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Return of Private Foundation

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

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation DONALD M. EPHRAIM FAMILY FOUNDATION		A Employer identification number 36-3739581
Number and street (or P O box number if mail is not delivered to street address) 108 W. GRAND AVE.	Room/suite	B Telephone number 312-321-9700
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60654-5206		C If exemption application is pending, check here <input type="checkbox"/>
Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,506,793.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		4,100.	4,100.		STATEMENT 1
4 Dividends and interest from securities		215,093.	215,093.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		335,432.			
b Gross sales price for all assets on line 6a 3,551,940.					
7 Capital gain net income (from Part IV, line 2)			335,432.		
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		6,576.	6,576.		STATEMENT 3
12 Total. Add lines 1 through 11		561,201.	561,201.		
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					
c Other professional fees					
17 Interest		127.	0.		0.
18 Taxes		18,252.	90.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		84.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		18,463.	90.		0.
25 Contributions, gifts, grants paid		303,250.			303,250.
26 Total expenses and disbursements. Add lines 24 and 25		321,713.	90.		303,250.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		239,488.			
b Net investment income (if negative, enter -0-)			561,111.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	6,424.	39,874.	39,874.
	2 Savings and temporary cash investments	2,520.	696,160.	696,160.
	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 6	9,720,832.	9,770,759.	9,770,759.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		9,729,776.	10,506,793.	10,506,793.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 7)	72,800.	38,665.	
23 Total liabilities (add lines 17 through 22)	72,800.	38,665.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	9,656,976.	10,468,128.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	9,656,976.	10,468,128.		
31 Total liabilities and net assets/fund balances	9,729,776.	10,506,793.		

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	9,656,976.
2 Enter amount from Part I, line 27a	2	239,488.
3 Other increases not included in line 2 (itemize) ▶ MARKET VALUE CHANGE	3	571,664.
4 Add lines 1, 2, and 3	4	10,468,128.
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	10,468,128.

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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 PUBLICLY TRADED SECURITIES

P

(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 3,551,940.		3,216,508.	335,432.
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			335,432.
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

335,432.

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	199,600.	6,360,397.	.031382
2014	128,050.	4,392,865.	.029150
2013	102,745.	2,649,282.	.038782
2012	97,554.	2,087,733.	.046727
2011	94,893.	1,993,267.	.047607

2 Total of line 1, column (d)

2

.193648

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

.038730

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5

4

9,279,747.

5 Multiply line 4 by line 3

5

359,405.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

5,611.

7 Add lines 5 and 6

7

365,016.

8 Enter qualifying distributions from Part XII, line 4

8

303,250.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	11,222.
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	11,222.
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	11,222.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016		6a	17,200.
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	17,200.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	5,978.
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 5,978. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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		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	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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? Website address ► <u>N/A</u>	13	X	
14 The books are in care of ► <u>EPHRAIM & ASSOCIATES, P.C.</u> Telephone no. ► <u>312-321-9700</u> Located at ► <u>108 W. GRAND AVE., CHICAGO, IL</u> ZIP+4 ► <u>60654-5206</u>			
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 <u>N/A</u>	15	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 ►	16	Yes	No
			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.

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b		X
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? If "Yes," list the years ► _____, _____, _____	<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.)	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?	<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)	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

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Part VII-B	Statements Regarding Activities for Which Form 4720 May Be Required <i>(continued)</i>
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5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶

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

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

☐ Yes ☒ No

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

6b

x

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(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
DONALD M. EPHRAIM	OFFICER & DIRECTOR			
108 W. GRAND AVE.				
CHICAGO, IL 606545206	0.00	0.	0.	0.
DAVID M. EPHRAIM	OFFICER & DIRECTOR			
108 W. GRAND AVE.				
CHICAGO, IL 606545206	0.00	0.	0.	0.
ELIOT S. EPHRAIM	OFFICER & DIRECTOR			
108 W. GRAND AVE.				
CHICAGO, IL 606545206	0.00	0.	0.	0.
ERIC A. EPHRAIM	OFFICER & DIRECTOR			
108 W. GRAND AVE.				
CHICAGO, IL 606545206	0.00	0.	0.	0.

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

[illegible]**Total** number of other employees paid over \$50,000

0

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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
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.

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.

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FOUNDATION

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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	8,559,354.
b	Average of monthly cash balances	1b	861,709.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,421,063.
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	9,421,063.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	141,316.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,279,747.
6	Minimum investment return Enter 5% of line 5	6	463,987.

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	463,987.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	11,222.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,222.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	452,765.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	452,765.
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	452,765.

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	303,250.
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	303,250.
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	303,250.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				452,765.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			299,440.	
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: ▶ \$ 303,250.				
a Applied to 2015, but not more than line 2a			299,440.	
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				3,810.
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				448,955.
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				

DONALD M. EPHRAIM FAMILY
FOUNDATION**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				
A SILVER LINING FOUNDATION 134 N LASALLE ST SUITE 1218 CHICAGO, IL 60602		PUBLIC CHARITY	GENERAL	250.
ALPERT JEWISH FAMILY & CHILDRENS SERVICE 5841 CORPORATE WAY, SUITE 200 WEST PALM BEACH, FL 33407		PUBLIC CHARITY	GENERAL	5,000.
AMERICAN FRIENDS OF MAGEN DAVID ADOM 352 SEVENTH AVE, SUITE 400 NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL	1,000.
AMERICAN JEWISH COMMITTEE 165 E 56TH ST NEW YORK, NY 10022		PUBLIC CHARITY	GENERAL	1,250.
ANTI DEFAMATION LEAGUE 605 THIRD AVE NEW YORK, NY 10158		PUBLIC CHARITY	GENERAL	2,500.
Total			GENERAL	303,250.
b Approved for future payment				
NONE				
Total				0.

Enter gross amounts unless otherwise indicated.

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.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

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

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title _____

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature _____

Date

Check ☐ self-employed

PTIN

DAVID M. EPHRAIM

1792

5/8/11

P00086360

Firm's name ► **EPHRAIM & ASSOCIATES, P.C.**

Firm's EIN ► 36-2861778

Firm's address ► 108 WEST GRAND AVENUE
CHICAGO, IL 60654-5206

Phone no. (312) 321-9700

Form **990-PF** (2016)

**DONALD M. EPHRAIM FAMILY
FOUNDATION**

36-3739581

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BALLENISLES CHARITIES FOUNDATION 100 BALLENSLES CIRCLE PALM BEACH GARDENS, FL 33418		PUBLIC CHARITY	GENERAL	1,000.
BERNARD ZELL ANSHE EMET DAY SCHOOL 3751 N BROADWAY CHICAGO, IL 60613		PUBLIC CHARITY	GENERAL	1,000.
BIRTHRIGHT ISRAEL FOUNDATION PO BOX 5892 HICKSVILLE, NY 11802		PUBLIC CHARITY	GENERAL	5,000.
CHICAGO RUN 3611 N KEDZIE AVE CHICAGO, IL 60618		PUBLIC CHARITY	GENERAL	250.
COLLEGE BOUND OPPORTUNITIES 2033 N MILWAUKEE AVE, SUITE 246 RIVERWOODS, IL 60015		PUBLIC CHARITY	GENERAL	100.
COMMITTEE FOR ACCURACY IN MIDDLE EAST REPORTING IN AMERICA (CAMERA) PO BOX 35040 BOSTON, MA 02135		PUBLIC CHARITY	GENERAL	1,000.
COMMUNITY FAMILY CENTER 1850 GREEN BAY ROAD HIGHLAND PARK, IL 60035		PUBLIC CHARITY	GENERAL	100.
CONGREGATION BETH JUDEA 5304 RFD LONG GROVE, IL 60047		PUBLIC CHARITY	GENERAL	500.
CULTURAL COUNCIL OF PALM BEACH COUNTY 601 LAKE AVENUE LAKE WORTH, FL 33460		PUBLIC CHARITY	GENERAL	10,000.
DARE2TRI 516 OGDEN AVE, #172 CHICAGO, IL 60642		PUBLIC CHARITY	GENERAL	250.
Total from continuation sheets				293,250.

**DONALD M. EPHRAIM FAMILY
FOUNDATION**

36-3739581

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DEPAUL UNIVERSITY 1 E JACKSON BLVD CHICAGO, IL 60604		PUBLIC CHARITY	SCHOLARSHIP	10,000.
DISTRICT 112 FOUNDATION 1936 GREEN BAY ROAD HIGHLAND PARK, IL 60035		PUBLIC CHARITY	GENERAL	750.
FAMILY FOCUS 310 S PEORIA ST, SUITE 301 CHICAGO, IL 60607		PUBLIC CHARITY	GENERAL	1,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PLACE CHICAGO, IL 60632		PUBLIC CHARITY	GENERAL	1,000.
HADASSAH 60 REVERE DRIVE, SUITE 800 NORTHBROOK, IL 60062		PUBLIC CHARITY	GENERAL	2,500.
HENRY MORRISON FLAGLER MUSEUM 1 WHITEHALL WAY PALM BEACH, FL 33480		PUBLIC CHARITY	GENERAL	1,000.
HILLEL FOUNDATION 800 EIGHTH ST NW WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL	350.
HILLEL OF BROWARD AND PALM BEACH 777 GLADES ROAD BOCA RATON, FL 33431		PUBLIC CHARITY	GENERAL	1,000.
ILLINOIS HOLOCAUST MEMORIAL MUSEUM 9603 WOODS DRIVE SKOKIE, IL 60077		PUBLIC CHARITY	GENERAL	600.
ISRAEL EMERGENCY ALLIANCE DBA STANDWITHUS PO BOX 341069 LOS ANGELES, CA 90034		PUBLIC CHARITY	GENERAL	500.
Total from continuation sheets				

**DONALD M. EPHRAIM FAMILY
FOUNDATION**

36-3739581

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JEWISH FEDERATION OF METROPOLITAN CHICAGO 30 S WELLS CHICAGO, IL 60606		PUBLIC CHARITY	GENERAL	5,000.
JEWISH FEDERATION OF PALM BEACH COUNTY 4601 COMMUNITY DRIVE WEST PALM BEACH, FL 33417		PUBLIC CHARITY	GENERAL	10,000.
KESHET 600 ACADEMY DRIVE, SUITE 130 NORTHBROOK, IL 60062		PUBLIC CHARITY	GENERAL	500.
KIDS RANK 1957 SHERIDAN ROAD HIGHLAND PARK, IL 60035		PUBLIC CHARITY	GENERAL	100.
KRAVIS CENTER FOR THE PERFORMING ARTS 701 OKEECHOBEE BLVD WEST PALM BEACH, FL 33401		PUBLIC CHARITY	GENERAL	12,500.
LES TURNER ALS FOUNDATION 5550 W TOUHY AVE, SUITE 302 SKOKIE, IL 60077		PUBLIC CHARITY	GENERAL	250.
LEUKEMIA AND LYMPHOMA SOCIETY 3 INTERNATIONAL DRIVE RYE BROOK, NY 10573		PUBLIC CHARITY	GENERAL	100.
MALTZ JUPITER THEATER 1001 E INDIANTOWN RD JUPITER, FL 33477		PUBLIC CHARITY	GENERAL	6,900.
MANDEL JEWISH COMMUNITY CENTER OF THE PALM BEACHES 5221 HOOD ROAD PALM BEACH GARDENS, FL 33418		PUBLIC CHARITY	PALM BEACH JEWISH FILM FESTIVAL	50,000.
METRO CHICAGO HILLEL 924 S MORGAN STREET CHICAGO, IL 60607		PUBLIC CHARITY	GENERAL	150.
Total from continuation sheets				

**DONALD M. EPHRAIM FAMILY
FOUNDATION**

36-3739581

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MUSEUM OF SCIENCE AND INDUSTRY 5700 S. LAKE SHORE DRIVE CHICAGO, IL 60637		PUBLIC CHARITY	GENERAL	1,000.
NA'AMAT USA 21515 VANOWEN STREET, SUITE 102 CANOGA PARK, CA 91303		PUBLIC CHARITY	GENERAL	100.
NATAS CHICAGO FOUNDATION 33 E CONGRESS, SUITE 535 CHICAGO, IL 60605		PUBLIC CHARITY	SCHOLARSHIPS	9,200.
NATIONAL ACADEMY OF TELEVISION ARTS & SCIENCES FOUNDATION 1697 BROADWAY, SUITE 404 NEW YORK, NY 10019		PUBLIC CHARITY	GENERAL	250.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 5050 W TILGHMAN ST #115 ALLENTOWN, PA 18104		PUBLIC CHARITY	GENERAL	100.
NORTH SUBURBAN SYNAGOGUE BETH EL 1175 SHERIDAN ROAD HIGHLAND PARK, IL 60035		PUBLIC CHARITY	GENERAL	300.
OUNCE OF PREVENTION FUND 33 W MONROE ST, SUITE 2400 CHICAGO, IL 60603		PUBLIC CHARITY	GENERAL	100.
PALM BEACH SYMPHONY 44 COCOANUT ROW M207B PALM BEACH, FL 33480		PUBLIC CHARITY	GENERAL	1,000.
RESPIRATORY HEALTH ASSOCIATION 1440 W. WASHINGTON BLVD CHICAGO, IL 60607		PUBLIC CHARITY	GENERAL	400.
RORY DAVID DEUTSCH FOUNDATION PO BOX 547 HIGHLAND PARK, IL 60035		PUBLIC CHARITY	GENERAL	100.
Total from continuation sheets				

**DONALD M. EPHRAIM FAMILY
FOUNDATION**

36-3739581

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SCHOOL OF THE ART INSTITUTE GENE SISKEL FILM CENTER 164 N STATE STREET CHICAGO, IL 60601		PUBLIC CHARITY	GENERAL	2,500.
SCOPE 108 W 39TH ST, 15TH FL NEW YORK, NY 10018		PUBLIC CHARITY	GENERAL	100.
SIMON WIESENTHAL CENTER 1399 SOUTH ROXBURY DRIVE LOS ANGELES, CA 90035		PUBLIC CHARITY	GENERAL	1,000.
THE ARK 6450 N CALIFORNIA AVE CHICAGO, IL 60645		PUBLIC CHARITY	GENERAL	1,600.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON, DC 20024		PUBLIC CHARITY	GENERAL	1,000.
UNIVERSITY OF CHICAGO LAW SCHOOL 5235 S HARPER COURT, SUITE 450 CHICAGO, IL 60615		PUBLIC CHARITY	ENDOW FUND FOR DONALD M EPHRAIM PRIZE IN LAW AND ECONOMICS	150,000.
VETERANS OF FOREIGN WARS 406 W 34TH ST KANSAS CITY, MO 64111		PUBLIC CHARITY	GENERAL	100.
WTTW 5400 N ST LOUIS AVE CHICAGO, IL 60625		PUBLIC CHARITY	GENERAL	1,000.
Total from continuation sheets				

Donald M. Ephraim Family Foundation-Investments - As of 12/31/2016

Security	Shares	Quote/Price	Balance
AAPL MAR 17'17 \$110 CALL	-4,500 000	8 000	-36,000 00
AAPL MAR 17'17 \$95 PUT	-2,000 000	0.410	-820 00
AGIOS PHARMACEUTICALS INC COM	500.000	41 730	20,865.00
ALDER BIOPHARMACEUTICALS INC ..	1,000 000	20 800	20,800.00
Amazon com Inc	18.000	749 870	13,497 66
AMBAC FINL GROUP INC COM NEW	1,000 000	22.500	22,500.00
American International Group Inc	2,000 000	65 310	130,620 00
Apple Inc	15,000 000	115 820	1,737,300 00
ASBURY AUTOMOTIVE GROUP INC	1,000 000	61 700	61,700.00
AT&T Inc	1,000.000	42.530	42,530.00
BAIDU INC SPON ADR REP A	700 000	164 410	115,087 00
Baker Hughes Inc.	400.000	64 970	25,988 00
BANK AMER CORP WT EXP 011619	9,000 000	9 950	89,550.00
BANK NEW YORK MELLON CORP C. .	1,000.000	47 380	47,380.00
Bank of America Corp	5,300 000	22 100	117,130.00
Bank of America Preferred	300.000	1,166 800	350,040 00
BIDU JAN 20'17 \$195 CALL	-700 000	0.060	-42 00
BIOGEN INC COM	1,000.000	283.580	283,580 00
BLUEBIRD BIO INC COM	1,000.000	61 700	61,700 00
BRANDYWINE RLTY TR SH BEN INT . .	700 000	16.510	11,557.00
BRASKEM S A SP ADR PFD A	620.000	21.210	13,150 20
Bristol-Myers Squibb Co	3,000 000	58.440	175,320.00
CHIMERA INVT CORP COM NEW	640.000	17.020	10,892.80
CI JAN 20'17 \$130 CALL	-1,000 000	8.100	-8,100 00
CIGNA CORPORATION COM	1,000 000	133 390	133,390 00
Cisco Systems Inc	5,000 000	30 220	151,100 00
CitiGroup Inc	2,000.000	59 430	118,860 00
CITIGROUP INC DEP SHS RP PFD K	2,000 000	27.350	54,700 00
Comcast Corp Spec Class A	200.000	69 050	13,810.00
COMFORT SYS USA INC COM	330.000	33.300	10,989.00
Corning Inc.	1,000 000	24 270	24,270.00
Costco Wholesale Corp-New	500.000	160 110	80,055 00
COVANTA HLDG CORP COM	1,000.000	15.600	15,600 00
Devon Energy Corp New	1,000 000	45 670	45,670.00
General Electric Co	1,000.000	31 600	31,600 00
Gilead Sciences Inc	200.000	71.610	14,322.00
Goldman Sachs Group Inc.	2,000.000	239 450	478,900 00
J.P. Morgan Chase & Co.	23,000.000	86.290	1,984,670.00
JETBLUE AIRWAYS CORP COM	1,000.000	22 420	22,420.00
KITE PHARMA INC COM	1,000 000	44.840	44,840 00
MACK CALI RLTY CORP COM	400 000	29.020	11,608.00
Merck & Co Inc	2,000.000	58.870	117,740.00
Metlife Inc.	6,000.000	53.890	323,340 00
Microsoft Corp	27,000 000	62 140	1,677,780.00
MONDELEZ INTL INC CL A	1,000 000	44 330	44,330.00
MSFT JAN 20'17 \$47 PUT	-9,000 000	0.010	-90 00
MSFT JAN 20'17 \$57.5 CALL	-9,000 000	4 850	-43,650 00
NATERA INC COM	1,000 000	11 710	11,710.00
Occidental Pete Corp	1,000 000	71 230	71,230 00
OCULAR THERAPEUTIX INC COM	1,000 000	8 370	8,370.00
Oracle Corp	800 000	38 450	30,760.00
PAYPAL HLDGS INC COM	1,000 000	39 470	39,470 00

Donald M. Ephraim Family Foundation-Investments - As of 12/31/2016

Security	Shares	Quote/Price	Balance
Pfizer, Inc.	500.000	32 480	16,240 00
PrivateBanCorp Cap Trust IV 10%	2,571 000	26 555	68,272.91
ROYAL DUTCH SHELL PLC SPON AD .	1,000.000	57 970	57,970 00
SCIENCE APPLICATNS INTL CP NE	130.000	84 800	11,024 00
Starbucks Corp	1,000 000	55 520	55,520.00
SUCAMPO PHARMACEUTICALS INC ..	740.000	13 550	10,027.00
Symantec Corp	1,000.000	23.890	23,890.00
Teva Pharmaceutical Industries Ltd. ADR	1,000 000	36.250	36,250 00
Time Warner Inc.	1,000.000	96.530	96,530.00
Transocean Ltd US listed	1,000.000	14.740	14,740.00
UNITED RENTALS INC COM	800 000	105.580	84,464 00
URI JAN 20'17 \$80 CALL	-800 000	25.600	-20,480 00
Visa Inc	2,000 000	78.020	156,040 00
Vodafone Group PLC ADR	1,000 000	24 430	24,430.00
WELLS FARGO & CO NEW PERP PF .	60.000	1,190.000	71,400.00
WYNDHAM WORLDWIDE CORP COM	1,000 000	76 370	76,370.00
WYNN MAR 17'17 \$90 PUT	-1,000 000	8 450	-8,450 00
WYNN RESORTS LTD COM	1,100.000	86 510	95,161.00
Yahoo Inc	2,000 000	38 670	77,340.00

DONALD M. EPHRAIM FAMILY FOUNDATION

ACTION BY BOARD OF DIRECTORS BY

UNANIMOUS WRITTEN CONSENT

AS OF JULY 21, 2016

The undersigned, consisting of all of the Directors of Donald M. Ephraim Family Foundation, an Illinois not for profit corporation, hereby consent in writing, without a meeting, pursuant to Section 108.45(a) of the Illinois General Not For Profit Corporation Act of 1986 and Section 10 of Article IV of the By-Laws, to the following action:

RESOLVED THAT,

Pursuant to the power of the Board of Directors to amend the By-Laws, as set forth in Article XIV of the By-Laws, and subject to the right of the Voting Members to vote on amendments to certain sections of the By-Laws, the By-Laws of the Corporation are hereby amended as follows:

1. Section 3 of Article II of the By-Laws of the Corporation is hereby deleted in its entirety and the following is substituted therefor:

"**SECTION 3. VOTING RIGHTS.** Each Class A and Class B member shall be entitled to one (1) vote on each matter submitted to a vote of the members pursuant to Section 4 of this Article II."

Class C members shall not be entitled to vote on any matter, except that

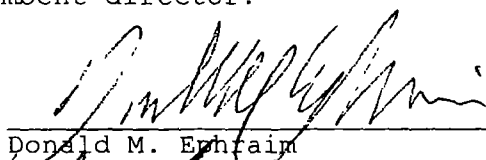
(a) **Death, Incompetency, Resignation or Removal of Class B Members:** upon the death, incompetency, resignation or removal of any Class B member, the oldest Class C member who is a direct descendent of such deceased, incompetent, resigned or removed Class B member shall be entitled to one (1) vote on each matter submitted to a vote of the members pursuant to section 4 of this Article II, but only to the extent that such deceased, incompetent, resigned or removed Class B member would have been entitled to vote thereon pursuant to the provisions of this Section 3; and

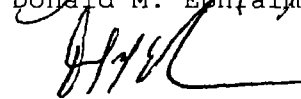
(b) **No Class A or Class B Members:** at such time as there are no Class A members and no Class B members, each Class C member shall be entitled to one (1) vote on each matter submitted to a vote of the members pursuant to Section 4 of this Article II.

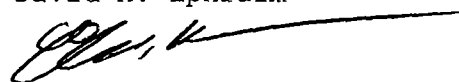
A member of the corporation who has voting rights in accordance with the provisions of this Section 3 is referred to in these By-Laws as a "Voting Member".

2. Section 2 of Article IV of the By-Laws of the Corporation is hereby deleted in its entirety and the following is substituted therefor:

"SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the corporation shall be four (4). Each director shall hold office until the next annual meeting of Voting Members or until his successor shall have been elected and qualified. Directors need not be residents of Illinois. The number of directors may be increased to any number from time to time and may be decreased from time to time to not fewer than three (3) by the amendment of this section; but no decrease shall have the effect of shortening the term of any incumbent director."


Donald M. Ephraim

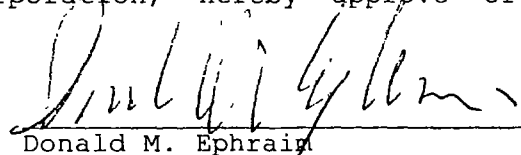

David M. Ephraim



Eliot S. Ephraim

Being all the directors of said Corporation

Chicago, Illinois
July 21, 2016

Pursuant to Section 4 of Article II of the By-Laws under which the Voting Members are entitled to vote on, among other matters, "any amendment of Article II...of these By-Laws...and Sections 2 and 3 of Article IV of these By-Laws", the undersigned, constituting all of the Voting Members of the corporation, hereby approve of the above By-Law amendments.


Donald M. Ephraim


Eliot S. Ephraim

Being all the Voting Members of the corporation

Chicago, Illinois
July 21, 2016

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
E*TRADE BROKERAGE	4,100.	4,100.	
TOTAL TO PART I, LINE 3	4,100.	4,100.	

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
E*TRADE BROKERAGE	215,093.	0.	215,093.	215,093.	
TO PART I, LINE 4	215,093.	0.	215,093.	215,093.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	6,576.	6,576.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,576.	6,576.	

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT INCOME EXCISE TAX	962.	0.		0.
INVESTMENT INCOME EXCISE TAX (2016 EST)	17,200.	0.		0.
FOREIGN TAXES ON INVESTMENT INCOME	90.	90.		0.
TO FORM 990-PF, PG 1, LN 18	18,252.	90.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ILLINOIS FILING FEES	25.	0.		0.	
MISCELLANEOUS	59.	0.		0.	
TOTAL TO FORM 990-PF, PG 1, LN 23	84.	0.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
E*TRADE-SEE ATTACHED	9,770,759.	9,770,759.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,770,759.	9,770,759.		

FORM 990-PF	OTHER LIABILITIES		STATEMENT	7
DESCRIPTION	BOY AMOUNT	EOY AMOUNT		
CREDIT CARD BALANCE PAYABLE	72,800.	38,665.		
TOTAL TO FORM 990-PF, PART II, LINE 22	72,800.	38,665.		