS (Form 8949, Part 2, Box D)

Northern Trust Account # 23-51758:

Emerson Electric Co	171	Purchase	Various	01/26/16	7,390 45	8,375 35	(984 90)
Pfizer, Inc	16	Purchase	01/12/15	01/26/16	487 70	524 65	(36 95)
3M Co	3	Purchase	02/26/14	01/26/16	431 71	398 63	33 08
Abbott Laboratories	51	Purchase	12/16/14	01/28/16	1,895 54	2,243 53	(347 99)
Gallaher Arthur J & Co	117	Purchase	Various	01/28/16	4,256 92	4,216 56	40 36
PNC Financial Services Group	25	Purchase	Various	01/28/16	2,136 88	2,210 57	(73 69)
Northern Multi-Mgr Emerging Mkt Fd	6,308 33	Purchase	Various	02/01/16	86,360 80	138,898 87	(52,538 07)
Northern Multi-Mgr Emerging Mkt Fd	2,451 17	Purchase	Various	02/01/16	33,556 42	44,180 00	(10,623 58)
PNC Financial Services Group	18	Purchase	12/16/14	02/11/16	1,425 72	1,584 63	(158 91)
Welltower, Inc	73	Purchase	Various	02/11/16	3,940 68	4,036 00	(95 32)
Welltower, Inc	37	Purchase	06/25/12	02/17/16	2,085 78	1,977 42	108 36
Danaher Corp	185	Purchase	Various	02/18/16	16,051 18	6,276 34	9,774 84
Danaher Corp	143	Purchase	Various	02/18/16	12,407 12	7,050 13	5,356 99
EMC Corp	453	Purchase	05/10/10	02/18/16	11,403 21	8,531 94	2,871 27
EMC Corp	324	Purchase	Various	02/18/16	8,155 94	7,622 55	533 39
Verizon Communications	323	Purchase	Various	02/18/16	16,423 35	11,978 17	4,445 18
Merck & Co, Inc	695	Purchase	Various	03/01/16	35,333 73	30,106 24	5,227 49
Kimberly-Clark Corp	25	Purchase	Various	04/26/16	3,103 77	2,166 62	937 15
Amgen, Inc.	192	Purchase	Various	05/09/16	29,491 67	12,923 95	16,567 72
Baxalta, Inc	747	Purchase	04/29/09	06/03/16	34,693 32	22,747 67	11,945 65
Altria Group	5	Purchase	Various	06/06/16	325 84	177 73	148 11
Analog Devices, Inc	123	Purchase	Various	06/06/16	7,077 12	5,017 59	2,059 53
Coca Cola Co	13	Purchase	06/25/12	06/06/16	588 88	486 00	102 88
Hasbro, Inc	6	Purchase	01/23/15	06/06/16	518 75	326 60	192 15
Eaton Corp PLC	166	Purchase	10/30/14	06/10/16	10,162 03	10,409 09	(247 06)
EMC Corp	132	Purchase	05/10/10	06/15/16	3,645 83	2,486 13	1,159 70
EMC Corp	725	Purchase	Various	06/15/16	20,024 42	19,496 03	528 39
American Express Co	255	Purchase	05/07/10	06/28/16	14,690 64	10,597 29	4,093 35
American Express Co	122	Purchase	Various	06/28/16	7,028 46	5,797 86	1,230 60
Citigroup, Inc	463	Purchase	Various	06/28/16	18,291 02	24,348 39	(6,057 37)
MetLife, Inc	877	Purchase	Various	06/28/16	32,616 24	36,394 14	(3,777 90)
VF Corp	333	Purchase	Various	06/28/16	19,450 41	8,765 94	10,684 47
Eaton Corp PLC	219	Purchase	Various	06/28/16	12,396 95	11,644 35	752 60
Fortive Corp	0 5	Purchase	07/06/09	07/05/16	24 90	7 24	17 66
Kimberly-Clark Corp	32	Purchase	06/25/12	07/07/16	4,301 52	2,488 02	1,813 50
AbbVie, Inc	51	Purchase	Various	08/26/16	3,297 49	2,618 81	678 68
Paychex, Inc	19	Purchase	02/20/15	08/26/16	1,156 57	937 43	219 14
WEC Energy Group, Inc	21	Purchase	Various	08/26/16	1,278 96	921 00	357 96
Danaher Corp	315	Purchase	07/06/09	09/21/16	24,209 14	7,005 14	17,204 00
Eaton Corp PLC	226	Purchase	12/03/12	09/21/16	14,254 08	10,205 88	4,048 20
Kimberly-Clark Corp	11	Purchase	06/25/12	10/24/16	1,269 18	855 26	413 92
Paychex, Inc	26	Purchase	Various	10/24/16	1,457 57	1,232 41	225 16
Spectra Energy Corp	40	Purchase	Various	10/24/16	1,679 63	1,381 95	297 68
AbbVie, Inc	25	Purchase	Various	11/02/16	1,420 59	917 48	503 11
Paychex, Inc	41	Purchase	Various	11/02/16	2,235 48	1,900 00	335 48
Baxter International, Inc	276	Purchase	Various	11/18/16	12,987 87	10,496 46	2,491 41
Express Scripts, Inc	126	Purchase	Various	11/18/16	9,586 51	6,861 56	2,724 95
Home Depot, Inc	57	Purchase	Various	11/18/16	7,340 17	2,541 56	4,798 61
Nucor Corp	145	Purchase	10/30/14	11/18/16	8,600 46	7,707 05	893 41
Merck & Co, Inc	58	Purchase	Various	11/28/16	3,582 61	2,984 74	597 87
Activision Blizzard, Inc	125	Purchase	01/27/15	12/08/16	4,666 14	2,564 05	2,102 09
Alphabet, Inc CL C	11	Purchase	10/22/14	12/08/16	8,534 38	5,869 15	2,665 23
Alphabet, Inc CL A	5	Purchase	01/13/12	12/08/16	3,973 86	1,564 43	2,409 43
American Tower Corp	42	Purchase	09/23/13	12/08/16	4,302 38	3,102 61	1,199 77
Apple, Inc	100	Purchase	04/11/11	12/08/16	11,198 75	4,745 41	6,453 34
CR Bard	20	Purchase	03/15/13	12/08/16	4,269 70	2,034 41	2,235 29
Baxter International, Inc	60	Purchase	12/11/13	12/08/16	2,644 14	2,229 74	414 40
CVS Health Corp	87	Purchase	Various	12/08/16	6,780 63	8,252 74	(1,472 11)
Chevron Corp	32	Purchase	12/17/10	12/08/16	3,680 55	2,838 46	842 09
Citigroup, Inc	75	Purchase	10/24/13	12/08/16	4,506 65	3,759 16	747 49
COSTCO Wholesale Corp	25	Purchase	02/07/11	12/08/16	3,938 91	1,855 05	2,083 86
Dick's Sporting Goods, Inc	105	Purchase	06/04/15	12/08/16	6,448 95	5,676 71	772 24

Pinnell Foundation
Tax ID # 36-3621711
2016 Long Term Capital Gains (Losses)

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Stock Name	Number of Shares	How Acquired	Date Acquired	Date Sold	Proceeds	Cost	Gain (Loss)
EOG Resources, Inc	40	Purchase	08/20/15	12/08/16	4,188.30	3,080.46	1,107.84
Exelon Corp	64	Purchase	04/24/13	12/08/16	2,184.59	2,376.04	(191.45)
Express Scripts Holding Co	64	Purchase	Various	12/08/16	4,542.30	3,336.84	1,205.46
Exxon Mobil Corp	39	Purchase	11/06/14	12/08/16	3,441.67	3,738.05	(296.38)
Fortive Corp	21	Purchase	07/06/09	12/08/16	1,127.67	304.16	823.51
General Electric Co	252	Purchase	Various	12/08/16	7,935.30	5,312.55	2,622.75
Gilead Sciences, Inc	51	Purchase	05/07/13	12/08/16	3,669.36	2,750.24	919.12
Home Depot, Inc	50	Purchase	01/23/12	12/08/16	6,620.35	2,224.97	4,395.38
Intercontinental Exchange, Inc	125	Purchase	06/07/12	12/08/16	7,426.08	3,206.18	4,219.90
JPMorgan Chase & Co	125	Purchase	07/17/14	12/08/16	10,638.51	7,306.02	3,332.49
McDonald's Corp	41	Purchase	08/01/12	12/08/16	4,937.11	3,673.47	1,263.64
Mondelez International, Inc	124	Purchase	10/30/14	12/08/16	5,117.36	4,277.16	840.20
Nike, Inc CL B	19	Purchase	01/04/10	12/08/16	979.43	310.03	669.40
Nike, Inc CL B	96	Purchase	Various	12/08/16	4,948.69	1,885.66	3,063.03
Norfolk Southern Corp	32	Purchase	08/10/11	12/08/16	3,518.64	2,160.15	1,358.49
Nucor Corp	57	Purchase	Various	12/08/16	3,779.01	2,856.24	922.77
Oracle Corp	100	Purchase	10/06/10	12/08/16	4,028.91	2,758.87	1,270.04
Pfizer, Inc	192	Purchase	11/16/12	12/08/16	5,930.75	4,563.53	1,367.22
Procter & Gamble	44	Purchase	10/30/14	12/08/16	3,675.67	3,811.55	(135.88)
Qualcomm, Inc	74	Purchase	07/15/11	12/08/16	5,074.06	4,060.41	1,013.65
Salesforce.com, Inc	72	Purchase	01/12/15	12/08/16	5,163.00	4,207.73	955.27
Schlumberger, Ltd	60	Purchase	09/30/14	12/08/16	5,063.88	6,152.21	(1,088.33)
Starbucks Corp	89	Purchase	Various	12/08/16	5,216.62	2,016.81	3,199.81
Twenty First Century Fox CL A	196	Purchase	Various	12/08/16	5,601.55	6,321.89	(720.34)
Twitter, Inc	110	Purchase	11/10/15	12/08/16	2,156.50	2,940.75	(784.25)
Wells Fargo & Co	18	Purchase	12/17/10	12/08/16	1,029.85	542.52	487.33
Wells Fargo & Co	132	Purchase	Various	12/08/16	7,552.21	4,148.99	3,403.22
Zimmer Biomet Holdings, Inc	48	Purchase	03/20/15	12/08/16	5,006.86	5,712.12	(705.26)
Gartner, Inc	75	Gift	09/10/13	12/15/16	7,798.32	4,376.25	3,422.07
IDEXX Labs, Inc	75	Gift	05/07/13	12/15/16	8,974.30	3,214.21	5,760.09
KB Home	1,150	Gift	02/22/01	12/15/16	19,121.67	15,732.35	3,389.32
O'Reilly Automotive, Inc	35	Gift	02/19/10	12/15/16	9,717.18	1,353.80	8,363.38
Total Northern Trust Account # 23-51758					797,641.95	680,263.08	117,378.87

Kovitz Account # ADV-217486:

Accenture PLC	130	Purchase	08/08/11	04/04/16	14,945.24	7,064.19	7,881.05
Accenture PLC	35	Purchase	08/08/11	06/02/16	4,141.84	1,901.90	2,239.94
Accenture PLC	70	Purchase	08/23/11	06/02/16	8,283.69	3,477.62	4,806.07
American International Group, Inc	305	Purchase	10/23/12	01/15/16	16,959.77	10,673.14	6,286.63
Baker Hughes, Inc	285	Purchase	12/16/14	04/08/16	12,293.82	15,957.76	(3,663.94)
Bank America Corp	875	Purchase	04/23/12	11/09/16	15,296.54	7,093.00	8,203.54
Bank of New York Mellon Corp	200	Purchase	08/06/11	08/04/16	7,790.17	4,167.02	3,623.15
Bank of New York Mellon Corp	65	Purchase	11/28/11	08/04/16	2,531.81	1,172.74	1,359.07
Bed, Bath & Beyond	30	Purchase	11/19/12	06/09/16	1,317.66	1,717.07	(399.41)
Bed, Bath & Beyond	70	Purchase	02/12/14	06/09/16	3,074.55	4,520.34	(1,445.79)
Bed, Bath & Beyond	175	Purchase	07/07/14	06/09/16	7,686.36	10,362.48	(2,676.12)
Bed, Bath & Beyond	290	Purchase	08/08/11	08/12/16	13,349.43	14,499.86	(1,150.43)
Bed, Bath & Beyond	70	Purchase	11/19/12	08/12/16	3,222.27	4,006.51	(784.24)
Boeing Co	50	Purchase	07/23/14	05/13/16	6,660.50	6,359.10	301.40
Boeing Co	30	Purchase	10/24/14	05/13/16	3,996.30	3,656.16	340.14
Coca Cola Company	390	Purchase	09/25/13	04/14/16	17,920.21	14,997.24	2,922.97
Coca Cola Company	140	Purchase	02/18/14	04/14/16	6,432.89	5,246.28	1,186.61
Corning, Inc	1,180	Purchase	10/24/13	02/10/16	21,558.63	20,214.54	1,344.09
Jacobs Engineering Group, Inc	345	Purchase	02/06/15	05/12/16	17,182.89	14,111.94	3,070.95
Jacobs Engineering Group, Inc	115	Purchase	12/16/14	06/02/16	5,805.95	4,655.77	1,150.18
Jacobs Engineering Group, Inc	135	Purchase	02/06/15	06/02/16	6,815.67	5,522.06	1,293.61
Jacobs Engineering Group, Inc	270	Purchase	07/22/15	11/09/16	14,582.07	11,017.78	3,564.29
Kohls Corp	85	Purchase	04/18/11	12/21/16	4,522.02	4,480.28	41.74
Kohls Corp	75	Purchase	04/17/12	12/21/16	3,990.02	3,868.47	121.55
Kohls Corp	175	Purchase	11/08/12	12/21/16	9,310.05	9,103.74	206.31
Kohls Corp	200	Purchase	02/26/13	12/21/16	10,640.05	9,135.46	1,504.59
Kohls Corp	135	Purchase	02/04/14	12/21/16	7,182.04	6,667.17	514.87
Quanta Services, Inc	970	Purchase	12/08/14	11/09/16	29,861.33	28,586.88	1,274.45
Quanta Services, Inc	140	Purchase	04/24/15	11/09/16	4,309.88	4,096.30	213.58

Pinnell Foundation
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2016 Long Term Capital Gains (Losses)

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Stock Name	Number of Shares	How Acquired	Date Acquired	Date Sold	Proceeds	Cost	Gain (Loss)
Wal Mart Stores, Inc	470	Purchase	04/12/11	01/27/16	30,026.94	25,188.49	4,838.45
Wells Fargo Medium Term Fixed Rate Call 100 American Airlines @ \$50.00 Exp 1-20-17	10,000	Purchase	09/10/15	12/15/16	10,000.00	10,000.00	-
Total Kovitz Account # ADV-217486	4	Purchase	06/12/15	12/12/16	1,265.60	-	1,265.60
					322,956.19	273,521.29	49,434.90
Total Basis Reported to the IRS					1,120,598.14	953,784.37	166,813.77
<u>Long Term Capital Gain Distributions</u>							
Northern Trust Account # 23-51758:							
Northern Funds Small Cap Index Fund			12/16/16		1,910.91	-	1,910.91
Northern Funds Mid Cap Index Fund			12/16/16		3,340.57	-	3,340.57
Dividends recorded as LT Capital Gain Distributions					73.71	-	73.71
Dividends recorded as Unrecaptured Section 1250 Gain					32.85	-	32.85
Total Long Term Capital Gain Distributions					5,358.04	-	5,358.04

Basis NOT Reported to the IRS (Form 8949, Part 2, Box E)

Kovitz Account # ADV-217486 (Asset Backed Securities):

American Home Mtg Inv Tr 2004,	250,000	Purchase	05/30/13	Various	2,694.79	2,500.66	194.13
American Home Mtg Invt Tr 2005,	200,000	Purchase	03/16/12	Various	4,202.85	3,448.97	753.88
Banc Amer Mtg Secs, Inc , Maturity	800,000	Purchase	01/15/14	Various	1,061.62	1,040.51	21.11
Bear Stearns ARM Tr 2003 CTF CL,	300,000	Purchase	09/13/13	Various	3,716.80	3,706.11	10.69
Bear Stearns Alt-A Tr 2004, Maturity	250,000	Purchase	10/26/12	Various	5,331.29	4,431.54	899.75
Chaseflex Tr Ser 2006, Maturity	230,000	Purchase	09/20/11	Various	4,190.92	4,114.84	76.08
Citigroup Mtg Ln Tr 2004 Mtg Passthru	600,000	Purchase	12/15/14	Various	3,359.65	3,255.01	104.64
Credit Suisse First Boston Mtg 2004,	200,000	Purchase	08/13/13	Various	8,470.57	8,216.76	253.81
Credit Suisse First Boston Mtg Secs	400,000	Purchase	09/11/14	Various	12,009.80	11,864.76	145.04
CWMBS, Inc 2004 Mtg Passthru,	700,000	Purchase	01/27/15	Various	9,769.96	9,344.21	425.75
CWMBS, Inc 2004, Maturity 11/20/2034	150,000	Purchase	03/21/12	Various	3,309.69	2,669.76	639.93
HSI Asset Ln Oblig Tr 2007, Maturity	200,000	Purchase	08/03/11	Various	3,184.68	3,041.97	142.71
JP Morgan Mtg Tr 2005-A3 Mtg Passthru	250,000	Purchase	12/10/15	Various	79.58	79.29	0.29
Master Alternative Ln Tr 2005, Maturity	100,000	Purchase	03/08/12	Various	1,807.76	1,765.10	42.66
Master Alternative Loan Tr 2003,	160,000	Purchase	02/25/15	Various	4,426.66	4,552.88	(126.22)
Merrill Lynch Mtg Invs Tr 2006, Maturity	150,000	Purchase	05/08/14	Various	2,524.82	2,571.02	(46.20)
Morgan Stanley Mtg Ln Tr 2004, Maturity	300,000	Purchase	03/22/12	Various	2,635.02	2,174.32	460.70
Structured Adj Rate Mtg Ln Tr 2005,	125,000	Purchase	04/12/12	Various	2,439.90	1,885.00	554.90
Structured Asset Mtg Invs 2003, Maturity	1,000,000	Purchase	06/04/15	Various	6,034.19	5,407.88	626.31
Thornburg Mtg Secs Tr 2007-4 Mtg Pass Thru CTF, Maturity 09/25/37	100,000	Purchase	12/05/13	Various	4,515.24	4,290.48	224.76

Total Basis Not Reported to the IRS	85,765.79	80,361.07	5,404.72
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Total Long Term Capital Gains	1,211,721.97	1,034,145.44	177,576.53
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Pinnell Foundation
Tax ID # 36-3621711
2016 Short Term Capital Gains (Losses)

Page 1 of 1

Stock Name	Number of Shares	How Acquired	Date Acquired	Date Sold	Net Proceeds	Cost	Gain (Loss)
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Basis Reported to the IRS (Form 8949, Part 1, Box A)

Northern Trust Account # 23-51758:

Emerson Electric Co	2	Purchase	08/07/15	01/26/16	86 44	98 45	(12 01)
Gallagher Arthur J & Co	2	Purchase	08/07/15	01/28/16	72 77	94 89	(22 12)
Northern Multi-Mgr Emerging Mkt Fd	220 09	Purchase	12/18/15	02/01/16	3,013 02	3,219 84	(206 82)
Public Storage	14	Purchase	Various	02/11/16	3,268 13	2,819 46	448 67
Welltower, Inc	31	Purchase	Various	02/17/16	1,747 54	1,987 37	(239 83)
California Resources Corp	0 04	Purchase	Various	04/07/16	0 04	0 05	(0 01)
California Resources Corp	14	Purchase	Various	04/05/16	15 17	17 51	(2 34)
JM Smucker Co	39		04/27/15	04/05/16	4,908 83	4,594 47	314 36
Baxalta, Inc	465		Various	06/03/16	21,596 25	15,645 53	5,950 72
Analog Devices, Inc	3		Various	06/06/16	172 61	170 64	1 97
American Express Co	89		12/18/15	06/28/16	5,127 32	6,054 58	(927 26)
Halliburton Co	571		08/20/15	06/28/16	24,433 87	21,608 58	2,825 29
Realty Income Corp	55		02/11/16	07/07/16	3,805 12	3,237 71	567 41
Shire PLC ADR	1		06/03/16	07/13/16	104 58	118 99	(14 41)
Abbott Laboratories	11		07/07/16	08/26/16	470 84	455 98	14 86
Rackspace Hosting, Inc	732		Various	11/03/16	23,424 00	18,067 59	5,356 41
Abbott Laboratories	73		11/18/16	12/08/16	2,821 75	2,942 35	(120 60)
Allstate Corp	50		11/09/16	12/08/16	3,581 42	3,399 43	181 99
Celgene Corp	43		09/21/16	12/08/16	4,863 19	4,676 09	187 10
Coca Cola Co	110		06/28/16	12/08/16	4,506 05	4,838 86	(332 81)
Exxon Mobil Corp	45		06/28/16	12/08/16	3,971 16	4,066 62	(95 46)
Masco Corp	145		09/21/16	12/08/16	4,714 09	4,781 52	(67 43)
Red Hat, Inc	57		09/21/16	12/08/16	4,497 77	4,358 82	138 95
Schwab Charles Corp	50		02/18/16	12/08/16	1,966 95	1,200 23	766 72
Shire PLC ADR	29		06/03/16	12/08/16	4,750 96	5,565 83	(814 87)
Allergan PLC	21		06/10/16	12/08/16	3,954 42	5,111 93	(1,157 51)
Total Northern Trust Account # 23-51758					131,874 29	119,133 32	12,740 97

Kovitz Securities Account # ADV-217486:

Precision Castparts Corp	150	Purchase	06/29/15	02/01/16	35,250 00	30,269 88	4,980 12
Total Kovitz Securities Account # ADV-217486					35,250 00	30,269 88	4,980 12

Total Basis Reported to the IRS					167,124 29	149,403 20	17,721 09
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Basis Not Reported to the IRS (Form 8949, Part 1, Box B)

Kovitz Account # ADV-217486 (Asset Backed Securities):

Bear Stearns ARM Tr 2004, Maturity 01/25/35	320,000	Purchase	09/09/16	Various	1,099 15	1,077 31	21 84
CWMBS, Inc 2004 Mtg Passthru, Maturity 07/25/34	700,000	Purchase	01/27/15	Various	77 34	73 97	3 37
JP Morgan Mtg Tr 2005-A3 Mtg Passthru CTF, Maturity 6/25/2035	250,000	Purchase	12/10/15	Various	3,811 87	3,798 26	13 61
JP Morgan Mtg Tr 2006-A3 Mtg Passthru CTF, Maturity 6/25/2035	320,000	Purchase	05/10/16	Various	5,666 15	5,376 60	289 55
Master Alternative Loan Tr 2003, Maturity 11/25/33	160,000	Purchase	02/25/15	Various	624 36	642 16	(17 80)
Structured Asset Mtg Invts 2003, Maturity 10/19/2033	1,000,000	Purchase	06/04/15	Various	496 60	445 07	51 53
Wells Fargo Mtg Backed Sec 2003, Maturity 12/25/33	1,300,000	Purchase	11/21/16	Various	1,326 60	1,328 29	(1 69)
Total Basis Not Reported to the IRS					13,102 07	12,741 66	360 41

Total Short Term Capital Gains					180,226.36	162,144.86	18,081.50
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2016

Federal Supplemental Information

Page 1

Helen & Curtis Pinnell Foundation

36-3621711

Form 990-PF, Part VII-A, Line 3
Statement Regarding Changes to Governing Instruments

The foundation changed its name, as is evidenced by the attached copy of its
Articles of Amendment.

FILED

Jesse White, Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-1832
www.cyberdriveillinois.com

FEB 04 2015

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a
 check or money order payable
 to Secretary of State.

File # 5531-071-8

Filing Fee: \$25

Approved: 

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (See Note 1 on back.): Pinnell Foundation

2. Manner of Adoption of Amendment:

The following amendment to the Articles of Incorporation was adopted on January 16, 2014 in the manner indicated below (check one only):

By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (See Note 2 on back.)

By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45. (See Note 3 on back.)

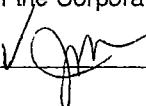
By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation or the bylaws, in accordance with Section 110.20. (See Note 4 on back.)

By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20. (See Note 5 on back.)

3. Text of Amendment:

(a.) When an amendment effects a name change, insert the new corporate name below. Use 3(b.) below for all other amendments. *Article 1: The Name of the Corporation is:

Helen & Curtis Pinnell Foundation

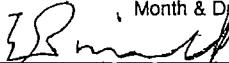

 New Name

(b.) All amendments other than name change.

If the amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to add the full text of the amendment, attach additional sheets of this size.

4. The undersigned Corporation has caused these Articles to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

All signatures must be in BLACK INK.

Dated 1-21, 2015 Month & Day, Pinnell Foundation Exact Name of Corporation

Any Authorized Officer's Signature
Emily Sue Pinnell, President
Name and Title (type or print)

5. If there are no duly authorized officers, the persons designated under Section 101.10(b)(2) must sign below and print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____, _____
Month & Day Year

Signature	Name and Title (print)

NOTES

1. State the true and exact corporate name as it appears on the records of the Secretary of State BEFORE any amendment herein is reported.
2. Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15.
3. Director approval may be:
 - a. by vote at a director's meeting (either annual or special), or
 - b. by consent, in writing, without a meeting.
4. All amendments not adopted under Sec. 110.15 require that:
 - a. the board of directors adopt a resolution setting forth the proposed amendment, and
 - b. the members approve the amendment.

Member approval may be:

- a. by vote at a members meeting (either annual or special), or
- b. by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least two-thirds of the outstanding members entitled to vote on the amendment (but if class voting applies, also at least a two-thirds vote within each class is required).

The Articles of Incorporation may supersede the two-thirds vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote, and not less than a majority within each class when class voting applies. (Sec. 110.20)

5. When member approval is by written consent, all members must be given notice of the proposed amendment at least five days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)