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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.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation		A Employer identification number		
MELVOIN FOUNDATION C/O LOIS MELVOIN		36-6047994		
Number and street (or P O box number if mail is not delivered to street address)		B Telephone number (312) 634-3400		
966 WILDWOOD LANE		C If exemption application is pending, check here ► <input type="checkbox"/>		
City or town, state or province, country, and ZIP or foreign postal code		D 1. Foreign organizations, check here ► <input type="checkbox"/>		
HIGHLAND PARK, IL 60035-4128		2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
G Check all that apply:		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>		
<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		
H Check type of organization:		D 1. Foreign organizations, check here ► <input type="checkbox"/>		
<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		2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>		
► \$ 3,575,658. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <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
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		16.	16.	STATEMENT 1
4 Dividends and interest from securities		51,102.	51,102.	STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10		-5,403.		
b Gross sales price for all assets on line 6a		325,893.		
7 Capital gain net income (from Part IV, line 2)			0.	
8 Net short-term capital gain				
9 Income modifications				
Gross sales less returns and allowances				
10a				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total Add lines 1 through 11		45,715.	51,118.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees		STMT 3	3,400.	850.
c Other professional fees		STMT 4	24,448.	24,448.
17 Interest				
18 Taxes		STMT 5	811.	811.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses		STMT 6	1,171.	1,146.
24 Total operating and administrative expenses Add lines 13 through 23			29,830.	27,255.
25 Contributions, gifts, grants paid			131,339.	131,339.
26 Total expenses and disbursements. Add lines 24 and 25			161,169.	27,255.
27 Subtract line 26 from line 12			-115,454.	
a Excess of revenue over expenses and disbursements			23,863.	
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	16,032.	51,434.	51,434.
	2	Savings and temporary cash investments	476,840.	247,051.	247,051.
	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 7	1,748,191.	2,981,759.
	c	Investments - corporate bonds	STMT 8	271,255.	300,464.
	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)		2,512,318.	3,575,658.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		1,274,489.	1,274,489.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		1,237,829.	1,122,375.
	30	Total net assets or fund balances		2,512,318.	2,396,864.
	31	Total liabilities and net assets/fund balances		2,512,318.	2,396,864.

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	2,512,318.
2	Enter amount from Part I, line 27a	2	-115,454.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	2,396,864.
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	2,396,864.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b SEE ATTACHED STATEMENT					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e 325,893.		331,296.	-5,403.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			-5,403.		
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	-5,403.	
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	140,256.	3,497,812.	.040098
2014	186,056.	3,443,226.	.054035
2013	59,587.	3,032,551.	.019649
2012	104,860.	1,714,333.	.061167
2011	101,463.	1,734,529.	.058496

2 Total of line 1, column (d)

2 **.233445**

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 **.046689**

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

4 **3,461,069.**

5 Multiply line 4 by line 3

5 **161,594.**

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

6 **239.**

7 Add lines 5 and 6

7 **161,833.**

8 Enter qualifying distributions from Part XII, line 4

8 **133,914.**If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	477.	
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				
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	477.	
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	477.	
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,359.		
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	2,359.	
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	1,882.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ►	1,882.	Refunded ►	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>LOIS MELVOIN</u> Telephone no. ► <u>(312) 634-3400</u> Located at ► <u>966 WILDDWOOD LANE, HIGHLAND PARK, IL</u> ZIP+4 ► <u>60035-4128</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	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 X

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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X 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	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?	1b	
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)):	1c X	
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes	X No
If "Yes," list the years ► _____, _____, _____, _____, _____	2b	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____, _____	3b	
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	X 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)	4a X	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b 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?		

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)?

N/A

5b



Organizations relying on a current notice regarding disaster assistance check here

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

N/A

 Yes No

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

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

 Yes 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

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
LOIS G. MELVOIN 966 WILDWOOD LANE HIGHLAND PARK, IL 600354128	PRES, SC/TR 0.00	0.	0.	0.
RICHARD I. MELVOIN 966 WILDWOOD LANE HIGHLAND PARK, IL 600354128	VP/DIRECTOR 0.00	0.	0.	0.
JEFFREY D. MELVOIN 966 WILDWOOD LANE HIGHLAND PARK, IL 600354128	VP/DIRECTOR 0.00	0.	0.	0.

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

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

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



0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

1

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 NOT APPLICABLE

0.

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 NOT APPLICABLE

0.

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

1

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 3,119,891.
b	Average of monthly cash balances	1b 393,885.
c	Fair market value of all other assets	1c 0.
d	Total (add lines 1a, b, and c)	1d 3,513,776.
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 3,513,776.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 52,707.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 3,461,069.
6	Minimum investment return. Enter 5% of line 5	6 173,053.

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	1 173,053.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 477.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 477.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 172,576.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 172,576.
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	7 172,576.

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 133,914.
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	4 133,914.
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	6 133,914.

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				172,576.
2 Undistributed income, if any, as of the end of 2016			0.	
a Enter amount for 2015 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	15,637.			
b From 2012	20,755.			
c From 2013				
d From 2014	17,536.			
e From 2015				
f Total of lines 3a through e	53,928.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 133,914.			0.	
a Applied to 2015, but not more than line 2a				
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				133,914.
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))	38,662.			38,662.
6 Enter the net total of each column as indicated below:	15,266.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				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	0.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	15,266.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014	15,266.			
d Excess from 2015				
e Excess from 2016				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT	N/A		THE PURPOSE OF THE GIFTS IS TO PROVIDE FINANCIAL SUPPORT	131,339.
Total			► 3a	131,339.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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 16.

4 Dividends and interest from securities

14 51,102.

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**

01

8 Gain or (loss) from sales of assets other than inventory

18 -5,403.

9 Net income or (loss) from special events**10 Gross profit or (loss) from sales of inventory****11 Other revenue:**

a _____
 b _____
 c _____
 d _____
 e _____

12 Subtotal. Add columns (b), (d), and (e)

0. 16. 45,699.

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

13 45,715.

(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).

NOT APPLICABLE

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	US BANK #5400 - SEE ATTACHED STATEMENT	P	01/01/16	12/31/16
b	US BANK #5400 - SEE ATTACHED STATEMENT	P	01/01/16	12/31/16
c	PROVIDENT TRUST COMPANY #1406 - SEE ATTACHED STAT	P	01/01/16	12/31/16
d	PROVIDENT TRUST COMPANY #1406 - SEE ATTACHED STAT	P	01/01/16	12/31/16
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
	(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	30,890.		33,950.	-3,060.
b	157,815.		157,353.	462.
c	63,214.		69,839.	-6,625.
d	69,851.		70,154.	-303.
e	4,123.			4,123.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-3,060.
b		~		462.
c				-6,625.
d				-303.
e				4,123.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
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	-5,403.
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

MELVOIN FOUNDATION			
966 Wildwood Lane			
Highland Park, IL 60035-4128			
FEIN 36-6047994			
	Relationship	Status	Amount
ACLU	None	Public Charity	500
ADS Foundation of Chicago	None	Public Charity	100
American Cancer Society	None	Public Charity	500
American Jewish Committee	None	Public Charity	250
Amnesty International USA	None	Public Charity	450
Ansche Chesed	None	Public Charity	5,000
Anti Defamation League	None	Public Charity	360
Art Institute of Chicago	None	Public Charity	190
B J.E. of Metropolitan Chicago	None	Public Charity	360
Big Sunday	None	Public Charity	1,000
BPI	None	Public Charity	500
Brushwood Central	None	Public Charity	150
Camp for All Kids	None	Public Charity	100
Canberra Jewish Philanthropy	None	Public Charity	2,000
Center for Enriched Living	None	Public Charity	250
Chicago Symphony Orchestra	None	Public Charity	750
Chicago Botanic Garden	None	Public Charity	250
Chicago Shakespeare Theater	None	Public Charity	250
Chrysalles	None	Public Charity	1,000
Circle of Women	None	Public Charity	1,000
CJE Senior Life	None	Public Charity	50
Common Ground	None	Public Charity	150
Community Partners of Affordable Housing	None	Public Charity	250
Cystic Fibrosis Foundation	None	Public Charity	200
Doctors Without Borders	None	Public Charity	10,000
Eagle Justice Literature	None	Public Charity	3,000
Environmental Defense Fund	None	Public Charity	400
Environmental Defense Fund	None	Public Charity	400
Epiphany School	None	Public Charity	5,000
Facing History and ourselves	None	Public Charity	10,000
Family Service	None	Public Charity	300
Friends of the HP Public Library	None	Public Charity	100
Friends of the Smithsonian	None	Public Charity	75
Gabriella Axelrod Foundation	None	Public Charity	1,500
Global Minimum Ins	None	Public Charity	1,000
Greater Chicago Food Depository	None	Public Charity	500
Greater Chicago Food Depository	None	Public Charity	25
Greater Chicago Food Depository	None	Public Charity	100
Greater Yellowstone Coalision	None	Public Charity	150
Habitat for Humanity	None	Public Charity	150
Henry's Fort Foundation	None	Public Charity	2,000
HPK Community Fnd	None	Public Charity	350
Hubbard St Dance Chicago	None	Public Charity	150
Internal Rescue Center	None	Public Charity	500

International Rescue	None	Public Charity	450
Jewish Council for Youth Services	None	Public Charity	108
Jewish Council on Urban Affairs	None	Public Charity	250
Jewish Fed of Greater LA	None	Public Charity	6,000
Jewish National Fund	None	Public Charity	500
Jewish Women's Theatre	None	Public Charity	1,000
Lambs Farm	None	Public Charity	200
Les Turner ALS FDN	None	Public Charity	25
Les Turner ALS FDN	None	Public Charity	5,000
Lurie Children's Foundation	None	Public Charity	150
Lyric Opera of Chicago	None	Public Charity	5,000
MAC Angel Foundation	None	Public Charity	2,000
March of Dimes	None	Public Charity	50
MASS	None	Public Charity	100
Matural MS Society	None	Public Charity	150
Memorial Sloan Kettering	None	Public Charity	275
Merit School of Music	None	Public Charity	250
Michael J Fox Fundation	None	Public Charity	150
Moraine Food Pantry	None	Public Charity	100
N Shore Un Health System Fund	None	Public Charity	1,000
National Jewish Health	None	Public Charity	250
National Wildlife Federation	None	Public Charity	150
Natural Resources Defense Center	None	Public Charity	300
Natural Resources Defense Center	None	Public Charity	450
NEIU Foundation	None	Public Charity	1,500
Nesiya Institute	None	Public Charity	500
New Legacy Charter School	None	Public Charity	1,500
Northlight Theatre	None	Public Charity	500
NSCC	None	Public Charity	10,000
NSCI	None	Public Charity	36
NSCI	None	Public Charity	2,050
NSCI	None	Public Charity	250
NSCI	None	Public Charity	2,980
NSSC	None	Public Charity	2,000
Open Communities	None	Public Charity	250
Pan-Mass Challenge	None	Public Charity	500
Partners in Health	None	Public Charity	500
Planned Parenthood	None	Public Charity	450
Planned Parenthood	None	Public Charity	500
Red Cross of Grater Chicago	None	Public Charity	200
Shore	None	Public Charity	250
Simon Wiesenthal Center	None	Public Charity	500
Southern Poverty Law Center	None	Public Charity	500
Southern Poverty Law Center	None	Public Charity	500
Southern Poverty Law Center	None	Public Charity	1,500
Special Olympics	None	Public Charity	60
Stepping Stones	None	Public Charity	5,000
Teach for America	None	Public Charity	4,000
The Ark	None	Public Charity	500
The Canadian Fund	None	Public Charity	500
The Field Museum	None	Public Charity	1,000
The Jasselyn Center	None	Public Charity	500

The Mount Holyoak Fund	None	Public Charity	750
The Nature Conservancy	None	Public Charity	1,000
The New Legacy Charter School	None	Public Charity	250
The Steppingston Fnd	None	Public Charity	1,000
TLHMEC	None	Public Charity	500
Thresholds	None	Public Charity	1,000
Union for Reform Judaism	None	Public Charity	180
United in Harmony	None	Public Charity	5,000
United Way of Franklin	None	Public Charity	1,000
University Synagogue	None	Public Charity	2,000
US Holocaust Memorial Museum	None	Public Charity	300
USC Shaha Foundation	None	Public Charity	1,000
Volunteer Legal Services	None	Public Charity	150
Volunteer Pool	None	Public Charity	100
WBZ	None	Public Charity	365
WFMT	None	Public Charity	750
Writers Foundation	None	Public Charity	1,000
Writers Theatre	None	Public Charity	250
WTTW	None	Public Charity	1,000
Total			131,339

NOTE: ALL THE ABOVE CONTRIBUTIONS WERE MADE FOR THE GENERAL, CHARITABLE, RELIGIOUS, EDUCATIONAL, OR SCIENTIFIC PURPOSE OF EACH DONEE ORGANIZATION.

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
U.S. BANK - BROKERAGE	16.	16.	
TOTAL TO PART I, LINE 3	16.	16.	

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
PROVIDENT TRUST COMPANY	22,515.	0.	22,515.	22,515.	
US BANK '8554	32,710.	4,123.	28,587.	28,587.	
TO PART I, LINE 4	55,225.	4,123.	51,102.	51,102.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,400.	850.		2,550.
TO FORM 990-PF, PG 1, LN 16B	3,400.	850.		2,550.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	24,448.	24,448.		0.
TO FORM 990-PF, PG 1, LN 16C	24,448.	24,448.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	811.	811.		0.
TO FORM 990-PF, PG 1, LN 18	811.	811.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL LICENSE FEE	10.	0.		10.
ANNUAL ILLINOIS CHARITABLE FEE	15.	0.		15.
OTHER EXPENSES	1,146.	1,146.		0.
TO FORM 990-PF, PG 1, LN 23	1,171.	1,146.		25.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,170 SHS ACCENTURE PLC	34,007.	137,042.
300 SHS ALPHABET INC CL A & CL C	80,057.	234,641.
3,920 SHS COGNIZANT TECH SOLUTIONS CL A	67,264.	219,638.
870 SHS CVS HEALTH CORP	85,585.	68,652.
1,712 SHS DEVRY EDUCATION GRP INC	14.	53,414.
0 SHS EBAY INC	0.	0.
1,000 SHS FASTENAL COMPANY	24,128.	46,980.
0 SHS FRANKLIN RESOURCES INC	0.	0.
880 SHS HOME DEPOT INC	73,527.	117,990.
660 SHS NIKE INC CL B	39,286.	33,548.
1,260 SHS PAYPAL HIDGS INC	38,194.	49,732.
1,250 SHS PNC FIN'L SERVICES	65,608.	146,200.
2,140 SHS SCHWAB CHARLES CORP NEW	62,194.	84,466.
1,190 SHS PRICE T ROWE GROUP INC	97,260.	89,559.
2,630 SHS SOUTHWEST AIRLINES CO	45,015.	131,079.
1,700 SHS TJX COMPANIES INC	25,453.	127,721.
900 SHS UNITEDHEALTH GROUP INC	56,016.	144,036.
2,640 SHS VISA INC CLASS A	43,264.	205,973.

MELVOIN FOUNDATION C/O LOIS MELVOIN

36-6047994

468 SHS MIDCAP SPDR TRUST	109,496.	141,210.
680 SHS NUVEEN REAL ESTATE	14,834.	15,011.
1,091 SHS SPDR S&P 500 ETF TRUST	188,110.	243,871.
1,502 SHS T ROWE PRICE BLUE CHIP GROWTH	89,204.	109,048.
1,147 SHS T ROWE PRICE SC STOCK	51,975.	51,550.
1,640 SHS VANGUARD EQUITY INCOME	100,726.	112,110.
934 SHS VANGUARD 500 INDEX ADMIRAL	177,029.	192,945.
1,220 SHS AMERICAN EUROPACIFIC GROWTH	60,523.	54,877.
3,118 SHS CAMBIAR EQUITY FUND	74,663.	74,765.
0 SHS CAUSEWAY EMERGING MARKETS	0.	0.
3,504 SHS FIDELITY ADV DRIVERS INTL CL I	67,488.	67,173.
2,598 SHS BARON EMERGING MARKETS INSTITUTIONAL	26,995.	28,528.
 TOTAL TO FORM 990-PF, PART II, LINE 10B	 1,797,915.	 2,981,759.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
11,923 SHS BAIRD AGGREGATE FUND	129,669.	127,580.
6,326 SHS DOUBLELINE TOTAL RETURN	68,455.	67,184.
7,138 SHS PRUDENTIAL TOTAL RETURN	102,340.	100,650.
 TOTAL TO FORM 990-PF, PART II, LINE 10C	 300,464.	 295,414.

STATEMENT(S) 7, 8

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT

9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LOIS MELVOIN
966 WILDWOOD LANE
HIGHLAND PARK, IL 600354128

TELEPHONE NUMBER

(312)634-3400

FORM AND CONTENT OF APPLICATIONS

THERE IS NO STANDARD APPLICATION FORM. A LETTER REQUESTING A CONTRIBUTION
IS SUFFICIENT.

ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ORGANIZATIONS MUST BE EDUCATIONAL, RELIGIOUS OR CHARITABLE AS DEFINED BY
IRC SECTION 170(C).