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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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation
THE 1111 FOUNDATION

A Employer identification number
46-1463656

Number and street (or P O box number if mail is not delivered to street address)
THREE LAKES DRIVE

Room/suite

B Telephone number (see instructions)
(847) 643-4343

City or town, state or province, country, and ZIP or foreign postal code
NORTHFIELD, IL 60093

C If exemption application is pending, check here

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)\$ 15,287,313

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)

8,089,663

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

118,840

118,840

5a

Gross rents

b

Net rental income or (loss)

6a

Net gain or (loss) from sale of assets not on line 10

-58,000

b

Gross sales price for all assets on line 6a

2,743,028

7

Capital gain net income (from Part IV, line 2)

61,462

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)

12

Total. Add lines 1 through 11

8,150,503

180,302

Operating and Administrative Expenses

13

Compensation of officers, directors, trustees, etc

0

0

0

14

Other employee salaries and wages

15

Pension plans, employee benefits

16a

Legal fees (attach schedule)

b

Accounting fees (attach schedule)

c

Other professional fees (attach schedule)

42,952

42,952

0

17

Interest

18

Taxes (attach schedule) (see instructions)

19

Depreciation (attach schedule) and depletion

20

Occupancy

21

Travel, conferences, and meetings

22

Printing and publications

23

Other expenses (attach schedule)

3,394

0

10

24

Total operating and administrative expenses. Add lines 13 through 23

46,346

42,952

10

25

Contributions, gifts, grants paid

1,303,477

1,303,477

26

Total expenses and disbursements. Add lines 24 and 25

1,349,823

42,952

1,303,487

27

Subtract line 26 from line 12

a

Excess of revenue over expenses and disbursements

6,800,680

b

Net investment income (if negative, enter -0-)

137,350

c

Adjusted net income(if negative, enter -0-)

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	248,992	7,079,573	7,079,573
	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)	5,372,705 	5,746,636	7,098,470
	c	Investments—corporate bonds (attach schedule)	1,522,282 	1,118,442	1,109,270
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,143,979	13,944,651	15,287,313	
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	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	0	0	
28		Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29		Retained earnings, accumulated income, endowment, or other funds	7,143,979	13,944,651	
30		Total net assets or fund balances (see instructions)	7,143,979	13,944,651	
31		Total liabilities and net assets/fund balances (see instructions) .	7,143,979	13,944,651	

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	7,143,979
2	Enter amount from Part I, line 27a	2	6,800,680
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	13,944,659
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	8
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	13,944,651

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 JPMORGAN M9009	D		
b JPMORGAN S2009	P		
c CAPITAL GAINS DIVIDENDS	P		
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 480,885		364,943	115,942
b 2,254,734		2,316,623	-61,889
c 7,409			7,409
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			115,942
b			-61,889
c			7,409
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	61,462
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	1,491,823	8,283,375	0 180098
2014	1,603,468	9,195,533	0 174375
2013	1,059,401	10,255,003	0 103306
2012	0	9,726,087	0 000000
2011			

2 Total of line 1, column (d)	2	0 457779
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	0 114445
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,838,433
5 Multiply line 4 by line 3	5	897,069
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,374
7 Add lines 5 and 6	7	898,443
8 Enter qualifying distributions from Part XII, line 4	8	1,303,487

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	1,374
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	1,374
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,374
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	5,857
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	5,857
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	4,483
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 4,483 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	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 ▶ \$ 0 (2) On foundation managers ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	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? <i>If "Yes," attach a conformed copy of the changes</i>	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	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i> .	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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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 ► N/A	13	Yes	
14	The books are in care of ► LAURA KNUDSON Telephone no ► (847) 643-4343			

Located at **►** THREE LAKES DRIVE NORTHFIELD IL ZIP+4 **►** 60093

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? 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 ►	16	Yes	No

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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		
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 ► 20____, 20____, 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		
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		
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? 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? 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	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
JAMES D ABRAMS THREE LAKES DRIVE NORTHFIELD, IL 60093	CO-PRESIDENT 1 00	0	0	0
WENDY D ABRAMS THREE LAKES DRIVE NORTHFIELD, IL 60093	CO-PRESIDENT 1 00	0	0	0
LAURA KNUDSON THREE LAKES DRIVE NORTHFIELD, IL 60093	DIRECTOR 1 00	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	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.				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (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. ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1	Expenses

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	7,508,555
b	Average of monthly cash balances.	1b	449,245
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,957,800
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	7,957,800
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	119,367
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	7,838,433
6	Minimum investment return. Enter 5% of line 5.	6	391,922

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	391,922
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,374
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,374
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	390,548
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	390,548
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	390,548

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	1,303,487
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,303,487
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	1,374
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,302,113

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				390,548
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				508,094
d From 2014.				1,153,357
e From 2015.				1,080,012
f Total of lines 3a through e.	2,741,463			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,303,487</u>				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				390,548
e Remaining amount distributed out of corpus	912,939			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,654,402			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	3,654,402			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				508,094
c Excess from 2014.				1,153,357
d Excess from 2015.				1,080,012
e Excess from 2016.				912,939

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)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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))
See Additional Data Table

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	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> See Additional Data Table				
Total ▶ 3a				1,303,477
b <i>Approved for future payment</i>				
Total ▶ 3b				0

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					
4 Dividends and interest from securities.			14	118,840	
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	-58,000	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). . .		0		60,840	0
13 Total. Add line 12, columns (b), (d), and (e).			13		60,840

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

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

[illegible]

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

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

**Sign
Here**

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

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

**Paid
Preparer
Use Only**

Print/Type preparer's name TERRY L ROBBINS	Preparer's Signature	Date 2017-11-09	Check if self-employed ☐	PTIN P01201817
Firm's name ▶ ROBBINS & ASSOCIATES LLC				Firm's EIN ▶ 36-4268995
Firm's address ▶ 180 N STETSON AVE STE 2550 CHICAGO, IL 60601				Phone no (312) 609-1100

Form 990PF Part XV Line 1a - 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).

JAMES D ABRAMS
WENDY D ABRAMS

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>				
ADAM DON FOUNDATION 9801 ADAM DON PKWY WOODRIDGE, IL 60517	NONE	PC	GENERAL SUPPORT	1,000
AM SHALOM 840 VERNON AVE GLENCOE, IL 60022	NONE	PC	GENERAL SUPPORT	3,000
AMERICAN FRIENDS OF ISRAEL SPORT CENTER FOR THE DISABLED 1 NORTHFIELD PLAZA SUITE 300 NORTHFIELD, IL 60093	NONE	PC	GENERAL SUPPORT	1,000
AUTISM SPEAKS 2700 S RIVER ROAD DES PLAINES, IL 60018	NONE	PC	GENERAL SUPPORT	25,000
BOCA RATON ROTARY CLUB PO BOX 272651 BOCA RATON, FL 33427	NONE	PC	GENERAL SUPPORT	1,500
Total ► 3a				1,303,477

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>				
BOSTON FOODS 35 SOUTH STREET APT A BRIGHTON, MA 02135	NONE	PC	GENERAL SUPPORT	500
BROWN UNIVERSITY 164 ANGELL STREET PROVIDENCE, RI 02912	NONE	PC	GENERAL SUPPORT	50,000
CANINE THERAPY CORPS INC 1700 W IRVING PARK ROAD CHICAGO, IL 60613	NONE	PC	GENERAL SUPPORT	2,230
CENTER FOR AMERICAN PROGRESS 1333 H STREET NW 10TH FLOOR WASHINGTON, DC 20005	NONE	PC	GENERAL SUPPORT	25,000
CENTER FOR ENVIRONMENTAL HEALTH 2201 BROADWAY SUITE 302 OAKLAND, CA 94612	NONE	PC	GENERAL SUPPORT	15,000
Total ► 3a				1,303,477

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>				
CHICAGO CHILD ADVOC 1240 SOUTH DAMEN AVE CHICAGO, IL 60608	NONE	PC	GENERAL SUPPORT	1,000
CHICAGO COUNCIL ON GLOBAL AFFAIRS 332 SOUTH MICHIGAN AVE SUITE 110 CHICAGO, IL 60604	NONE	PC	GENERAL SUPPORT	1,000
CHICAGO PUBLIC MEDIA (WBEZ) 848 E GRAND AVE CHICAGO, IL 60601	NONE	PC	GENERAL SUPPORT	1,000
COMMUNITY PARTNERS FOR AFFORDABLE HOUSING 400 CENTRAL AVE 111 HIGHLAND PARK, IL 60035	NONE	PC	GENERAL SUPPORT	500
COOL GLOBES THREE LAKES DRIVE NORTHFIELD, IL 60093	NONE	PC	GENERAL SUPPORT	100,000
Total 				1,303,477
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>				
CURE EPILEPSY 430 WEST ERIE STREET SUITE 210 CHICAGO, IL 60654	NONE	PC	GENERAL SUPPORT	3,500
DESIGNED FOR DIGNITY 445 N WELLS SUITE 402 CHICAGO, IL 60654	NONE	PC	GENERAL SUPPORT	2,500
DIGESTIVE HEALTH FOUNDATION 251 E HURON ST SUITE 3-200 CHICAGO, IL 60611	NONE	PC	GENERAL SUPPORT	37,500
ERIKSON INSTITUTE 451 NORTH LASALLE ST CHICAGO, IL 60654	NONE	PC	GENERAL SUPPORT	5,000
FRIENDS FOR HEALTH 1840 GREEN BAY ROAD HIGHLAND PARK, IL 60035	NONE	PC	GENERAL SUPPORT	500
Total ► 3a				1,303,477

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>				
GO CAMPAIGN 2461 SANTA MONICA BLVD 437 SANTA MONICA, CA 90404	NONE	PC	GENERAL SUPPORT	5,000
HIGHLAND PARK COMMUNITY FOUNDATION PO BOX 398 HIGHLAND PARK, IL 60035	NONE	PC	GENERAL SUPPORT	5,000
HOLOCAUST MEMORIAL FOUNDATION OF ILLINOIS 9603 WOODS DRIVE SKOKIE, IL 60077	NONE	PC	GENERAL SUPPORT	8,750
IAN SOMERHALDER FOUNDATION PO BOX 1760 SANTA MONICA, CA 90406	NONE	PC	GENERAL SUPPORT	5,000
INTERNATIONAL DOCUMENTARY ASSOCIATION 3470 WILSHIRE BLVD SUITE 980 LOS ANGELES, CA 90010	NONE	PC	GENERAL SUPPORT	5,000
Total 3a				1,303,477

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>				
JACPAC EDUCATIONAL FUND PO BOX 541 HIGHLAND PARK, IL 60035	NONE	PC	GENERAL SUPPORT	10,000
JEWISH UNITED FUND 30 SOUTH WELLS ST CHICAGO, IL 60601	NONE	PC	GENERAL SUPPORT	33,500
KESHET 600 ACADEMY DRIVE SUITE 130 NORTHBROOK, IL 60062	NONE	PC	GENERAL SUPPORT	10,000
LAF CHICAGO 120 S LASALLE ST SUITE 900 CHICAGO, IL 60603	NONE	PC	GENERAL SUPPORT	5,000
LOYOLA UNIVERSITY OF CHICAGO 820 N MICHIGAN AVE CHICAGO, IL 60611	NONE	PC	GENERAL SUPPORT	10,000
Total ► 3a				1,303,477

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>				
MAKE A WISH FOUNDATOIN 640 N LASALLE DRIVE SUITE 280 CHICAGO, IL 60654	NONE	PC	GENERAL SUPPORT	1,000
MEDIA MATTERS FOR AMERICA 455 MASSACHUSETTS AVE NW SUITE 600 WASHINGTON, DC 20001	NONE	PC	GENERAL SUPPORT	5,000
MEDLINE FOUNDATION THREE LAKES DRIVE NORTHFIELD, IL 60093	NONE	PF	SERVICE AND WELFARE PROGRAMS	20,000
MONTANA LAND RELIANCE 324 FULLER AVE HELENA, MT 59624	NONE	PC	GENERAL SUPPORT	5,000
MY FAVORITE OUTFIT NFP 858 N FRANKLIN UNIT 304 CHICAGO, IL 60610	NONE	PC	GENERAL SUPPORT	10,000
Total 				1,303,477
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>				
NATURAL RESOURCE DEFENSE COUNCIL (NRDC) 40 W 20TH ST NEW YORK, NY 10011	NONE	PC	GENERAL SUPPORT	20,000
NEW YORK PRESBYTERIAN 654 WEST 170TH ST NEW YORK, NY 10032	NONE	PC	GENERAL SUPPORT	25,000
OUNCE OF PREVENTION 33 WEST MONROE ST SUITE 2400 CHICAGO, IL 60603	NONE	PC	GENERAL SUPPORT	5,000
RAVINIA FESTIVAL ASSOCIATION 418 SHERIDAN RD HIGHLAND PARK, IL 60035	NONE	PC	GENERAL SUPPORT	34,636
RFK CENTER FOR HUMAN RIGHTS 515 MADISON AVE 718 NEW YORK, NY 10022	NONE	PC	GENERAL SUPPORT	110,000
Total 				1,303,477
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>				
ROOSEVELT INSTITUTE 570 LEXINGTON AVE 5TH FLOOR NEW YORK, NY 10022	NONE	PC	GENERAL SUPPORT	1,000
SDSN ASSOCIATION INC 475 RIVERSIDE DRIVE SUITE 825 NEW YORK, NY 10115	NONE	PC	GENERAL SUPPORT	25,000
SOLOMON SCHECTER DAY SCHOOL 3210 DUNDEE RD NORTHBROOK, IL 60062	NONE	PC	GENERAL SUPPORT	250
STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305	NONE	PC	GENERAL SUPPORT	25,000
THE UNIVERSITY OF CHICAGO 5235 S HARPER COURT SUITE 450 CHICAGO, IL 60615	NONE	PC	GENERAL SUPPORT	276,000
Total ► 3a				1,303,477

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>				
THRESHOLDS 4101 NORTH RAVENSWOOD AVE CHICAGO, IL 60613	NONE	PC	GENERAL SUPPORT	5,000
UNIVERSITY OF SOUTHERN CALIFORNIA UNIVERSITY PARK LOS ANGELES, CA 90089	NONE	PC	GENERAL SUPPORT	250,000
WORLD BUSINESS CHICAGO 177 N STATE STREET 500 CHICAGO, IL 60601	NONE	PC	GENERAL SUPPORT	50,000
WORLD MERCURY PROJECT 1227 NORTH PEACHTREE PKWY SUITE 202 PEACHTREE CITY, GA 30269	NONE	PC	GENERAL SUPPORT	40,000
ZACHARIAS CENTER 4275 OLD GRAND AVE GURNEE, IL 60031	NONE	PC	GENERAL SUPPORT	10,000
Total ► 3a				1,303,477

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>				
ZANMI BENI FOUNDATION 6201 RIVIERA DRIVE CORAL GABLES, FL 33146	NONE	PC	GENERAL SUPPORT	11,611
Total 				1,303,477
3a				

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Expenditure Responsibility Statement

Name: THE 1111 FOUNDATION

EIN: 46-1463656

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
MEDLINE FOUNDATOIN	THREE LAKES DRIVE NORTHFIELD, IL 60093	2016-01-04	20,000	TO PROVIDE FUNDS FOR GRANTEE'S SERVICE AND WELFARE PROGRAMS	20,000	NONE	2/1/17		TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED ON THE REPORT FURNISHED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR ANYTHING OTHER THAN ITS INTENDED PURPOSE

TY 2016 Investments Corporate Bonds Schedule**Name:** THE 1111 FOUNDATION**EIN:** 46-1463656

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DODGE & COX INCOME FUND	195,849	196,863
PRUDENTIAL TOTAL RETURN BD-Z	100,833	101,627
BLACKROCK HIGH YIELD BOND	253,952	253,110
DOUBLELINETOTAL RET BD	97,078	93,981
JPM STRAT INC OPP FD-SEL	173,681	173,584
JPM INFLATION MGD BD FD - SEL	49,263	49,263
WELLS FARGO CORE BOND FUND - CLASS	57,858	56,609
ISHARES JP MORGAN EM BOND FUND	112,082	106,142
JOHN HANCOCK INCOME FD-I	77,846	78,091

TY 2016 Investments Corporate Stock Schedule**Name:** THE 1111 FOUNDATION**EIN:** 46-1463656

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLE, INC.	99,213	391,587
BERKSHIRE HATHAWAY INC.	809,128	1,708,847
SPDR S&P 500 ETF TRUST	807,102	1,076,744
GLOBAL ACCESS HEDGE FUND LTD	1,500,000	1,434,344
T ROWE PRICE OVERSEAS STOCK	181,302	176,438
BROWN ADV JAPAN ALPHA OPP-IS	108,487	99,907
JPM GLBL RES ENH INDEX FD-SEL	232,465	239,809
ISHARES RUSSELL MIDCAP INDEX FUND	158,206	177,787
CAPITAL GR NON US EQUITY	180,559	162,619
ISHARES MSCI EAFE INDEX FUND	340,468	331,774
DIAMOND HILL LARGE CAP FD-I	112,226	114,145
NATIXIS LOOMIS SAY GROWTH-Y	112,226	109,755
ALPHABET INC/CA-CL C	809,491	784,941
ALIBABA GROUP HOLDING-SP ADR	295,763	289,773

TY 2016 Other Decreases Schedule

Name: THE 1111 FOUNDATION

EIN: 46-1463656

Description	Amount
MISCELLANEOUS	8

TY 2016 Other Expenses Schedule**Name:** THE 1111 FOUNDATION**EIN:** 46-1463656**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	10	0		10
MISCELLANEOUS	3,384	0		0

TY 2016 Other Professional Fees Schedule**Name:** THE 1111 FOUNDATION**EIN:** 46-1463656

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	33,839	33,839		0
LEGAL AND PROFESSIONAL FEES	9,113	9,113		0

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 THE 1111 FOUNDATION	Employer identification number 46-1463656

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 THE 1111 FOUNDATION	Employer identification number 46-1463656
--	---

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	JAMES D AND WENDY D ABRAMS THREE LAKES DR NORTHFIELD, IL 60093	\$ 6,500,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	JAMES D AND WENDY D ABRAMS THREE LAKES DR NORTHFIELD, IL 60093	\$ 1,589,663	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 THE 1111 FOUNDATION	Employer identification number 46-1463656
--	---

Part II Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	See Additional Data Table	\$ _____	_____
(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
THE 1111 FOUNDATION**Employer identification number**

46-1463656

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
-----------------	--

(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	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

Additional Data

Software ID:
Software Version:
EIN: 46-1463656
Name: THE 1111 FOUNDATION

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	20 SHS A O SMITH CORP	<u>\$ 973</u>	<u>2016-12-20</u>
<u>2</u>	140 SHS ACCENTURE PLC	<u>\$ 17,310</u>	<u>2016-12-20</u>
<u>2</u>	4 SHS ADVANSIX INC	<u>\$ 85</u>	<u>2016-12-20</u>
<u>2</u>	3300 SHS ALIBABA GROUP HOLDING LIMITED	<u>\$ 295,763</u>	<u>2016-12-20</u>
<u>2</u>	5 SHS ALPHABET INC	<u>\$ 4,069</u>	<u>2016-12-20</u>
<u>2</u>	1017 SHS ALPHABET INC	<u>\$ 809,491</u>	<u>2016-12-20</u>
<u>2</u>	20 SHS AMAZON COM INC	<u>\$ 15,421</u>	<u>2016-12-20</u>
<u>2</u>	282 SHS AT&T INC	<u>\$ 11,971</u>	<u>2016-12-20</u>
<u>2</u>	280 SHS CHEVRON CORPORATION	<u>\$ 33,082</u>	<u>2016-12-20</u>
<u>2</u>	65 SHS COCA-COLA COMPANY	<u>\$ 2,703</u>	<u>2016-12-20</u>

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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	20 SHS COMCAST CORPORATION	<u>\$ 1,412</u>	<u>2016-12-20</u>
<u>2</u>	15 SHS DICKS SPORTING GOODS INC	<u>\$ 870</u>	<u>2016-12-20</u>
<u>2</u>	80 SHS DOMINION RESOURCES INC	<u>\$ 6,108</u>	<u>2016-12-20</u>
<u>2</u>	50 SHS ENTERGY CORPORATION	<u>\$ 3,663</u>	<u>2016-12-20</u>
<u>2</u>	180 SHS EXELON CORPORATION	<u>\$ 6,413</u>	<u>2016-12-20</u>
<u>2</u>	270 SHS EXXON MOBIL CORPORATION	<u>\$ 24,454</u>	<u>2016-12-20</u>
<u>2</u>	260 SHS FACEBOOK INC	<u>\$ 31,014</u>	<u>2016-12-20</u>
<u>2</u>	838 SHS GENERAL ELECTRIC CO	<u>\$ 26,938</u>	<u>2016-12-20</u>
<u>2</u>	80 SHS HONEYWELL INTL INC	<u>\$ 9,416</u>	<u>2016-12-20</u>
<u>2</u>	150 SHS INTEL CORPORATION	<u>\$ 5,560</u>	<u>2016-12-20</u>

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	300 SHS JOHNSON & JOHNSON	<u>\$ 34,674</u>	<u>2016-12-20</u>
<u>2</u>	170 SHS JPMORGAN CHASE & CO	<u>\$ 14,628</u>	<u>2016-12-20</u>
<u>2</u>	60 SHS MARVELL TECHNOLOGY GROUP LTD	<u>\$ 857</u>	<u>2016-12-20</u>
<u>2</u>	310 SHS MERCK & CO	<u>\$ 18,918</u>	<u>2016-12-20</u>
<u>2</u>	645 SHS MICROSOFT CORPORATION	<u>\$ 40,903</u>	<u>2016-12-20</u>
<u>2</u>	20 SHS MSCI INC	<u>\$ 1,608</u>	<u>2016-12-20</u>
<u>2</u>	90 SHS NEXTERA ENERGY INC	<u>\$ 10,740</u>	<u>2016-12-20</u>
<u>2</u>	10 SHS NORDSON CORP	<u>\$ 1,146</u>	<u>2016-12-20</u>
<u>2</u>	90 SHS PATTESON-UTI ENERGY INC	<u>\$ 2,436</u>	<u>2016-12-20</u>
<u>2</u>	10 SHS PEPSICO INC	<u>\$ 1,047</u>	<u>2016-12-20</u>

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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	15 SHS PHILIP MORRIS INTL INC	<u>\$ 1,347</u>	<u>2016-12-20</u>
<u>2</u>	300 SHS PROCTOR & GAMBLE COMPANY	<u>\$ 25,335</u>	<u>2016-12-20</u>
<u>2</u>	90 SHS SALESFORCE COM	<u>\$ 6,264</u>	<u>2016-12-20</u>
<u>2</u>	30 SHS SENIOR HOUSING PROPERTIES TR	<u>\$ 546</u>	<u>2016-12-20</u>
<u>2</u>	90 SHS STEEL DYNAMICS INC	<u>\$ 3,344</u>	<u>2016-12-20</u>
<u>2</u>	40 SHS TERADYNE INC	<u>\$ 1,031</u>	<u>2016-12-20</u>
<u>2</u>	190 SHS THE HOME DEPOT INC	<u>\$ 25,904</u>	<u>2016-12-20</u>
<u>2</u>	130 SHS THE SOUTHERN CO	<u>\$ 6,388</u>	<u>2016-12-20</u>
<u>2</u>	120 SHS TJX COMPANIES INC	<u>\$ 9,287</u>	<u>2016-12-20</u>
<u>2</u>	160 SHS UNITEDHEALTH GROUP INCORPORATED	<u>\$ 25,962</u>	<u>2016-12-20</u>

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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	390 SHS VERIZON COMMUNICATIONS INC	<u>\$ 20,746</u>	<u>2016-12-20</u>
<u>2</u>	250 SHS VISA INC	<u>\$ 19,534</u>	<u>2016-12-20</u>
<u>2</u>	120 SHS WAL MART STORES INC	<u>\$ 8,606</u>	<u>2016-12-20</u>
<u>2</u>	30 SHS WESTAR ENERGY INC	<u>\$ 1,696</u>	<u>2016-12-20</u>