Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation	A Employer identification number
KNOX FOUNDATION	41-2008608
Number and street (or P O box number if mail is not delivered to street address) / Room/suite	B Telephone number (see instructions)
PO BOX 0634	651-466-8213
City or town, state or province, country, and ZIP or foreign postal code	C If exemption application is pending, check here ▶ ☐
MILWAUKEE, WI 53201-0634	

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶ $ 6,987,772.

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))*

		Line	(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)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	42,901.	42,794.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	24,105.			
	b	Gross sales price for all assets on line 6a 184,806.				
	7	Capital gain net income (from Part IV, line 2)		24,105.		
	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)	1,258.			STMT 2
	12	**Total.** Add lines 1 through 11	68,264.	66,899.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	NONE	NONE		NONE
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	1,500.	NONE	NONE	1,500.
	c	Other professional fees (attach schedule) STMT 4	10,279.	8,223.		2,056.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	851.	851.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	25.			25.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,655.	9,074.	NONE	3,581.
	25	Contributions, gifts, grants paid	75,000.			75,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	87,655.	9,074.	NONE	78,581.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-19,391.			
	b	**Net investment income** (if negative, enter -0-)		57,825.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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	1,015.	859.	859.
	2	Savings and temporary cash investments	76,856.	676,397.	676,397.
	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 ▶ NONE			
	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) STMT 7	1,041,408.	1,299,096.	1,535,617.
	c	Investments - corporate bonds (attach schedule) STMT 12	114,010.	189,148.	175,418.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 13	305,729.		
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ STMT 14)	1,484.	3,365,628.	4,599,481.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,540,502.	5,531,128.	6,987,772.
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 ▶ ROC ADJUSTMENT)			
	23	Total liabilities (add lines 17 through 22)		NONE	
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. ▶ [X]			
	27	Capital stock, trust principal, or current funds	1,540,502.	5,531,128.	
	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)	1,540,502.	5,531,128.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,540,502.	5,531,128.	

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	1,540,502.
2	Enter amount from Part I, line 27a	2	-19,391.
3	Other increases not included in line 2 (itemize) ▶ 507(B)(2) TRANSFER IN	3	4,010,097.
4	Add lines 1, 2, and 3	4	5,531,208.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	80.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,531,128.

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)
1 a	PUBLICLY TRADED SECURITIES			
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	184,806.		160,701.	24,105.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				24,105.
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	24,105.
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? [X] 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			
2014			
2013			
2012			
2011			

2	**Total** of line 1, column (d)	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	3	
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	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	1,157.
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	NONE
3	Add lines 1 and 2	3	1,157.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,157.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 760.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	760.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached SEE STATEMENT 16	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	411.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ NONE **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ U S BANK NATIONAL ASSOCIATION Telephone no ▶ (651)466-8213

Located at ▶ 101 EAST 5TH STREET, ST PAUL, MN ZIP+4 ▶ 55101

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 |

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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		
	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		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? ☒ Yes ☐ No			
	If "Yes," list the years ▶ 2015 , , ,			
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	X	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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		
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)*

			Yes	No
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 [X] 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 [X] No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	[ ] Yes [X] 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 [X] 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		
	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 [X] No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSANNE LILLY HUTCHESON 1940 KNOX AVENUE SOUTH, MINNEAPOLIS, MN 55403	PRESIDENT/DIRECT 2	-0-	-0-	-0-
ZENAS W. HUTCHESON 1940 KNOX AVENUE SOUTH, MINNEAPOLIS, MN 55403	DIRECTOR 2	-0-	-0-	-0-
PETER R. KENEFICK US BANK 101 EAST FIFTH STREET, ST PAUL, MN 55101	SECRETARY 2	-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions.	
3 NONE	
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	2,032,062.
b	Average of monthly cash balances	1b	102,246.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,134,308.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) ... 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,134,308.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,015.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,102,293.
6	**Minimum investment return.** Enter 5% of line 5	6	105,115.

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	105,115.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,157.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,157.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	103,958.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	103,958.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	103,958.

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	78,581.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	78,581.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	78,581.

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				103,958.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			82,335.	
b Total for prior years 20 14 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2016.				
a From 2011 NONE				
b From 2012 NONE				
c From 2013 NONE				
d From 2014 NONE				
e From 2015 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 78,581.				
a Applied to 2015, but not more than line 2a			78,581.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions			3,754.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				103,958.
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2012 NONE				
b Excess from 2013 NONE				
c Excess from 2014 NONE				
d Excess from 2015 NONE				
e Excess from 2016 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
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 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:

SEE STATEMENT 17

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 24				75,000.
Total . . . . ▶ 3a				75,000.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) 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					
4 Dividends and interest from securities			14	42,901.	
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	24,105.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FEDERAL TAX REFUND			1	1,258.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				68,264.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 68,264.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

▶ [signature] 11/7/2017 ▶ Secretary

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO	[signature]	11/02/2017	X	P01251603
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET PITTSBURGH, PA 15219			Phone no 412-355-6000	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	203.	203.
FOREIGN DIVIDENDS	8,162.	8,162.
NONDIVIDEND DISTRIBUTIONS	107.	
DOMESTIC DIVIDENDS	14,285.	14,285.
US GOVERNMENT INTEREST REPORTED AS QUALI	5.	5.
NONQUALIFIED FOREIGN DIVIDENDS	3,014.	3,014.
NONQUALIFIED DOMESTIC DIVIDENDS	17,125.	17,125.
TOTAL	42,901.	42,794.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL TAX REFUND		1,258.
	TOTALS	1,258.

STATEMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,500.			1,500.
TOTALS	1,500.	NONE	NONE	1,500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
US BANK AGENT FEES		10,279.	8,223.	2,056.
	TOTALS	10,279.	8,223.	2,056.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	734.	734.
FOREIGN TAXES ON NONQUALIFIED	117.	117.
TOTALS	851.	851.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CHARITABLE STATE FILING FEE	25.	25.
TOTALS	25.	25.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DOW CHEM CO	8,789.		
EMERSON ELEC CO	5,579.		
UNITED PARCEL SERVICE INC CL B	2,594.		
SCHLUMBERGER LTD	8,189.		
COCA COLA CO	3,966.		
JOHNSON & JOHNSON	8,123.		
PFIZER INC	10,351.		
J P MORGAN CHASE & CO	7,577.		
STATE STR CORP	1,106.		
MICROSOFT CORP	15,229.		
TEXAS INSTRUMENTS INC	3,767.		
NUVEEN SMALL CAP VALUE FD	10,732.		
3M CO	1,929.		
CHEVRON CORP	3,173.		
MCDONALDS CORP	5,315.		
ISHARES DJ US REAL ESTATE ETF	40,445.		
ABBOTT LABS	1,838.		
ACE LTD	8,024.		
MORGAN STANLEY	5,690.		
WELLS FARGO CO	11,811.		
ACCENTURE PLC	5,564.		
NUVEEN MID CAP GRWTH OPP	13,634.		
NUVEEN MID CAP VALUE FD	35,698.		
ABBVIE INC	8,192.		
AMERICAN TOWER CORP	2,600.		
ANADARKO PETRO CORP	4,017.		
APPLE INC	16,678.		
BANK OF AMERICA CORP	4,302.		
BEST BUY CO INC	4,460.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BOEING CO	1,235.		
CA INC	1,823.		
CATERPILLAR INC	2,041.		
CVS CAREMARK CORP	1,566.		
DEVON ENERGY CORP	1,650.		
DOVER CORP	2,279.		
FOOT LOCKER INC	2,218.		
GILEAD SCIENCES INC	1,501.		
INTERNATIONAL PAPAR CO	2,421.		
JARDEN CORP	7,031.		
LINCOLN NATL CORP	7,236.		
LOWES CO INC	2,239.		
MACYS INC	6,031.		
MASTERCARD INC	6,483.		
MAXIM INTEGRATED PRODS INC	1,904.		
MOHAWK INBDS INCQ	4,330.		
MONSANTO CO	3,181.		
NRG ENERGY INC	3,558.		
POLARIS INDS INC	8,092.		
PRUDENTIAL FINANCIAL INC	9,368.		
ROCKWELL AUTOMATION INC	3,962.		
SLM CORP	3,872.		
TYSON FOODS INC	3,034.		
EATON CORP PLC	2,966.		
NIELSEN HOLDINGS NV	2,538.		
ROYAL CARIBBEAN CRUISES LTD	5,453.		
NEUBERGER BERMAN LONG SH INS	111,908.		
NUVEEN GLOBAL INFRASTR FD	10,147.		
T ROWE PRICE MID CAP GRTH #64	40,087.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
T ROWE PRICE MID CAP VALUE #11	40,087.		
T ROWE PRICE SC STOCK #65	40,087.		
CONGRESS MID CAP GROWTH INS	27,416.		
E O G RES INC	3,732.		
ELECTRONIC ARTS	3,445.		
MORGAN DEMPSEY SMALL MICRO	16,225.		
NAVIENT CORP W D	4,179.		
CAMBIAR INTL EQUITY FUNDS INS	82,662.		
T ROWE PRICE INTL GR&INC FD	60,504.		
CAUSEWAY EMERGING MARKETS	114,700.		
NUVEEN REAL ESTATE SECS	70,063.		
SPDR DJ INTERNATIONAL RELEST	13,644.		
GOLDMAN SACHS COMM STRAT INS	45,138.		
57636Q104 MASTERCARD INC		6,483.	11,358.
002824100 ABBOTT LABORATORIES		6,820.	7,836.
369550108 GENERAL DYNAMICS COR		7,466.	8,978.
149498107 CAUSEWAY EMERGING MA		114,700.	100,448.
06828M876 BARON EMERGING MARKE		110,000.	113,515.
464287739 ISHARES DOW JONES US		40,445.	49,165.
74316J458 CONGRESS MID CAP GRO		27,416.	32,206.
717081103 PFIZER INC		10,351.	19,196.
949746101 WELLS FARGO CO		11,811.	18,076.
166764100 CHEVRON CORPORATION		3,173.	5,061.
902494103 TYSON FOODS INC CL A		3,034.	7,217.
670678507 NUVEEN REAL ESTATE S		70,063.	64,004.
77956H849 T ROWE PRICE INTL GR		60,504.	51,460.
00287Y109 ABBVIE INC		8,192.	18,786.
594918104 MICROSOFT CORP		15,229.	34,488.
806857108 SCHLUMBERGER LTD		8,189.	25,185.

KNOX FOUNDATION 41-2008608

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
617446448 MORGAN STANLEY		5,690.	7,647.
097023105 BOEING CO		6,132.	7,628.
032511107 ANADARKO PETROLEUM C		4,017.	3,208.
958102105 WESTERN DIGITAL CORP		6,190.	3,805.
81762P102 SERVICENOW INC		5,030.	5,501.
56585A102 MARATHON PETROLEUM C		4,853.	6,999.
911312106 UNITED PARCEL SERVIC		2,594.	5,388.
548661107 LOWES CO INC		2,239.	3,840.
037833100 APPLE INC		16,678.	31,619.
670678200 NUVEEN SMALL CAP VAL		11,211.	23,986.
060505104 BANK OF AMERICA CORP		9,293.	14,962.
V7780T103 ROYAL CARIBBEAN CRUI		5,453.	13,044.
H1467J104 CHUBB LTD		8,024.	17,968.
269246401 E TRADE FINANCIAL CO		4,527.	6,895.
285512109 ELECTRONIC ARTS INC		3,445.	7,482.
92343V104 VERIZON COMMUNICATIO		3,845.	6,512.
191216100 COCA COLA COMPANY		3,966.	7,007.
608190104 MOHAWK INDS INC CO		4,330.	7,388.
03027X100 AMERICAN TOWER CORP		2,600.	3,593.
126650100 CVS HEALTH CORPORATI		14,163.	11,442.
149123101 CATERPILLAR INC		2,041.	2,226.
375558103 GILEAD SCIENCES INC		1,501.	2,077.
882508104 TEXAS INSTRUMENTS IN		3,767.	11,164.
779556109 ROWE T PRICE MID-CAP		40,087.	46,149.
315910620 FIDELITY INVT TR AD		54,220.	52,940.
151020104 CELGENE CORPORATION		15,304.	17,247.
478160104 JOHNSON JOHNSON		8,123.	20,047.
731068102 POLARIS INDS INC		8,092.	6,838.
534187109 LINCOLN NATL CORP IN		7,236.	13,387.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
G1151C101 ACCENTURE PLC CL A		5,564.	16,867.
88579Y101 3M CO		1,929.	4,643.
344849104 FOOT LOCKER INC		2,218.	4,395.
78463X863 SPDR DOW JONES INTER		13,644.	11,870.
086516101 BEST BUY CO INC		4,460.	6,785.
460146103 INTERNATIONAL PAPER		2,421.	2,812.
00769G543 CAMBIAR INTL EQUITY		137,662.	135,224.
92914A810 VOYA INTERNATIONAL R		77,602.	66,076.
651229106 NEWELL RUBBERMAID IN		7,006.	8,975.
744320102 PRUDENTIAL FINANCIAL		9,368.	13,424.
260543103 DOW CHEM CO		8,789.	19,626.
46625H100 J P MORGAN CHASE CO		7,577.	17,258.
580135101 MCDONALDS CORP		5,315.	14,485.
98310W108 WYNDHAM WORLDWIDE CO		7,449.	8,095.
02079K107 ALPHABET INC CL C		5,843.	10,034.
922908686 VANGUARD SMALL CAP I		60,000.	68,799.
629377508 NRG ENERGY INC		3,558.	1,631.
247361702 DELTA AIR LINES INC		5,014.	5,804.
61166W101 MONSANTO CO		3,181.	3,156.
G29183103 EATON CORP PLC		2,862.	3,153.
64128R608 NEUBERGER BERMAN LON		111,908.	123,367.
77957Y106 T ROWE PRICE MID CAP		40,087.	42,377.
931427108 WALGREENS BOOTS ALLI		1,533.	2,483.
291011104 EMERSON ELECTRIC CO		5,579.	9,310.
TOTALS	1,041,408.	1,299,096.	1,535,617.

KNOX FOUNDATION 41-2008608

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NUVEEN HIGH INC BD FD	71,626.		
FEDERATED INST HI YLD BD FD	42,384.		
31420B300 FEDERATED INST HI YL		42,384.	41,026.
670678234 NUVEEN HIGH INCOME B		71,626.	77,928.
38143H381 GOLDMAN SACHS COMM S		45,138.	26,152.
057071854 BAIRD AGGREGATE BOND		30,000.	30,312.
TOTALS	114,010.	189,148.	175,418.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE
WYNN RESORTS LTD	C	1,631.
WESTERN DIGITAL CORP	C	6,190.
WALGREENS BOOTS ALLIANCE INC	C	1,533.
VOYA INTERNATIONAL REAL ESTATE	C	77,762.
VERIZON COMMUNICATIONS INC	C	3,845.
MYLAN NV	C	1,558.
INVESCO LTD	C	3,108.
HARTFORD FINANCIAL SERVICES GR	C	1,491.
FIDELITY INVT TR AD INTL DISCI	C	54,220.
E TRADE FINANCIAL CORP	C	4,527.
BOSTON SCIENTIFIC CORP	C	2,179.
BARON EMERGING MARKETS INSTITU	C	110,000.
AMERICAN AIRLINES GROUP INC	C	1,842.
ALPHABET INC CL C	C	5,843.
BAIRD AGGREGATE BOND FD INSTL	C	30,000.
	TOTALS	305,729.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ACCRUED INTEREST	1,484.	8,779.	8,779.
ALLSCRIPTS HEALTHCARE SOULTION		93,552.	75,819.
ANIXTER INTL INC		125,245.	152,050.
APPLIED INDL TECH		112,871.	160,439.
ARMSTRONG WORLD INC		140,173.	130,583.
ARROW ELECTRS		67,091.	199,070.
AVERY DENNISON CORP		49,763.	104,066.
BROADRIDGE FINANCIAL SOLUTIONS		52,259.	166,280.
CABLE ONE INC		72,088.	134,204.
CARLISLE COS INC		10,974.	58,013.
COMPASS MINERALS INTERNATIONAL		86,471.	93,393.
DUN BRADSTREET CORP		35,826.	65,755.
E PLUS INC		75,601.	97,920.
ESTERLINE TECH CORP		143,025.	130,054.
FIRSTCASH INC		150,405.	199,515.
FULLER HB CO		96,313.	137,635.
GRAHAM HOLDINGS CO		169,345.	174,575.
INTERPUBLIC GROUP COS INC		133,236.	173,843.
KIRBY CORP		135,285.	157,406.
MKS INSTRUMENTS INC		53,048.	120,760.
MANPOWERGROUP INC		157,923.	200,668.
MSC INDL DIRECT CO INC CL A		87,273.	116,319.
NVR INC		28,529.	50,707.
PENSKE AUTOMOTIVE GROUP INC		82,191.	122,239.
PROGRESS SOFTWARE CORP		71,320.	102,655.
ROBERT HALF INTL INC		127,365.	171,998.
RPX CORP		55,996.	38,880.
RYDER SYSTEM		102,496.	145,158.
TRIMAS CORP		101,238.	105,797.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
UNFIRST CORP MASS		38,065.	55,018.
VALMONT INDS INC		105,692.	99,757.
VARIAN MED SYS INC		85,222.	104,773.
WOOD WARD INC		101,869.	169,173.
WR BERKELY CORP		44,343.	119,186.
ZIONS BAN CORP		60,887.	103,985.
GENPACT LIMITED		138,422.	195,548.
GREENLIGHT CAPITAL RE LTD		86,888.	84,542.
KENNEDY WILSON HOLDINGS INC		78,559.	72,919.
TOTALS	1,484.	3,365,628.	4,599,481.

FORM 990PF - COMPUTATION OF PENALTIES AND INTEREST

END OF FISCAL/CALENDAR YEAR	12/31/2016
DATE RETURN IS DUE IF ON EXTENSION	11/15/2017
DATE RETURN WILL BE RECEIVED BY THE IRS	11/15/2017
NUMBER OF DAYS RETURN IS LATE	184
NUMBER OF MONTHS RETURN IS LATE	7
LATE FILING PENALTY	
LATE PAYMENT PENALTY	14.
INTEREST	
TOTAL PENALTIES AND INTEREST	14.

RECIPIENT NAME:
PETER R. KENEFICK
ADDRESS:
101 EAST FIFTH STREET
ST PAUL, MN 55101
RECIPIENT'S PHONE NUMBER: 651-466-8213
FORM, INFORMATION AND MATERIALS:
APPLICATIONS MAY BE SUBMITTED IN LETTER FORM OUTLINING THE REQUEST TOGETHER WITH SUCH SUPPORTING MATERIALS AS THE APPLICANT DESIRES.
SUBMISSION DEADLINES:
NOVEMBER 1ST
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEE ATTACHED STATEMENT

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
VOCALESSENCE
ADDRESS:
1900 NICOLLET AVENUE
MINNEAPOLIS, MN 55403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FRIENDS OF HENNEPIN COUNTY LIBRARY
ADDRESS:
300 NICOLLET MALL
MINNEAPOLIS, MN 55401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
NANTUCKET COTTAGE HOSPITAL FDN
ADDRESS:
57 PROSPECT ST
NANTUCKET, MA 02554
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NANTUCKET COTTAGE HOSPITAL ANNUAL FD
ADDRESS:
57 PROSPECT ST.
NANTUCKET, MA 02554
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
SANKATY HEAD FOUNDATION
ADDRESS:
PO BOX 875
SISACONSET, MA 02564
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FRIENDS OF NORTHRUP
ADDRESS:
84 CHURCH ST SE
MPLS, MN 55455
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
UNIV OF PENNSYLVANIA SCHL OF DESIGN
ADDRESS:
102 MEYERSON HALL
PHILADELPHIA, PA 19104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
CONNECTICUT COLLEGE
ADDRESS:
BECKER HOUSE
NEW LONDON, CT 06320
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ST PAUL ACADEMY AND
SUMMIT SCHOOL
ADDRESS:
1712 RANDOLPH AVENUE
ST. PAUL, MN 55105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
WILDERNESS INQUIRY
ADDRESS:
808 14TH AVENUE SE
MINNEAPOLIS, MN 55414
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
PLANNED PARENTHOOD
ADDRESS:
1965 FORD PARKWAY
ST. PAUL, MN 55116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CAMP WIDJIWAGEN
ADDRESS:
2125 E. HENNEPIN AVENUE
MINNEAPOLIS, MN 55413
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MINNEAPOLIS INSTITUTE OF ARTS
ADDRESS:
2400 THIRD AVENUE S
MINNEAPOLIS, MN 55404
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MINNESOTA DANCE THEATER
ADDRESS:
528 HENNEPIN AVENUE
MINNEAPOLIS, MN 55403-1804
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
NANTUCKET ISLAND COMMUNITY SAILING
ADDRESS:
4 WINTER ST
NANTUCKET, MA 02554
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
DARTMOUTH COLLEGE
ADDRESS:
6068 BLUNT ALUMNI CENTER
HANOVER, NH 03755
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
WALKER ART CENTER
ADDRESS:
1750 HENNEPIN AVE
MINNEAPOLIS, MN 55403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
HELLER HURWICZ ECONOMICS INSTITUTE
UNIVERSITY OF MINNESOTA FOUNDATION
ADDRESS:
220 JOHNSTON HALL 101 PLEASANT STRE
SAINT PAUL, MN 55170-3854
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NANTUCKET YACHT CLUB FOUNDATION INC
ADDRESS:
PO BOX 667
NANTUCKET, MA 02554
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CAPE AND ISLAND UNITED WAY
ADDRESS:
749 MAIN STREET
HYANNIS, MA 02601
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 75,000.