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# Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2016 or tax year beginning

, and ending

Name of foundation <b>State Farm Companies Foundation</b>			A Employer identification number <b>36-6110423</b>	
Number and street (or P.O. box number if mail is not delivered to street address) <b>PO Box 2321, FSS Tax Filing</b>		Room/suite	B Telephone number (see instructions) <b>309-766-1865</b>	
City or town, state or province, country, and ZIP or foreign postal code <b>Bloomington IL 61702-2321</b>				
Foreign country name		Foreign province/state/county	Foreign postal code	
<b>G</b> Check all that apply: <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				
<b>H</b> 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				
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 42,172,557</b>		<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
<b>F</b> 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) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	53,277,536			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	31,519	31,519		
	4 Dividends and interest from securities				
	5a Gross rents				
	5b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	6b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		48,447,016		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
10b Less: Cost of goods sold					
11 Gross profit or (loss) (attach schedule)					
12 Other income (attach schedule)					
12 Total. Add lines 1 through 11	53,309,055	48,478,535	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	16b Accounting fees (attach schedule)				
	16c Other professional fees (attach schedule) (Exhibit 1)	185,368	587		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) (Exhibit 1)	969,559			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) (Exhibit 1)	332,830			
	24 Total operating and administrative expenses. Add lines 13 through 23	1,487,757	587	0	0
	25 Contributions, gifts, grants paid	12,819,817			12,819,817
26 Total expenses and disbursements. Add lines 24 and 25	14,307,574	587	0	12,819,817	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	39,001,481				
b Net investment income (if negative, enter -0-)		48,477,948			
c Adjusted net income (if negative, enter -0-)			0		

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
<b>Assets</b>	1	Cash—non-interest-bearing	696,656	39,887,240	39,887,240
	2	Savings and temporary cash investments	2,275,028	2,285,317	2,285,317
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ Federal Tax Receivable )	28			
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,971,712	42,172,557	42,172,557	
<b>Liabilities</b>	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 (attach schedule)			
	22	Other liabilities (describe ▶ Federal Tax Payable )		691,606	
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	691,606	
<b>Net Assets or Fund Balances</b>		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input type="checkbox"/>			
	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	2,971,712	41,480,951	
	30	<b>Total net assets or fund balances</b> (see instructions)	2,971,712	41,480,951	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	2,971,712	42,172,557	

**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	2,971,712
2	Enter amount from Part I, line 27a	2	39,001,481
3	Other increases not included in line 2 (itemize) ▶ Book Capital Gain/(Loss) on Investments	3	-492,242
4	Add lines 1, 2, and 3	4	41,480,951
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	41,480,951

**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.)
<b>1a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

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

(i) FMV 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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> </div>	<b>2</b>	48,447,016
<b>3</b> 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		<b>3</b>	0

**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	10,527,820	7,851,518	1 340864
2014	13,547,343	10,772,631	1 257571
2013	17,117,711	13,587,563	1 259807
2012	14,599,187	11,936,637	1 223057
2011	16,335,754	12,813,937	1 274843

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	6 356142
<b>3</b> 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	<b>3</b>	1 271228
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	17,816,545
<b>5</b> Multiply line 4 by line 3	<b>5</b>	22,648,891
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	484,779
<b>7</b> Add lines 5 and 6	<b>7</b>	23,133,670
<b>8</b> Enter qualifying distributions from Part XII, line 4 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	<b>8</b>	12,819,817

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

<b>1a</b>	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>b</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	<b>1</b>	969,559	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	969,559	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	969,559	
<b>6</b>	<b>Credits/Payments</b>			
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	277,953	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	277,953	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	691,606	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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
<b>b</b> 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>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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>		X
<b>3</b> 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>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> 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>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> Illinois		
<b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> 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>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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)	11	Yes	No 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 <b>▶</b> <u>www.statefarm.com</u>	13	X	
14	The books are in care of <b>▶</b> <u>Mark Schwamberger</u> Telephone no <b>▶</b> <u>309-766-8826</u> Located at <b>▶</b> <u>One State Farm Plaza, Bloomington, IL</u> ZIP+4 <b>▶</b> <u>61710-0001</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 <b>▶</b> <u>15</u>			
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 <b>▶</b>	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.

1a	During the year did the foundation (either directly or indirectly)		Yes	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 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 <b>▶</b> <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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	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 <b>▶</b> <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
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.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>b</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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here <span style="float: right;">▶ <input type="checkbox"/></span></p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p><b>5b</b> N/A</p>	<p><b>c</b> 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?</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</p>	<p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p>If "Yes" to 6b, file Form 8870</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>6b</b> X</p>	<p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> <p><b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>7b</b> N/A</p>
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**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
Exhibit #3		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



**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶ 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
<b>1</b> Not applicable	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	Not applicable	
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	18,087,863
<b>b</b>	Average of monthly cash balances	<b>1b</b>	
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	18,087,863
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	18,087,863
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	<b>4</b>	271,318
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	17,816,545
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	890,827

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	890,827
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5	<b>2a</b>	969,559
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	969,559
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	-78,732
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	-78,732
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	-78,732

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	12,819,817
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	12,819,817
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	12,819,817

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				-78,732
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011	15,809,679			
<b>b</b> From 2012	14,002,995			
<b>c</b> From 2013	16,582,185			
<b>d</b> From 2014	13,207,381			
<b>e</b> From 2015	10,304,578			
<b>f</b> Total of lines 3a through e	69,906,818			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 $\blacktriangleright$ \$ 12,819,817				
<b>a</b> Applied to 2015, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2016 distributable amount				
<b>e</b> Remaining amount distributed out of corpus	12,819,817			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	82,726,635			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	15,809,679			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	66,916,956			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012	14,002,995			
<b>b</b> Excess from 2013	16,582,185			
<b>c</b> Excess from 2014	13,207,381			
<b>d</b> Excess from 2015	10,304,578			
<b>e</b> Excess from 2016	12,819,817			

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

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

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

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> Gross investment income				0

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

Exhibit 4

- b** The form in which applications should be submitted and information and materials they should include

Exhibit 4

- c** Any submission deadlines

Exhibit 4

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Exhibit 4

**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)				
<b>a</b> <i>Paid during the year</i> Organization - Exhibit 5			See note on Exhibit 5	12,819,817
<b>Total</b>			<b>3a</b>	12,819,817
<b>b</b> <i>Approved for future payment</i> Organization - Exhibit 6			See note on Exhibit 6	5,181,588
<b>Total</b>			<b>3b</b>	5,181,588

## Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

[illegible]



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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2016**

Name of the organization

State Farm Companies Foundation

Employer identification number

36-6110423

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or 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).

Name of organization State Farm Companies Foundation	Employer identification number 36-6110423
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**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	State Farm Mutual Automobile Insurance Company One State Farm Plaza Bloomington IL 61710-00001 Foreign State or Province _____ Foreign Country _____	\$ 37,431,794	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
2	State Farm Mutual Automobile Insurance Company Bloomington IL 61710-00001 Foreign State or Province _____ Foreign Country _____	\$ 14,987,798	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
3	State Farm Mutual Automobile Insurance Company Bloomington IL 61710-00001 Foreign State or Province _____ Foreign Country _____	\$ 849,268	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
4	State Farm Mutual Automobile Insurance Company Bloomington IL 61710-00001 Foreign State or Province _____ Foreign Country _____	\$ 8,576	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )



Name of organization State Farm Companies Foundation	Employer identification number 36-6110423
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**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	Keysight Technologies - 1,161,219 Shares	\$ 37,431,894	10/19/2016
2	Keysight Technologies - 664,500 Shares	\$ 14,987,798	2/5/2016
3	Keysight Technologies - 39,200 Shares	\$ 849,268	2/10/2016
4	Keysight Technologies - 400 Shares	\$ 8,576	2/11/2016

Name of organization  
State Farm Companies Foundation

Employer identification number  
36-6110423

**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.) ► \$ 0

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	For Prov	Country	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	For Prov	Country	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	For Prov	Country	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	For Prov	Country	

Part I, Line 16c (990-PF) - Other Professional Fees

		185,368	587	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Custody Fees	587	587		0
2	Outsourcing Fees	184,781			0

Exhibit 1

Part I, Line 18 (990-PF) - Taxes

		969,559	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Tax on Investment Income	969,559			

Exhibit 1

**Part I, Line 23 (990-PF) - Other Expenses**

		332,830	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Filing Fees and Other Expenses	332,830	0		

Exhibit 1

CUSIP	Description	Discount	NET/GAIN/LOSS	Purchase Date	Units	Tax Box Value	ST Gain/Loss	Sale Date	Cost	Tax Cost Basis	FX Gain/Loss Inc.	LT Gain/Loss Inc.	5 Year Capital Loss	Trans ID	Proceeds	Tax Preference	FX Gain/Loss Inc.
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$1,665,137.85	11/27/1990	86660.76	180,380.35	0.00	2/8/2016	180,380.35	180,380.35	0.00	1,565,137.85	65,137.85	354,249	1,853,518.20	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$1,058,670.00	11/27/1990	120,898.97	120,898.97	0.00	2/8/2016	120,898.97	120,898.97	0.00	1,058,670.00	58,670.00	354,249	1,179,568.97	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$515,730.91	11/27/1990	60,757.27	60,757.27	0.00	2/8/2016	60,757.27	60,757.27	0.00	514,730.91	14,730.91	354,249	575,488.18	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$948,544.51	11/27/1990	49,582.00	111,925.52	0.00	2/8/2016	111,925.52	111,925.52	0.00	948,544.51	36,725.94	354,249	1,060,470.03	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$536,725.94	11/27/1990	26,686.00	53,743.86	0.00	2/9/2016	53,743.86	53,743.86	0.00	536,725.94	20,515.34	354,537	568,062.43	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$920,515.34	11/27/1990	47,712.66	7,112.66	0.00	2/9/2016	7,112.66	7,112.66	0.00	920,515.34	20,515.34	354,537	974,259.20	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$60,238.38	12/15/1981	3,051.20	4,712.23	0.00	2/9/2016	4,712.23	4,712.23	0.00	60,238.38	35,453.7	64,950.61	97,425.92	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$90,313.26	12/15/1981	457.60	7,112.66	0.00	2/9/2016	7,112.66	7,112.66	0.00	90,313.26	35,453.7	97,425.92	12,732.71	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$21,067.92	12/14/1981	1,067.92	1,664.79	0.00	2/9/2016	1,664.79	1,664.79	0.00	21,067.92	35,453.7	302,020.36	162,376.53	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$179,833.71	12/14/1981	14,188.08	22,186.65	0.00	2/9/2016	22,186.65	22,186.65	0.00	179,833.71	79,833.71	35,453.7	271,110.94	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$150,485.16	12/15/1981	7,628.00	11,891.37	0.00	2/9/2016	11,891.37	11,891.37	0.00	150,485.16	50,485.16	35,453.7	211,089.94	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$1,898,955.37	11/26/1990	99,164.00	211,939.57	0.00	2/9/2016	211,939.57	211,939.57	0.00	1,898,955.37	98,955.37	35,453.7	2,053,861.31	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$698,078.89	11/27/1990	31,808.76	6,031.25	0.00	2/9/2016	6,031.25	6,031.25	0.00	698,078.89	9,078.89	35,453.7	711,110.14	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$20,283.63	11/27/1990	1,061.24	2,306.89	0.00	2/9/2016	2,306.89	2,306.89	0.00	20,283.63	20,283.63	35,453.7	22,590.52	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$192,199.30	4/15/1980	9,351.12	10,939.91	0.00	2/10/2016	10,939.91	10,939.91	0.00	192,199.30	92,199.30	35,453.7	202,593.21	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$627,057.92	4/15/1980	30,512.00	33,988.44	0.00	2/10/2016	33,988.44	33,988.44	0.00	627,057.92	27,057.92	35,453.7	661,046.36	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$313,494.98	11/27/1980	15,256.00	17,028.20	0.00	2/10/2016	17,028.20	17,028.20	0.00	313,494.98	13,494.98	35,453.7	330,523.18	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$626,540.85	5/27/1980	3,051.20	34,505.51	0.00	2/10/2016	34,505.51	34,505.51	0.00	626,540.85	26,540.85	35,453.7	661,046.36	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$363,140.06	1/9/1980	17,696.96	20,266.83	0.00	2/10/2016	20,266.83	20,266.83	0.00	363,140.06	63,140.06	35,453.7	383,405.89	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$6,258.83	1/9/1980	305.12	351.64	0.00	2/10/2016	351.64	351.64	0.00	6,258.83	6,258.83	35,453.7	6,610.47	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$456,839.89	1/9/1980	22,723.76	25,723.95	0.00	2/10/2016	25,723.95	25,723.95	0.00	456,839.89	56,839.89	35,453.7	482,563.84	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$18,772.02	1/9/1980	1,525.60	1,765.61	0.00	2/10/2016	1,765.61	1,765.61	0.00	18,772.02	18,772.02	35,453.7	33,052.32	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$18,772.02	1/9/1980	915.36	1,059.37	0.00	2/10/2016	1,059.37	1,059.37	0.00	18,772.02	18,772.02	35,453.7	19,831.39	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$31,283.02	1/9/1980	1,525.60	1,769.30	0.00	2/10/2016	1,769.30	1,769.30	0.00	31,283.02	31,283.02	35,453.7	33,052.32	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$1,032,339.55	1/9/1980	50,344.80	58,386.95	0.00	2/10/2016	58,386.95	58,386.95	0.00	1,032,339.55	32,339.55	35,453.7	1,090,726.50	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$68,814.50	1/9/1980	3,356.32	3,900.59	0.00	2/10/2016	3,900.59	3,900.59	0.00	68,814.50	68,814.50	35,453.7	72,715.09	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$156,378.15	1/9/1980	7628.00	8,883.44	0.00	2/10/2016	8,883.44	8,883.44	0.00	156,378.15	53,389.34	35,453.7	165,261.59	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$35,389.34	1/10/1980	2,695.52	3,059.58	0.00	2/10/2016	3,059.58	3,059.58	0.00	35,389.34	35,389.34	35,453.7	36,449.56	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$356,542.18	1/10/1980	17,931.84	20,254.25	0.00	2/10/2016	20,254.25	20,254.25	0.00	356,542.18	56,542.18	35,453.7	376,796.43	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$11,834.67	10/11/1985	5,797.28	13,116.59	0.00	2/11/2016	13,116.59	13,116.59	0.00	11,834.67	11,834.67	35,453.7	124,951.26	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$72,067.75	10/11/1985	3,737.72	8,492.94	0.00	2/11/2016	8,492.94	8,492.94	0.00	72,067.75	72,067.75	35,453.7	80,560.69	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$36,750.79	10/11/1985	1,907.00	4,351.60	0.00	2/11/2016	4,351.60	4,351.60	0.00	36,750.79	36,750.79	35,453.7	41,102.39	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$146,929.29	10/11/1985	7,628.00	17,480.27	0.00	2/11/2016	17,480.27	17,480.27	0.00	146,929.29	46,929.29	35,453.7	164,409.56	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$305,059.73	11/28/1990	15,810.00	35,699.99	0.00	2/11/2016	35,699.99	35,699.99	0.00	305,059.73	83,158.66	35,453.7	340,759.72	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$7,748.83	10/11/1985	400.00	921.50	0.00	2/12/2016	921.50	921.50	0.00	7,748.83	7,748.83	35,453.7	8,670.33	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$113,887.34	5/13/1985	381.40	10,217.51	0.00	10/20/2016	10,217.51	10,217.51	0.00	113,887.34	13,887.34	40,826.4	124,104.85	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$227,626.95	5/13/1985	7628.00	20,582.76	0.00	10/20/2016	20,582.76	20,582.76	0.00	227,626.95	27,626.95	40,826.4	248,209.71	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$340,647.08	5/20/1985	11,442.00	31,667.48	0.00	10/20/2016	31,667.48	31,667.48	0.00	340,647.08	40,647.08	40,826.4	372,314.56	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$171,320.76	5/28/1985	5,721.00	14,836.52	0.00	10/20/2016	14,836.52	14,836.52	0.00	171,320.76	17,320.76	40,826.4	186,157.28	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$57,125.39	5/28/1985	1,907.00	4,927.04	0.00	10/20/2016	4,927.04	4,927.04	0.00	57,125.39	57,125.39	40,826.4	62,052.43	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$114,287.71	5/28/1985	381.40	9,817.14	0.00	10/20/2016	9,817.14	9,817.14	0.00	114,287.71	14,287.71	40,826.4	124,104.85	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$342,309.12	6/3/1985	11,442.00	30,005.44	0.00	10/20/2016	30,005.44	30,005.44	0.00	342,309.12	42,309.12	40,826.4	372,314.56	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$143,676.76	6/24/1985	4,805.64	12,695.36	0.00	10/20/2016	12,695.36	12,695.36	0.00	143,676.76	14,676.76	40,826.4	156,372.12	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$198,410.75	6/24/1985	6,636.36	17,531.69	0.00	10/20/2016	17,531.69	17,531.69	0.00	198,410.75	19,410.75	40,826.4	215,942.44	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$340,647.08	7/3/1985	11,442.00	31,667.48	0.00	10/20/2016	31,667.48	31,667.48	0.00	340,647.08	40,647.08	40,826.4	372,314.56	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$340,647.08	7/3/1985	11,442.00	31,667.48	0.00	10/20/2016	31,667.48	31,667.48	0.00	340,647.08	40,647.08	40,826.4	372,314.56	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$145,101.77	9/2/1986	50,344.80	183,082.28	0.00	10/20/2016	183,082.28	183,082.28	0.00	145,101.77	55,101.77	40,826.4	1,638,184.05	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$826,336.03	9/4/1986	25,172.40	89,200.79	0.00	10/20/2016	89,200.79	89,200.79	0.00	826,336.03	28,336.03	40,826.4	819,092.02	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$842,266.93	9/8/1986	29,921.02	110,842.07	0.00	10/20/2016	110,842.07	110,842.07	0.00	842,266.93	42,266.93	40,826.4	953,109.00	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$1,813,210.84	9/25/1986	19,233.58	192,323.58	0.00	10/20/2016	192,323.58	192,323.58	0.00	1,813,210.84	13,210.84	40,826.4	2,005,534.42	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$148,933.64	9/26/1986	47,980.12	142,305.41	0.00	10/20/2016	142,305.41	142,305.41	0.00	148,933.64	18,933.64	40,826.4	1,561,239.05	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$1,015,902.47	9/29/1986	34,249.72	98,559.11	0.00	10/20/2016	98,559.11	98,559.11	0.00	1,015,902.47	15,902.47	40,826.4	1,114,461.58	0.00	0.00
49338L103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$1,013,421.58	9/30/1986	34,249.72	101,040.00	0.00	10/20/2016	101,040.00	101,040.00	0.00	1,013,421.58	13,421.58	40,826.4	1,114,461.58	0.00	0.0

493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$529,743.70	10/21/1985	17620.68	40891.34	40891.34	40891.34	40891.34	0.00	529,743.70	29,743.70	408455	570,635.04	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$476,858.30	10/21/1985	15789.96	34489.98	34489.98	34489.98	34489.98	0.00	476,858.30	76,858.30	408455	511,348.28	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$203,377.20	10/23/1985	6788.92	16477.85	16477.85	16477.85	16477.85	0.00	203,377.20	3,377.20	408455	219,855.05	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$253,568.23	10/23/1985	8467.08	20633.02	20633.02	20633.02	20633.02	0.00	253,568.23	53,568.23	408455	274,201.25	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$456,438.46	10/24/1985	15256.00	37617.85	37617.85	37617.85	37617.85	0.00	456,438.46	56,438.46	408455	494,056.31	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$456,288.76	10/24/1985	15256.00	37617.85	37617.85	37617.85	37617.85	0.00	456,288.76	56,288.76	408455	494,056.31	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$22,851.37	10/25/1985	762.80	1851.44	1851.44	1851.44	1851.44	0.00	22,851.37	22,851.37	408455	24,702.81	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$890,627.33	10/25/1985	29749.40	72782.47	72782.47	72782.47	72782.47	0.00	890,627.33	90,627.33	408455	963,409.82	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$480,356.59	10/29/1985	16018.80	38402.53	38402.53	38402.53	38402.53	0.00	480,356.59	80,356.59	408455	518,759.12	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$430,172.40	10/29/1985	14340.64	34240.53	34240.53	34240.53	34240.53	0.00	430,172.40	30,172.40	408455	464,412.93	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$279,244.56	10/29/1985	9306.16	22129.80	22129.80	22129.80	22129.80	0.00	279,244.56	79,244.56	408455	301,374.36	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$510,751.86	10/30/1985	17010.44	40120.92	40120.92	40120.92	40120.92	0.00	510,751.86	10,751.86	408455	550,872.78	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$405,525.72	10/30/1985	13501.56	31714.11	31714.11	31714.11	31714.11	0.00	405,525.72	5,525.72	408455	437,239.83	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$405,525.72	10/30/1985	13501.56	31714.11	31714.11	31714.11	31714.11	0.00	405,525.72	5,525.72	408455	437,239.83	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$2,857,926.94	12/31/1990	993550.00	229924.98	229924.98	229924.98	229924.98	0.00	2,857,926.94	229,924.98	408455	3,087,851.92	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$3,022,361.80	12/41/1990	100765.88	240880.11	240880.11	240880.11	240880.11	0.00	3,022,361.80	22,361.80	408455	3,263,241.91	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$1,338,963.46	12/51/1990	44852.64	113562.08	113562.08	113562.08	113562.08	0.00	1,338,963.46	38,963.46	408455	1,452,525.54	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$366,170.96	12/10/1990	12271.70	31240.61	31240.61	31240.61	31240.61	0.00	366,170.96	36,170.96	408455	397,411.57	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$2,567,885.45	11/30/1990	85366.68	196662.69	196662.69	196662.69	196662.69	0.00	2,567,885.45	256,788.45	408455	2,764,548.14	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$752,201.52	12/11/1990	25172.10	62981.68	62981.68	62981.68	62981.68	0.00	752,201.52	52,201.52	408455	815,163.20	0.00	0.00
493381103	KEYSIGHT TECHNOLOGIES INC	\$0.00	\$0.00	3/16/2015	138.44	138.44	138.44	138.44	138.44	0.00	0.00	0.00	408455	815,163.20	0.00	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	3/16/2015	1118.08	1118.08	1118.08	1118.08	1118.08	0.00	0.00	0.00	-	347735	0.00	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	3/16/2015	200.00	200.00	200.00	200.00	200.00	0.00	0.00	0.00	-	347895	1,118.08	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	3/16/2015	200.00	200.00	200.00	200.00	200.00	0.00	0.00	0.00	-	348114	200.00	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	3/16/2015	75.50	75.50	75.50	75.50	75.50	0.00	0.00	0.00	-	348430	75.50	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	3/16/2015	32.80	32.80	32.80	32.80	32.80	0.00	0.00	0.00	-	349029	32.80	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	3/16/2015	60.00	60.00	60.00	60.00	60.00	0.00	0.00	0.00	-	349372	60.00	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	3/16/2015	24000.00	24000.00	24000.00	24000.00	24000.00	0.00	0.00	0.00	-	349504	24,000.00	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	3/16/2015	27.50	27.50	27.50	27.50	27.50	0.00	0.00	0.00	-	350279	27.50	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	3/16/2015	104.04	104.04	104.04	104.04	104.04	0.00	0.00	0.00	-	354180	104.04	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	3/16/2015	65.68	65.68	65.68	65.68	65.68	0.00	0.00	0.00	-	354766	65.68	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	3/16/2015	150.00	150.00	150.00	150.00	150.00	0.00	0.00	0.00	-	358079	150.00	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	3/16/2015	132.00	132.00	132.00	132.00	132.00	0.00	0.00	0.00	-	359043	132.00	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	3/16/2015	574143.30	574,143.30	574,143.30	574,143.30	574,143.30	0.00	0.00	0.00	-	359713	574,143.30	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	3/17/2015	107699.95	107,699.95	107,699.95	107,699.95	107,699.95	0.00	0.00	0.00	-	359713	107,699.95	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	4/1/2015	50.91	50.91	50.91	50.91	50.91	0.00	0.00	0.00	-	359713	50.91	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	5/1/2015	65.67	65.67	65.67	65.67	65.67	0.00	0.00	0.00	-	359713	65.67	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	5/4/2015	14364.91	14,364.91	14,364.91	14,364.91	14,364.91	0.00	0.00	0.00	-	359713	14,364.91	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	6/1/2015	78.12	78.12	78.12	78.12	78.12	0.00	0.00	0.00	-	359713	78.12	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	7/1/2015	59.60	59.60	59.60	59.60	59.60	0.00	0.00	0.00	-	359713	59.60	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	8/3/2015	59.21	59.21	59.21	59.21	59.21	0.00	0.00	0.00	-	359713	59.21	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	9/1/2015	51.56	51.56	51.56	51.56	51.56	0.00	0.00	0.00	-	359713	51.56	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	9/1/2015	17.87	17.87	17.87	17.87	17.87	0.00	0.00	0.00	-	359713	17.87	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	10/12/2015	9.54	9.54	9.54	9.54	9.54	0.00	0.00	0.00	-	359713	9.54	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	12/1/2015	20.51	20.51	20.51	20.51	20.51	0.00	0.00	0.00	-	359713	20.51	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/1/2016	44.62	44.62	44.62	44.62	44.62	0.00	0.00	0.00	-	359713	44.62	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/11/2016	651258.20	651,258.20	651,258.20	651,258.20	651,258.20	0.00	0.00	0.00	-	359713	651,258.20	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/11/2016	25694.19	25,694.19	25,694.19	25,694.19	25,694.19	0.00	0.00	0.00	-	359863	25,694.19	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/11/2016	1082088.00	1,082,088.00	1,082,088.00	1,082,088.00	1,082,088.00	0.00	0.00	0.00	-	360056	1,082,088.00	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/11/2016	7519.00	7,519.00	7,519.00	7,519.00	7,519.00	0.00	0.00	0.00	-	362931	7,519.00	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/11/2016	125000.00	125,000.00	125,000.00	125,000.00	125,000.00	0.00	0.00	0.00	-	365808	125,000.00	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/11/2016	24737.50	24,737.50	24,737.50	24,737.50	24,737.50	0.00	0.00	0.00	-	365969	24,737.50	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/11/2016	125.75	125.75	125.75	125.75	125.75	0.00	0.00	0.00	-	366255	125.75	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/11/2016	28250.60	28,250.60	28,250.60	28,250.60	28,250.60	0.00	0.00	0.00	-	370164	28,250.60	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/11/2016	1390.50	1,390.50	1,390.50	1,390.50	1,390.50	0.00	0.00	0.00	-	371434	1,390.50	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/11/2016	15.00	15.00	15.00	15.00	15.00	0.00	0.00	0.00	-	372934	15.00	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/11/2016	34700.00	34,700.00	34,700.00	34,700.00	34,700.00	0.00	0.00	0.00	-	373617	34,700.00	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/11/2016	677000.00	677,000.00	677,000.00	677,000.00	677,000.00	0.00	0.00	0.00	-	373623	677,000.00	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/11/2016	250.00	250.00	250.00	250.00	250.00	0.00	0.00	0.00	-	377366	250.00	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/11/2016	14.50	14.50	14.50	14.50	14.50	0.00	0.00	0.00	-	379138	14.50	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/12/2016	2011002.14	2,011,002.14	2,011,002.14	2,011,002.14	2,011,002.14	0.00	0.00	0.00	-	379447	2,011,002.14	0.00
928989383	JP MORGAN US GOVT MONEY MKT FUND AGENC	\$0.00	\$0.00	2/12/2016	151526.33	151,526.33	151,526.33	151,526.33	151,526.33	0.00	0.00	0.00	-			





Michael Tipsord; Chairman of the Board and President  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Mary Schmidt; Vice President and Secretary  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Duane Farrington; Vice President and Assistant Secretary  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Dr. W. H. Knight, Jr.; Director  
3730 42<sup>nd</sup> Ave. South  
Seattle, WA 98144  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Dr. Susan Phillips; Director  
1200 N. Nash St. #550  
Arlington, VA 22209  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Paul J. Smith; Treasurer (ending Jan. 2, 2016)  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Jon C. Farney; Treasurer (beginning Jan. 2, 2016)  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Annette Martinez; Vice President (beginning April 25, 2016)  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

David Beigie; Vice President (ending April 25, 2016)  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Scott Rassi; Vice President (beginning April 25, 2016)  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Kellie Clapper; Vice President - Programs  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Joseph P. Young; Vice President – Fixed Income  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Mark Schwamberger, Assistant Treasurer  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Alana Reimer; Assistant Treasurer  
One State Farm Plaza, Bloomington, IL 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Ed Woods; Assistant Secretary  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

Scott Callicott, Assistant Secretary  
One State Farm Plaza, Bloomington, Illinois 61710  
Devotes time necessary for proper administration of Foundation  
No compensation, no benefits and no reimbursements.

State Farm Companies Foundation  
December 31, 2016  
Form 990-PF  
36-6110423  
Part XV, Line 2

A. The name, address, and telephone number of the person to whom application should be addressed:

Ed Woods  
(309) 994-0280  
State Farm Companies Foundation  
One State Farm Plaza  
Bloomington, Illinois 61710

B. Form in which applications should be submitted and information and materials they should include:

Foundation Scholarship Program	- Specific entry form
Good Neighbor Scholarship Program	- Specific application form
Matching Gift Program	- Specific application form
Good Neighbor Grant® Program	- Specific application form

C. Submission deadlines:

Foundation Scholarship Program	- February 28 each year
Good Neighbor Scholarship Program	- Program closes when 700 applications are received. Application opened Jan. 2016.
Matching Gift Program	- March 31 for previous year's donations
Good Neighbor Grant Program	- March 31 for previous year's volunteer hours

D. Restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Foundation Scholarship Program	- Parents and legal guardians must be a State Farm® employee, agent, or retiree. Participants must be U.S. citizens/permanent residents.
Good Neighbor Scholarship Program	- Applicants must be high school seniors who are U.S. citizens with a cumulative GPA of a 2.5 – 3.2 on a 4.0 scale and demonstrate financial need.

· Matching Gift Program

- Higher Education Program: Must be two- or four-year or above degree- granting U.S. accredited college or university.
- Charitable Program: Qualified nonprofit organization, public or private school, or government municipality.

Good Neighbor Grant Program

- Must be an eligible State Farm associate (active employee, agent or retiree). Must volunteer at least 40 hours a year to a qualified nonprofit organization, public or private school, or government municipality. Limited to one grant per calendar year.

**State Farm Companies Foundation**  
**36-06110423**  
**FORM 990-PF, 2016**

**Note:** The organizations listed below are not private foundations. They are either public charities, educational institutions, or divisions of state and local governments.

**Other Education Awards**

Heartland Community College	Normal, IL	125,000 00
Illinois State University	Normal, IL	951,230 00
Illinois Wesleyan University	Bloomington, IL	1,130,858 00
National Merit Scholarship Corporation	Evanston, IL	1,820,640 00
Scholarship America Inc	St. Peter, MN	247,500 00
University of Illinois	Urbana, IL	677,000 00
<b>Total Other Education Awards</b>		<b>4,952,228 00</b>

**United Way**

United Way Worldwide	Alexandria, VA	1,000,000 00
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<b>Total United Way</b>		<b>1,000,000 00</b>
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<b>College Matching Gift Program</b>		<b>4,691,588 78</b>
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<b>Good Neighbor Grant Program</b>		<b>2,176,000 00</b>
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<b>Total Organization</b>		<b>12,819,816 78</b>
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**State Farm Companies Foundation**  
**36-06110423**  
**FORM 990-PF, 2016**

Note: The organizations listed below are not private foundations. They are either public charities, educational institutions, or divisions of state and local governments.

**Commitments for 2017**

*Scholarships*

National Merit Scholarships 2014	800,000 00
National Merit Scholarships 2015	800,000 00
National Merit Scholarships 2016	800,000 00
National Merit Scholarships 2017	800,000 00
National Merit \$2500 Scholarships	47,500 00

*Programs*

State Farm Good Neighbor Scholarship

*Grants*

Heartland Community College	125,000 00
Illinois State University	951,230 00
Illinois Wesleyan University	130,858 00
Lincoln College	50,000 00
University of Illinois	90,000 00
University of Illinois	587,000 00

**Total**

5,181,588 00