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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation EARLE & VIRGINIA COMBS FOUNDATION		A Employer identification number 36-6168454	
Number and street (or P O box number if mail is not delivered to street address) 2384 OAK HILL ROAD		Room/suite	B Telephone number (see instructions) (847) 381-1086
City or town, state or province, country, and ZIP or foreign postal code BARRINGTON, IL 60010		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,988,562	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	209,994			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20,595	12,385		
	4 Dividends and interest from securities	59,039	59,039		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	56,672			
	b Gross sales price for all assets on line 6a _____ 561,005				
	7 Capital gain net income (from Part IV, line 2)		432,561		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	8,304	-67,374		
	12 Total. Add lines 1 through 11	354,604	436,611		
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)				
	b Accounting fees (attach schedule)	10,000			10,000
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	12,956	1,323		10
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	13,114			13,144
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,652	7,973		604
	24 Total operating and administrative expenses. Add lines 13 through 23	44,722	9,296		23,758
	25 Contributions, gifts, grants paid	352,683			352,683
	26 Total expenses and disbursements. Add lines 24 and 25	397,405	9,296		376,441
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-42,801			
	b Net investment income (if negative, enter -0-)		427,315		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	117,561	109,523	109,523
	2 Savings and temporary cash investments	259,382	3,299,918	3,299,918
	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)	1,205,450	1,433,736	3,444,141
	c Investments—corporate bonds (attach schedule)	150,500	143,135	151,344
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	4,874,627	1,525,499	3,983,187
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	449	449	449	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,607,969	6,512,260	10,988,562	
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 (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,607,969	6,512,260	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	6,607,969	6,512,260		
31 Total liabilities and net assets/fund balances (see instructions) .	6,607,969	6,512,260		

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	6,607,969
2 Enter amount from Part I, line 27a	2	-42,801
3 Other increases not included in line 2 (itemize) ▶ _____	3	4,113
4 Add lines 1, 2, and 3	4	6,569,281
5 Decreases not included in line 2 (itemize) ▶ _____	5	57,021
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	6,512,260

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	432,561
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }	3	

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 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	407,162	10,289,551	0 03957		
2014	431,797	9,456,790	0 04566		
2013	383,138	8,547,657	0 04482		
2012	382,269	7,428,153	0 05146		
2011	381,938	7,329,416	0 05211		
2 Total of line 1, column (d)			0 233626	2	
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			0 046725	3	
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			10,437,411	4	
5 Multiply line 4 by line 3			487,688	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)			4,273	6	
7 Add lines 5 and 6			491,961	7	
8 Enter qualifying distributions from Part XII, line 4			376,441	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	8,546
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	
3	Add lines 1 and 2.	3	8,546
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	8,546
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	10,214
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	7,500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	17,714
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ▶	10	9,168
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 9,168 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>EARLE M COMBS III</u> Telephone no ► <u>(847) 381-1086</u>			

Located at ► 2384 OAK HILL RD BARRINGTON IL ZIP+4 ► 60610

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		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ►			

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

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

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☒ Yes ☐ No			
	If "Yes," list the years ► 2014 , 2015 , 20____ , 20____			
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)	2b	Yes	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	☐	5b	No
	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?	☐ 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?	☐ Yes ☒ No	6b	No
	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?	☐ Yes ☒ No	7b	No

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
EARLE M COMBS III 2384 OAK HILL ROAD BARRINGTON, IL 60010	President 15 00	0		
VIRGINIA M COMBS 141 WEST JACKSON BOULEVARD CHICAGO, IL 60604	Secretary 5 00	0		
EARLE M COMBS IV 141 WEST JACKSON BLVD CHICAGO, IL 60604	Director 1 00	0		
BONNIE C ETTERS 141 WEST JACKSON BOULEVARD CHICAGO, IL 60604	Director 1 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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		
Total number of others receiving over \$50,000 for professional services. ▶		

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 	
2 	
3 	
4 	

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	Amount
1 	
2 	
All other program-related investments. See instructions. 3 	
Total. Add lines 1 through 3 ▶	

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	10,151,614
b	Average of monthly cash balances.	1b	444,742
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	10,596,356
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	
3	Subtract line 2 from line 1d.	3	10,596,356
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	158,945
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	10,437,411
6	Minimum investment return. Enter 5% of line 5.	6	521,871

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	521,871
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	8,546
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,546
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	513,325
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	513,325
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	513,325

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	376,441
b	Program-related investments—total from Part IX-B.	1b	
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	376,441
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	376,441

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				513,325
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			411,570	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>376,441</u>				
a Applied to 2015, but not more than line 2a			376,441	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			35,129	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				513,325
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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				352,683
b <i>Approved for future payment</i>				
Total ▶ 3b				

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	20,595	
4 Dividends and interest from securities.			14	59,039	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	56,672	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a See Additional Data Table					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). . .				144,610	
13 Total. Add line 12, columns (b), (d), and (e).			13		144,610

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | | |
|--|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash. | 1a(1) | | No |
| (2) Other assets. | 1a(2) | | No |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization. | 1b(1) | | No |
| (2) Purchases of assets from a noncharitable exempt organization. | 1b(2) | | No |
| (3) Rental of facilities, equipment, or other assets. | 1b(3) | | No |
| (4) Reimbursement arrangements. | 1b(4) | | No |
| (5) Loans or loan guarantees. | 1b(5) | | No |
| (6) Performance of services or membership or fundraising solicitations. | 1b(6) | | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | | 1c | No |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

- | b If "Yes," complete the following schedule | | |
|---|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| | | |
| | | |
| | | |
| | | |

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2017-10-13	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00118623
	STEVEN DOUGLAS				
	Firm's name ▶ Porte Brown LLC				Firm's EIN ▶
	Firm's address ▶ 845 Oakton St Elk Grove Village, IL 60007				Phone no (847) 956-1040

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
WB - PUBLIC SECURITIES - A/C #9532 ST	P	2016-01-11	2016-12-31
WB - PUBLIC SECURITIES - A/C #9532 LT	P	2011-11-11	2016-12-31
MAJESTY I L P - ST	P	2016-01-11	2016-12-31
MAJESTY I L P - LT	P	2011-11-11	2016-12-31
MAJESTY I L P - 1231	P	2011-11-11	2016-12-31
MAJESTY I L P - UBTI ADJ -St	P	2016-01-11	2016-12-31
MAJESTY I L P - UBTI - LT	P	2011-11-11	2016-12-31
NORTH SKY LBO FUND III, LP - ST	P	2016-01-11	2016-12-31
NORTH SKY LBO FUND III, LP - Lt	P	2011-11-11	2016-12-31
NORTH SKY VENTURE FUND III, LP - ST	P	2016-01-11	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
36,333		38,879	-2,546
8,353		9,272	-919
		148,505	148,505
		165,919	165,919
		3,176	3,176
		2,968	-2,968
		641	641
		23	23
		26,309	26,309
		193	193

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-2,546
			-919
			148,505
			165,919
			3,176
			-2,968
			641
			23
			26,309
			193

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
NORTH SKY VENTURE FUND III, LP - LT	P	2011-11-11	2016-12-31
NORTH SKY LBO FUND III, LP - UBI 1231	P	2011-11-11	2016-12-31
UBI - RECLASS - ST	P	2016-01-11	2016-12-31
UBI - RECLASS - LT	P	2011-11-11	2016-12-31
UBI - RECLASS - 1231	P	2011-11-11	2016-12-31
TRINITY CAP FUND II L P - ST	P	2016-01-11	2016-12-31
TRINITY CAP FUND II L P - ST	P	2011-11-11	2016-12-31
WB - PUBLIC SECURITIES - A/C #9210 ST	P	2016-11-11	2016-12-31
WB - PUBLIC SECURITIES - A/C #9210 LT	P	2011-11-11	2016-12-31
WB - PUBLIC SECURITIES - A/C #9532 CAP D	P	2011-11-11	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		20,175	20,175
		146	-146
		2,968	2,968
		641	-641
		8,854	8,854
		3,269	3,269
200,414		191,213	9,201
302,504		264,969	37,535
13,401			13,401

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			20,175
			-146
			2,968
			-641
			8,854
			3,269
			9,201
			37,535
			13,401

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
DIGNITY PRODUCTS AND SERVICES LLC - 1231	P	2011-01-11	2016-01-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
		388	-388

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-388

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ADLER PLANETARIUM 1300 S LAKE SHORE DRIVE CHICAGO, IL 60605	N/A	PC	GENERAL EXEMPT PURPOSE	5,000
AMERICAN FRIENDS OF TYNDALE PO BOX 1062 WHEATON, IL 60187	N/A	PC	GENERAL EXEMPT PURPOSE	2,000
ARMONIA US MINISTRIES 200 S ORANGE AVENUE ORLANDO, FL 32801	N/A	PC	GENERAL EXEMPT PURPOSE	10,000
A ROCHA USA PO BOX 1338 FREDERICKSBURG, TX 78624	N/A	PC	GENERAL EXEMPT PURPOSE	1,000
BAKKE GRAD SCHOOL 1013 8TH AVENUE 401 SEATTLE, WA 98104	N/A	PC	GENERAL EXEMPT PURPOSE	1,000
Total ▶ 3a				352,683

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BARRINGTON HISTORICAL SOCIETY 212 W MAIN ST BARRINGTON, IL 60010	N/A	PC	GENERAL EXEMPT PURPOSE	2,500
BARRINGTON WHITE HOUSE 200 S HOUGH STREET BARRINGTON, IL 60010	N/A	GOV	GENERAL EXEMPT PURPOSE	10,000
BREAKTHROUGH URBAN MINISTRIES INC PO BOX 47200 CHICAGO, IL 60647	N/A	PC	GENERAL EXEMPT PURPOSE	1,000
BY THE HAND 1000 N SEDGWICK CHICAGO, IL 60610	N/A	PC	GENERAL EXEMPT PURPOSE	1,000
C R U 100 LAKE HART DRIVE ORLANDO, FL 32832	N/A	PC	GENERAL EXEMPT PURPOSE	7,100
Total ▶ 3a				352,683

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CAMP CLEARWATER 7490 E CLEARWATER RD MINOCQUA, WI 54548	N/A	PC	RELIGIOUS	2,500
CAMP MANITOWISH YMCA INC PO BOX 246 BOULDER JUNCTION, WI 54512	N/A	PC	GENERAL EXEMPT PURPOSE	20,000
CHICAGO HOPE ACADEMY 2189 W BOWLER ST CHICAGO, IL 60612	N/A	PC	RELIGIOUS	2,000
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO, IL 60604	N/A	PC	GENERAL EXEMPT PURPOSE	6,000
CHINA OUTREACH MINISTRIES 555 GETTYSBURG PIKE STE A-200 MECHANICSBURG, PA 17055	N/A	PC	RELIGIOUS	2,000
Total ▶ 3a				352,683

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CHRISTIAN ASSOC INTERNATIONAL VOLUN PO BOX 1463 BARTLESVILLE, OK 74005	N/A	PC	GENERAL EXEMPT PURPOSE	1,900
CHRISTIAN LEADER FOR AFRICA PO BOX 1642 INDIANAPOLIS, IN 46206	N/A	PC	RELIGIOUS	5,000
CHRISTIAN LEADERSHIP DEVELOPMENT PO BOX 402 MADISONVILLE, KY 42431	N/A	PC	RELIGIOUS	1,000
COMMON HOPE PO BOX 14298 ST PAUL, MN 55114	N/A	PC	GENERAL EXEMPT PURPOSE	3,000
CROSS WORLD 10000 N OAK TRAFFICWAY KANSAS CITY, MO 64155	N/A	PC	GENERAL EXEMPT PURPOSE	1,500
Total ▶ 3a				352,683

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
D M STEARNS 501 N WALES RD GWYNEDD, PA 19454	N/A	PC	GENERAL EXEMPT PURPOSE	8,000
EVANGELICAL FREE CHURCH OF AMERICA 901 E 78TH ST MINNEAPOLIS, MN 55420	N/A	PC	RELIGIOUS	3,000
FAITH FREE EVANGELICAL CHURCH 2125 E CHANDLER BLVD CHANDLER, AZ 85225	N/A	PC	RELIGIOUS	5,500
FORT WILDERNESS MINISTRIES PO BOX 715 MCNAUGHTON, WI 54543	N/A	PC	GENERAL EXEMPT PURPOSE	20,100
HERITAGE HILL 2640 SOUTH WEBSTER AVE GREEN BAY, WI 54301	N/A	PC	GENERAL EXEMPT PURPOSE	1,000
Total ▶ 3a				352,683

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
INNER CITY IMPACT 3327 W FULLERTON AVE CHICAGO, IL 60647	N/A	PC	GENERAL EXEMPT PURPOSE	3,000
INTER-VARSITY CHRISTIAN FELLOWSHIP 6400 SCHROEDER DR MADISON, WI 53707	N/A	PC	RELIGIOUS	5,000
INTERNATIONAL TEAMS 411 WEST RIVER ROAD ELGIN, IL 60123	N/A	PC	GENERAL EXEMPT PURPOSE	5,500
JESUS FILM PROJECT 100 LAKE HART DRIVE ORLANDO, FL 32832	N/A	PC	RELGIOUS	2,000
JOST VAN DYKE PRESERVATION SOCIETY 326 FIRST ST STE378 ANNAPOLIS, MD 21403	N/A	PC	GENERAL EXEMPT PURPOSE	3,500
Total ► 3a				352,683

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
JUDSON UNIVERSITY 1151 N STATE ELGIN, IL 60123	N/A	PC	GENERAL EXEMPT PURPOSE	1,500
KENYA CHILDREN FUND PO BOX 4159 HOPKINS, MN 55343	N/A	PC	GENERAL EXEMPT PURPOSE	500
LANGHAM PARTNERSHIP PO BOX 189 CAVE CREEK, AZ 85327	N/A	PC	GENERAL EXEMPT PURPOSE	52,323
LOUIS PALAU ASSOCIATION 1500 NW 167TH PL BEAVERTON, OR 97006	N/A	PC	GENERAL EXEMPT PURPOSE	8,000
MASTER WORKS FESTIVAL 1001 COLLEGE AVE WINONA LAKE, IN 46590	N/A	PC	GENERAL EXEMPT PURPOSE	1,000
Total 3a				352,683

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
METRO CHICAGO YOUTH FOR CHRIST 101 1/2 E FRONT ST STE 101 WHEATON, IL 60187	N/A	PC	RELIGIOUS	5,000
MOODY BIBLE INSTITUTE OF CHICAGO 820 NORTH LASALLE BLVD CHICAGO, IL 60610	N/A	PC	RELIGIOUS	1,000
NEW DAWN PO BOX 1009 MINOCQUA, WI 54548	N/A	PC	GENERAL EXEMPT PURPOSE	1,000
NORTHERN BAPTIST THEOLOGICAL SEMINA 660 E BUTTERFIELD RD LOMBARD, IL 60148	N/A	PC	RELIGIOUS	60,000
PACIFIC GARDEN MISSION 1458 S CANAL ST CHICAGO, IL 60607	N/A	PC	GENERAL EXEMPT PURPOSE	3,000
Total ▶ 3a				352,683

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PALM MISSIONARY MINISTRIES 1702 PARKS LAKE RD LAKE WALES, FL 33898	N/A	PC	GENERAL EXEMPT PURPOSE	1,800
REACHING INDIANS MINISTRIES PO BOX 688 ROUND LAKE BEACH, IL 60073	N/A	PC	RELIGIOUS	1,000
ROMANIA FOR JESUS PO BOX 370385 DENVER, CO 80237	N/A	PC	RELIGIOUS	1,800
RUSSIAN LEADERSHIP MINISTRIES PO BOX 226 WHEATON, IL 60187	N/A	PC	RELIGIOUS	10,500
RAVI ZACHARIAS INTERNATIONAL MINIST 4725 PEACHTREE CORNERS CIRCLE 250 NORCROSS, GA 30092	N/A	PC	RELIGIOUS	1,000
Total ▶ 3a				352,683

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SANGO ASSOCIATION 965 SYCAMORE CT HOFFMAN ESTATES, IL 60192	N/A	PC	GENERAL EXEMPT PURPOSE	660
SHEDD AQUARIUM 1200 SOUTH LAKE SHORE DRIVE CHICAGO, IL 60605	N/A	PC	GENERAL EXEMPT PURPOSE	2,500
THE GATHERING CHURCH 8729 CHAPMAN HWY KNOXVILLE, TN 37920	N/A	PC	RELIGIOUS	1,000
TIMBER LEE MINISTRIES INC N8705 SCOUT RD EAST TROY, WI 53120	N/A	PC	RELIGIOUS	1,000
TOPIC INC PO BOX 793772 DALLAS, TX 75379	N/A	PC	GENERAL EXEMPT PURPOSE	1,000
Total ▶ 3a				352,683

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
TRINITY FORUM PO BOX 9464 MCLEAN, VA 22012	N/A	PC	RELIGIOUS	1,000
TROPICAL HEALTH ALLIANCE PO BOX A BRYN MAWR, CA 92318	N/A	PC	GENERAL EXEMPT PURPOSE	3,000
VILLAGE CHURCH OF BARRINGTON 1600 E MAIN ST BARRINGTON, IL 60010	N/A	PC	RELIGIOUS	6,000
WATER STONE 10807 NEW ALLEGIANCE DR 240 COLORADO SPRINGS, CO 80921	N/A	SO I	GENERAL EXEMPT PURPOSE	3,000
WOODDALE CHURCH 6630 SHADY OAK RD EDEN PRAIRIE, MN 55344	N/A	PC	RELIGIOUS	3,100
Total ► 3a				352,683

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WYCLIFFE ASSOCIATES PO BOX 628200 ORLANDO, FL 32862	N/A	PC	RELIGIOUS	3,000
WORD AT WORK 1400 WOLFIN AVE AMARILLO, TX 79109	N/A	PC	GENERAL EXEMPT PURPOSE	3,000
WORLD MINISTRIES PO BOX 1757 BOONE, NC 28607	N/A	PC	RELIGIOUS	7,400
BUSINESS PROFESSIONAL NETWORK PO BOX 250703 PLANO, TX 75025	N/A	PC	GENERAL EXEMPT PURPOSE	8,000
CHURCH RESOURCE MINISTRIES 1240 N LAKEVIEW AVE ANAHEIM, CA 92807	N/A	PC	GENERAL EXEMPT PURPOSE	1,000
Total 				352,683
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
INTERNATIONAL FOUNDATION 55 LANE ROAD STE 300 FAIRFIELD, NJ 07004	N/A	PC	GENERAL EXEMPT PURPOSE	1,000
KAIROS INTERNATIONAL UNIVERSITY 1380 S SANDERSON AVE ANAHEIM, CA 92806	N/A	PC	GENERAL EXEMPT PURPOSE	2,500
MIDDLE EAST BIBLE OUTREACH 3605 SANDY PLAINS RD MARIETTA, GA 30066	N/A	PC	GENERAL EXEMPT PURPOSE	7,500
THE NAVIGATORS PO BOX 6000 COLORADO SPRINGS, CO 80934	N/A	PC	GENERAL EXEMPT PURPOSE	1,200
TRINITY INTERNATIONAL UNIVERSITY 2065 HALF DAY ROAD DEERFIELD, IL 60015	N/A	PC	GENERAL EXEMPT PURPOSE	4,000
Total ▶ 3a				352,683

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SPARKVENTURES 134 N LASALLE ST 5TH FLOOR CHICAGO, IL 60602	N/A	PC	GENERAL EXEMPT PURPOSE	300
Total 				352,683
3a				

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a 2014 INCOME TAX REFUND			1	8,304	
b GAIN/LOSS FROM PASSTHROUG					
c OTHER INVESTMENT INCOME					
d UBI INCOME- MAJESTY I, LP					14,291
e UBI LOSS - NORTH SKY LBO					-106
f UBI RECLASS					-14,185

TY 2016 Accounting Fees Schedule**Name:** EARLE & VIRGINIA COMBS FOUNDATION**EIN:** 36-6168454**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	10,000	0	0	10,000

TY 2016 Investments Corporate Bonds Schedule**Name:** EARLE & VIRGINIA COMBS FOUNDATION**EIN:** 36-6168454**Software ID:** 16000303**Software Version:** 2016v3.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
100,000 UNITS - OUTERWALL INC		
50,000 UNITS - POST HOLDINGS INC	51,993	52,125
50,000 SHS P. RECOVERY ASS. INC	42,642	47,094
50,000 SHS MICRON TECH	48,500	52,125

TY 2016 Investments Corporate Stock Schedule**Name:** EARLE & VIRGINIA COMBS FOUNDATION**EIN:** 36-6168454**Software ID:** 16000303**Software Version:** 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,109 SHS ABBOTT LABORATORIES	27,592	42,597
490 SHS ADVISORY BOARD CO		
1,000 SHS BANK OF AMERICA CORP	7,616	22,100
850 SHS CBOE HOLDINGS INC		72,856
6,641 SHS MONROE CAPITAL		
4,000 SHS CINTAS CORP	5,882	404,460
1,814 SHS CME GROUP INC	74,135	209,245
870 SHS DUKEE ENERGY CORPORATION HOLDING	10,845	67,529
1,000 SHS ILLINOIS TOOL WORKS INC	12,141	122,460
600 SHS PHILIP MORRIS	54,624	59,641
7,000 SHS RPM INTERNATIONAL INC	9,747	376,810
13,000 SHS AON PLS SHS CL A	637,618	1,449,890
12 SHS ACUITY BRANDS		
23 SHS AFFILIATED MGS GROUP	3,239	3,342
12 SHS ALLIANCE DATA SYST CORP	2,666	2,742
3 SHS ALPHABET INC	1,605	2,315
4 SHS AMAZON.COM	1,765	2,999
40 SHS BRIGHT HORIZONS	2,356	2,801
55 SHS CARMAX INC.	2,890	3,541
100 SHS CATERPILLAR INC.		
55 SHS CBRE GROUP INC.		
25 SHS CELGENE CORP	2,974	2,894
45 SHS CERNER CORP	3,115	2,132
90 SHS CHARLES SCHWAB CROP	3,020	3,552
10 SHS CHIPOTLE MEXICAN GRILL INC.	5,112	3,773
10 SHS COSTAR GROUP INC.		
146 SHS COSTCO WHOLESALE CORP	22,571	23,376
110 SHS DEMANWARE INC		
45 SHS DEXCOM INC	3,136	2,687
130 SHS DIPLOMAT PHARMACY		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
25 SHS FACEBOOK INC	2,198	2,876
20 SHS GILEAD SCIENCES INC	2,404	1,432
100 SHS GOLDMAN SACH GROUP INC		
50 SHS GUIDWIRE SOFTWARE INC		
20 SHS IDEXX LABORATORIES CORP	1,280	2,345
10 SHS ILLUMINA INC	1,918	1,280
35 SHS INOGEN INC	1,595	2,351
500 SHS INTESECT ENT INC.		
15 SHS PALO ALTO NETWORKS INC	1,918	1,876
65 SHS PAYPAL HOLDINGS INC	2,437	2,566
70 SHS PRA GROUP INC		
45 SHS PROTO LABS INC		
40 SHS SALESFORCE.COM INC	2,949	2,949
55 SHS SEATTLE GENETICS INC.	2,217	2,902
72 SHS STARBUCKS CORP	4,006	3,797
15 SHS STERICYCLE INC.		
1,000 SHS SYSCO CORP	30,908	41,528
14 SHS ULTIMATE SOFTWARE GROUP INC.	2,367	2,553
20 SHS UNDER ARMOUR INC.		
35 SHS VISA INC	2,406	2,731
20 SHS WEX INC	2,188	2,232
35 SHS WORKDAY INC	2,754	2,313
35 SHS MOBILEYE NV		
500 SHS QIWI PLC		
344 SHS BERKSHIRE HATHAWAY	46,721	56,065
5,000 SHS ALLIANCE BERNSTEIN	69,058	66,100
750 SHS AMN HEALTHCARE SVCS	24,929	28,838
600 SHS COCA COLA CO	24,697	24,876
55 SHS DANAHER CO	4,265	4,281
300 SHS WALT DISNEY	29,090	31,266

Name of Stock	End of Year Book Value	End of Year Fair Market Value
100 SHS EVOLENT HEALTH INC	1,964	1,480
52 SHS EXXON MOBILE CO	4,592	4,694
48 SHS ECOLAB INC.	5,666	5,627
675 SHS FINANCIAL ENGINES INC.	25,475	24,806
1,650 SHS FRIST TR. DYN	24,885	25,608
113 SHS HORMEL FOOD CO	4,158	3,934
48 SHS INGREDION INC.	5,990	5,998
40 SHS LULULEMON ATH.	2,291	2,600
300 SHS MASTERCARD	27,578	30,975
60 SHS MOBILE EYE NV	2,341	2,287
25 SHS NETFLIX	2,478	3,095
20 SHS NEVRO CO	1,977	1,453
370 SHS NIKE INC	20,601	18,807
7,500 SHS NUVEEN MUNI	73,424	71,700
49 SHS PRAXAIR INC.	5,695	5,742
50 SHS SHAKE SHAK	1,756	1,790
250 SHS SPLUNK INC	16,284	12,788
60 SHS TREEHOUSE FOODS	5,049	4,331
77 SHS V F CROP	4,499	4,108
250 SHS WILLIS TOWERS WATSON	29,431	30,570
50 SHS PEPSICO INC	5,270	5,232
59 SHS UNITED PARCEL SVC	5,378	5,617

TY 2016 Investments - Other Schedule**Name:** EARLE & VIRGINIA COMBS FOUNDATION**EIN:** 36-6168454**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
1943.292 SHS FIRST EAGLE GLOBAL	AT COST	93,216	102,023
1799.783 SHS FIRST EAGLE GLOBAL FUND	AT COST	97,178	98,070
72,391.409 WILLIAM BLAIR FUNDS	AT COST	378,375	841,188
7,000 SHS ALLIANCE NATL MUN INCOME	AT COST		
10,000 SHS NUVEEN MUNICIPAL VALUE	AT COST		
INVESTMENT IN MAJESTY I, L.P.	AT COST	493,687	905,971
INVESTMENT IN TRINITY CAPITAL FUND	AT COST	626,460	953,097
INVESTMENT IN NORTH SKY VENTURE	AT COST	41,939	118,260
INVESTMENT IN NORTH SKY LBO FUND	AT COST	50,956	100,660
INVESTMENT IN DIGNITY FUND, LP	AT COST	130,000	104,218
985.382 SHS THORNBURG INVESTMENT TR	AT COST		
INVESTMENT IN TRINITY CAPITAL FUND III	AT COST	650,000	619,111
1555.813 SHS DFA EMERGING MKTS FUND	AT COST	27,000	27,009
3,291.232 SHS DFA US CORE	AT COST	58,000	61,250
723.233 SHS DFA US SAMLL CAP	AT COST	27,000	27,042
800 SHS JPMORGAN CHASE & CO INDEX FUND	AT COST	24,852	25,288

TY 2016 Other Assets Schedule**Name:** EARLE & VIRGINIA COMBS FOUNDATION**EIN:** 36-6168454**Software ID:** 16000303**Software Version:** 2016v3.0**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ORGANIZATIONAL COSTS	449	449	449

TY 2016 Other Decreases Schedule**Name:** EARLE & VIRGINIA COMBS FOUNDATION**EIN:** 36-6168454**Software ID:** 16000303**Software Version:** 2016v3.0

Description	Amount
BASIS ADJUSTMENT FOR SECURITIES	51,455
PLUG	1,728
PRIOR PERIOD TIMING DISCREPENCIES	3,838

TY 2016 Other Expenses Schedule**Name:** EARLE & VIRGINIA COMBS FOUNDATION**EIN:** 36-6168454**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	75			
OFFICE & SUPPLIES	604			604
WILLIAM BLAIR MGMT FEES	7,973	7,973		

TY 2016 Other Income Schedule

Name: EARLE & VIRGINIA COMBS FOUNDATION

EIN: 36-6168454

Software ID: 16000303

Software Version: 2016v3.0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
2014 INCOME TAX REFUND	8,304		
UBI INCOME- MAJESTY I, LP	14,291		
UBI LOSS - NORTH SKY LBO	-106		
UBI RECLASS	-14,185		

TY 2016 Other Increases Schedule**Name:** EARLE & VIRGINIA COMBS FOUNDATION**EIN:** 36-6168454**Software ID:** 16000303**Software Version:** 2016v3.0

Description	Amount
PRIOR PERIOD TIMING DISCREPENCIES	4,113

TY 2016 Taxes Schedule**Name:** EARLE & VIRGINIA COMBS FOUNDATION**EIN:** 36-6168454**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	10,623			
IL FILING FEES	10			10
PASSTHROUGH WITHHOLDING	1,323	1,323		
STATE EXTENSION	1,000			

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization EARLE & VIRGINIA COMBS FOUNDATION	Employer identification number 36-6168454

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 other 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 33¹/₃% 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. Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization EARLE & VIRGINIA COMBS FOUNDATION	Employer identification number 36-6168454
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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	EARL M COMBS III 2384 OAK HILL ROAD BARRINGTON, IL 60010	\$ 200,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	EARL M COMBS IV 108 OLD OAK DRIVE BARRINGTON, IL 60010	\$ 9,994	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization EARLE & VIRGINIA COMBS FOUNDATION	Employer identification number 36-6168454
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Part II	Noncash Property
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	136 SHS CBOE HOLDINGS INC	\$ 9 994	2016-12-29
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____

Name of organization EARLE & VIRGINIA COMBS FOUNDATION	Employer identification number 36-6168454
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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.) ▶ \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee