EXTENDED TO NOVEMBER 15, 2017

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 , and ending

Name of foundation: KATES FOUNDATION, INC.

A Employer identification number: 65-0401513

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 4153 | Room/suite

B Telephone number: (941)388-9194

City or town, state or province, country, and ZIP or foreign postal code: SARASOTA, FL 34230-4153

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)* ▶$ 1,790,184.

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))

		(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			N/A	
	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	38,131.	38,131.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,682.			
	b Gross sales price for all assets on line 6a 83,897.				
	7 Capital gain net income (from Part IV, line 2)		7,682.		
	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)				
	11 Other income				
	12 Total Add lines 1 through 11	45,813.	45,813.		
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 STMT 2	394.	0.		394.
	b Accounting fees STMT 3	3,010.	0.		3,010.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	1,975.	445.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	13,342.	12,926.		416.
	24 Total operating and administrative expenses. Add lines 13 through 23	18,721.	13,371.		3,820.
	25 Contributions, gifts, grants paid	81,550.			81,550.
	26 Total expenses and disbursements. Add lines 24 and 25	100,271.	13,371.		85,370.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-54,458.			
	b Net investment income (if negative, enter -0-)		32,442.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2016)

21250517 759428 04346 2016.03040 KATES FOUNDATION, INC. 04346__1

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	6,916.	5,016.	5,016.
	2 Savings and temporary cash investments	160,689.	74,944.	74,944.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	986,860.	1,025,920.	1,270,109.
	c Investments - corporate bonds STMT 7	263,561.	263,308.	263,912.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	176,824.	171,204.	176,203.
	14 Land, buildings, and equipment: basis ▶ 2,195.			
	Less accumulated depreciation STMT 9 ▶ 2,195.			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,594,850.	1,540,392.	1,790,184.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ DUE TO LISA KATES)	300.	300.	
	23 **Total liabilities** (add lines 17 through 22)	300.	300.	
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 ▶ X **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	1,594,550.	1,540,092.	
	30 **Total net assets or fund balances**	1,594,550.	1,540,092.	
	31 **Total liabilities and net assets/fund balances**	1,594,850.	1,540,392.	

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	1,594,550.
2	Enter amount from Part I, line 27a	2	-54,458.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,540,092.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,540,092.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED	P	VARIOUS	12/31/16
b	SEE ATTACHED	P	VARIOUS	12/31/16
c	CAPITAL GAINS DIVIDENDS			
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	8,282.		8,137.	145.
b	73,712.		68,078.	5,634.
c	1,903.			1,903.
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				145.
b				5,634.
c				1,903.
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** — 7,682.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — **3** — N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	97,502.	1,776,093.	.054897
2014	59,409.	1,973,835.	.030098
2013	67,153.	1,711,813.	.039229
2012	79,114.	1,565,539.	.050535
2011	60,943.	1,532,693.	.039762

2	**Total** of line 1, column (d)	2	.214521
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	.042904
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,718,694.
5	Multiply line 4 by line 3	5	73,739.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	324.
7	Add lines 5 and 6	7	74,063.
8	Enter qualifying distributions from Part XII, line 4	8	85,370.

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 ▶ [X] and enter 1% of Part I, line 27b		1	324.
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	324.
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	324.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 1,246.		
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	1,246.
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	922.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 922. **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		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. ▶ $ 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? *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? N/A	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) ▶ FL			
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 ▶ WWW.KATES-FOUNDATION.ORG/

14 The books are in care of ▶ LISA KATES Telephone no. ▶ (941) 366-1819

Located at ▶ P.O. BOX 4153, SARASOTA, FL ZIP+4 ▶ 34230

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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)? N/A	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 ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ ______, ______, ______, ______			
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.)* N/A	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)*

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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 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 ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MENA LISA KATES P.O. BOX 4153 SARASOTA, FL 34230	PRESIDENT/TREASURER 10.00	0.	0.	0.
CHERRIE MCDONOUGH P.O. BOX 4153 SARASOTA, FL 34230	VICE-CHAIRMAN 2.00	0.	0.	0.
PATTI WERTHEIMER P.O. BOX 4153 SARASOTA, FL 34230	SECRETARY 2.00	0.	0.	0.
HANNAH B. KATES P.O. BOX 4153 SARASOTA, FL 34230	VICE-PRESIDENT 2.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

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	1,651,333.
b	Average of monthly cash balances	1b	93,534.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,744,867.
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	1,744,867.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,173.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,718,694.
6	**Minimum investment return** Enter 5% of line 5	6	85,935.

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	85,935.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 324.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	324.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	85,611.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	85,611.
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	85,611.

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	85,370.
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	85,370.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	324.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	85,046.

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				85,611.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			83,269.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 85,370.				
a Applied to 2015, but not more than line 2a			83,269.	
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				2,101.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				83,510.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

1 a 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**
2 a 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 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALL FAITHS FOOD BANK 8171 BLAIKIE CT SARASOTA, FL 34240	NONE	PC	COOKING CLASSES	5,000.
BIG BROTHER/BIG SISTERS OF THE SUN COAST 1000 S TAMIAMI TRAIL, SUITE C VENICE, FL 34285	NONE	PC	DECISIONS TO WIN	7,000.
CHILDREN FIRST 1723 N ORANGE AVE SARASOTA, FL 34239	NONE	PC	FAMILIES FIRST INSTITUTE	5,000.
COEXISTENCE-EMBRACING OUR DIFFERENCES P.O. BOX 2559 SARASOTA, FL 34230	NONE	PC	SUMMER INSTITUTE TRAINING	5,000.
GIRL SCOUTS 4780 CATTLEMEN RD SARASOTA, FL 34233	NONE	PC	BLACK BELT TRAINING	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	81,550.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	38,131.	
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	7,682.	
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.		45,813.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 45,813.

(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).

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
		N/A	

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
N/A		

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] 3/23/17 Pres-Treas

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
REBECCA U. STONER	Rebecca U Stoner CPA	5/18/17		P00585910
Firm's name ▶ KERKERING, BARBERIO & CO.			Firm's EIN ▶ 59-1753337	
Firm's address ▶ P.O. BOX 49348 SARASOTA, FL 34230-6348			Phone no. 941-365-4617	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EDUCATION FOUNDATION 1960 LANDINGS BLVD SARASOTA, FL 34231	NONE	PC	GENERAL	5,000.
FORTY CARROTS 1500 S TUTTLE AVE SARASOTA, FL 34239	NONE	PC	PARENTING CLASSES	10,000.
INSTRIDE THERAPY INC 1629 RANCH RD NOKOMIS, FL 34275	NONE	PC	HORSE MAINTENANCE	3,500.
MOTE MARINE 1600 KEN THOMPSON PKWY SARASOTA, FL 34236	NONE	PC	PARTNERSHIP BUILDING/EDUCATION	10,000.
PLANNED PARENTHOOD 736 CENTRAL AVE SARASOTA, FL 34236	NONE	PC	SOURCE THEATER	10,000.
SELAH FREEDOM P.O. BOX 21415 SARASOTA, FL 34276	NONE	PC	PROGRAMMING	5,000.
TAKE STOCK IN CHILDREN P.O. BOX 48186 SARASOTA, FL 34230	NONE	PC	SAT PREP BOOKS	1,050.
VAN WEZEL FOUNDATION 777 N TAMIAMI TR SARASOTA, FL 34234	NONE	PC	ARTS IN SCHOOL PROGRAM	5,000.
EASTER SEALS 350 BRADEN AVE SARASOTA, FL 34243	NONE	PC	RESPITE CARE AND CAMP	5,000.
Total from continuation sheets				54,550.

623631
04-01-16

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
US TRUST	40,034.	1,903.	38,131.	38,131.	
TO PART I, LINE 4	40,034.	1,903.	38,131.	38,131.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	394.	0.		394.
TO FM 990-PF, PG 1, LN 16A	394.	0.		394.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,010.	0.		3,010.
TO FORM 990-PF, PG 1, LN 16B	3,010.	0.		3,010.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	445.	445.		0.
EXCISE TAX	1,530.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,975.	445.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE	355.	0.		355.
ANNUAL REPORT	61.	0.		61.
ADMINISTRATIVE FEES	12,926.	12,926.		0.
TO FORM 990-PF, PG 1, LN 23	13,342.	12,926.		416.

FORM 990-PF — CORPORATE STOCK — STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK (SEE ATTACHED)	1,025,920.	1,270,109.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,025,920.	1,270,109.

FORM 990-PF — CORPORATE BONDS — STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SEE ATTACHED)	263,308.	263,912.
TOTAL TO FORM 990-PF, PART II, LINE 10C	263,308.	263,912.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER (SEE ATTACHED)	COST	171,204.	176,203.
TOTAL TO FORM 990-PF, PART II, LINE 13		171,204.	176,203.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
PRINTER	174.	174.	0.
ANSWERING MACHINE	182.	182.	0.
FAX MACHINE	305.	305.	0.
IMAC	1,534.	1,534.	0.
TOTAL TO FM 990-PF, PART II, LN 14	2,195.	2,195.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LISA KATES
P.O. BOX 4153
SARASOTA, FL 34230

TELEPHONE NUMBER

(941) 388-9194

FORM AND CONTENT OF APPLICATIONS

WRITTEN APPLICATION WITH CURRENT 501(C)(3) LETTER, FINANCIAL STATMENTS AND BUDGET FOR PROJECT FOR WHICH MONIES ARE BEING REQUESTED

ANY SUBMISSION DEADLINES

FUNDS DISBURSED ANNUALLY, DEADLINE IS APRIL 1.

RESTRICTIONS AND LIMITATIONS ON AWARDS

PRIMARY FOCUS IS THE STATE OF FLORIDA BUT OTHER AREAS MAY BE CONSIDERED. THERE ARE NO OTHER RESTRICTIONS.

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	PRINTER	07/27/05	SL	5.00		16	174.				174.	174.		0.	174.
2	ANSWERING MACHINE	07/29/05	SL	7.00		16	182.				182.	182.		0.	182.
3	FAX MACHINE	08/08/05	SL	7.00		16	305.				305.	305.		0.	305.
4	IMAC	03/31/10	SL	5.00		16	1,534.				1,534.	1,534.		0.	1,534.
	* TOTAL 990-PF PG 1 DEPR						2,195.				2,195.	2,195.		0.	2,195.

628111 04-01-16

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

KATES FOUNDATION, INC
65-0401513

2016 Tax Information Letter

U.S. TRUST

Bank of America Private Wealth Management IM KATES FOUNDATION INC

Income for 2016

A schedule of your current year sales is shown below. The following items are provided to you to assist in the preparation of your tax returns. Typically, collectibles are taxed at 28% rates, which is shown in the column titled "Portion Subject to 28% Rates (included in Net G/L)". For your convenience, if applicable, we have included the portion subject to Section 988 translation gains and losses in the column titled "Portion subject to Ordinary Rates including Section 988 (included in Net G/L)".

Please note that if you have sold an asset for which the cost basis information is unknown it is shown separately in the section entitled Transactions with Unknown Cost Basis. Please review these carefully when preparing your return. We suggest that you consult your tax advisor.

Certain sales will be indicated with the following symbols, where applicable, see below for an explanation
† - Can not take a loss on your tax return based on gross proceeds
from a reportable change in control or capital structure
* - Tax Cost has been adjusted for current year's return of capital
◊ - Section 988 translation gains or losses

Short Term Transactions

DESCRIPTION		CUSIP							
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
ISHARES TR RUSSELL MIDCAP VALUE		464287473							
05/25/2016	12/30/2015	50.00	$3,647.42	$3,475 10	$172.32	$0.00	$0.00	$0 00	$0.00
ISHARES TR RUSSELL MIDCAP GROWTH		464287481							
05/25/2016	12/30/2015	50.00	$4,634 39	$4,661.43	$-27 04	$0.00	$0.00	$0 00	$0 00
Total Short Term Gain/Loss·			*$8,281.81*	*$8,136.53*	*$145 28*	*$0 00*	*$0.00*	*$0 00*	*$0 00*

KATES FOUNDATION, INC
65-0401513

U.S. TRUST

Bank of America Private Wealth Management IM KATES FOUNDATION INC

2016 Tax Information Letter

Long Term Transactions

DESCRIPTION		CUSIP							
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
CARDINAL HEALTH INC		14149Y108							
02/04/2016	10/14/1999	100	$7,725 35	$2,248 95	$5,476 40	$0 00	$0.00	$0 00	$0.00
CISCO SYSTEM INC		17275R102							
05/25/2016	09/25/2001	200	$5,754 87	$2,578.98	$3,175.89	$0.00	$0.00	$0 00	$0.00
EOG RES INC		26875P101							
02/23/2016	10/22/2014	100	$7,006.34	$9,562 82	$-2,556 48	$0.00	$0 00	$0.00	$0.00
HOME DEPOT INC		437076102							
02/04/2016	11/19/2002	50	$6,011.63	$1,258.73	$4,752.90	$0.00	$0 00	$0.00	$0.00
IVY ASSET STRATEGY FUND		466001864							
02/08/2016	04/07/2014	475.44	$9,865.30	$15,000.00	$-5,134 70	$0.00	$0.00	$0 00	$0.00
02/08/2016	05/22/2014	158.83	$3,295 74	$5,000 00	$-1,704 26	$0 00	$0.00	$0.00	$0.00
LAMB WESTON HLDGS INC		513272104							
12/22/2016	05/22/2014	0 33	$11.62	$7.17	$4 45	$0.00	$0.00	$0 00	$0 00
REGIONS FINL CORP NEW		7591EP100							
04/15/2016	05/22/2014	1000	$8,659.81	$10,112.00	$-1,452.19	$0 00	$0.00	$0 00	$0 00
04/15/2016	04/14/2015	1000	$8,659.80	$9,592.40	$-932.60	$0.00	$0.00	$0 00	$0 00
WASTE MGMT INC DEL COM		94106L109							
02/04/2016	08/15/2013	200	$10,632.80	$8,477.83	$2,154.97	$0 00	$0 00	$0.00	$0.00

KATES FOUNDATION, INC
65-0401513

U.S. TRUST

Bank of America Private Wealth Management IM KATES FOUNDATION INC

2016 Tax Information Letter

Long Term Transactions

DESCRIPTION **CUSIP**

Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
WASTE MGMT INC DEL COM		**94106L109**							
05/25/2016	08/15/2013	100	$6,088 36	$4,238 91	$1,849.45	$0 00	$0 00	$0.00	$0 00
Total Long Term Gain/Loss.			*$73,711 62*	*$68,077.79*	*$5,633.83*	*$0.00*	*$0.00*	*$0.00*	*$0 00*

Settlement Date

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

IM KATES FOUNDATION INC

Dec 01, 2016 through Dec. 31, 2016

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
50,475.910	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$50,475.91	$8.71	$50,475.91 1.000	$0.00	$151.43	0.30%
24,194.720	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	24,194.72	4 38	24,194 72 1.000	0.00	72 58	0.30
273.000	BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT (Income Investment)	99Z490460	273.00	0.01	273 00 1.000	0.00	0 82	0.30
	Total Cash Equivalents		**$74,943.63**	**$13.10**	**$74,943.63**	**$0.00**	**$224.83**	**0.30%**
Total Cash/Currency			**$74,943.63**	**$13.10**	**$74,943.63**	**$0.00**	**$224.83**	**0.30%**

Equities

(2)Industry Sector Codes: CND = Consumer Discretionary, CNS = Consumer Staples, ENR = Energy, FIN = Financials, HEA = Health Care, IND = Industrials, IFT = Information Technology, MAT = Materials, OEQ = Other Equities, RE = Real Estate, TEL = Telecommunication Services, UTL = Utilities

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
300.000	ALLSTATE CORP Ticker: ALL	020002101 FIN	$22,236.00 74.120	$99.00	$20,217.90 67.393	$2,018.10	$396.00	1.78%
25.000	ALPHABET INC CL A COM Ticker: GOOG L	02079K305 IFT	19,811.25 792.450	0.00	13,945 29 557.812	5,865 96	0 00	0.00
35.000	AMAZON COM INC Ticker AMZN	023135106 CND	26,245.45 749 870	0.00	18,647.13 532.775	7,598 32	0.00	0 00
300.000	AMERICAN EXPRESS CO Ticker: AXP	025816109 FIN	22,224.00 74.080	0.00	23,047.89 76.826	-823.89	384.00	1.72
75.000	AMGEN INC Ticker: AMGN	031162100 HEA	10,965.75 146.210	0.00	9,067.13 120.895	1,898.62	345.00	3.14
105.000	APPLE INC Ticker: AAPL	037833100 IFT	12,161.10 115.820	0.00	8,031 31 76.489	4,129.79	239.40	1.96

(1) Market Value in the Portfolio Detail section does not include Accrued Income.

Settlement Date

Portfolio Detail

/ IM KATES FOUNDATION INC

Dec. 01, 2016 through Dec. 31, 2016

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
100.000	AUTOMATIC DATA PROCESSING INC Ticker: ADP	053015103 IFT	10,278.00 102.780	57.00	6,718.51 67 185	3,559.49	228.00	2 21
75.000	BECTON DICKINSON & CO Ticker: BDX	075887109 HEA	12,416.25 165 550	0.00	8,658.38 115.445	3,757.87	219.00	1.76
150.000	BERKSHIRE HATHAWAY INC DEL NEW CL B COM Ticker: BRK B	084670702 FIN	24,447.00 162.980	0.00	19,957.51 133.050	4,489 49	0.00	0.00
50 000	BLACKROCK INC CL A Ticker: BLK	09247X101 FIN	19,027.00 380.540	0.00	17,067.25 341.345	1,959.75	458.00	2.40
125.000	BOEING CO Ticker: BA	097023105 IND	19,460.00 155 680	0.00	17,235.63 137.885	2,224.37	710.00	3.64
500.000	BRISTOL MYERS SQUIBB CO Ticker: BMY	110122108 HEA	29,220.00 58.440	0.00	7,078.75 14 158	22,141.25	780.00	2.66
250.000	CARDINAL HEALTH INC Ticker: CAH	14149Y108 HEA	17,992.50 71.970	112.23	5,622.37 22.489	12,370.13	448.90	2.49
1,000.000	CISCO SYS INC Ticker: CSCO	17275R102 IFT	30,220.00 30.220	0.00	12,894 88 12.895	17,325.12	1,040.00	3.44
300.000	COLGATE PALMOLIVE CO Ticker: CL	194162103 CNS	19,632.00 65.440	0.00	13,621 58 45.405	6,010.42	468.00	2.38
400.000	CONAGRA FOODS INC Ticker: CAG	205887102 CNS	15,820.00 39.550	0 00	9,752 48 24.381	6,067 52	320.00	2.02
1,000.000	CSX CORP Ticker: CSX	126408103 IND	35,930.00 35.930	0.00	25,620.28 25 620	10,309.72	720.00	2.00
150.000	EBAY INC Ticker: EBAY	278642103 IFT	4,453.50 29.690	0.00	3,250.72 21.671	1,202.78	0 00	0.00
150.000	ECOLAB INC Ticker: ECL	278865100 MAT	17,583.00 117.220	55.50	16,150 75 107.672	1,432.25	222.00	1.26
100.000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR	9,026.00 90.260	0.00	9,380.50 93.805	-354.50	300.00	3.32
200.000	FACEBOOK INC CL A COM Ticker: FB	30303M102 IFT	23,010.00 115.050	0.00	16,120 90 80.605	6,889.10	0.00	0.00

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Equities (cont)								
U.S. Large Cap (cont)								
1,000.000	GENERAL ELEC CO Ticker GE	369604103 IND	31,600.00 31.600	240.00	10,173.03 10.173	21,426.97	960.00	3.03
1,600.000	GENERAL MOTORS CONV PFD ESCROW	370ESC733 CND	0.00	0.00	0.00	0.00	0.00	0.00
300.000	HALLIBURTON CO Ticker. HAL	406216101 ENR	16,227.00 54.090	0.00	12,314.31 41.048	3,912.69	216.00	1.33
150.000	HOME DEPOT INC Ticker: HD	437076102 CND	20,112.00 134.080	0.00	3,776.20 25.175	16,335 80	414.00	2.05
300.000	J P MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	25,887 00 86.290	0.00	18,470.00 61.567	7,417 00	576 00	2.22
400.000	KROGER CO Ticker: KR	501044101 CNS	13,804.00 34.510	0.00	14,579.00 36.448	-775 00	192.00	1.39
50 000	MCKESSON CORP Ticker: MCK	58155Q103 HEA	7,022.50 140.450	14.00	8,760.74 175.215	-1,738.24	56 00	0 79
500.000	METLIFE INC Ticker: MET	59156R108 FIN	26,945.00 53.890	0.00	24,697.26 49.395	2,247.74	800.00	2.96
500.000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	31,070.00 62.140	0.00	14,133.25 28.267	16,936.75	780.00	2.51
300.000	NIKE INC CL B Ticker: NKE	654106103 CND	15,249.00 50.830	54.00	11,223.96 37.413	4,025 04	216.00	1.41
400 000	PAYPAL HOLDINGS INC Ticker: PYPL	70450Y103 IFT	15,788.00 39.470	0 00	13,520 18 33.800	2,267.82	0.00	0.00
150.000	PEPSICO INC Ticker: PEP	713448108 CNS	15,694.50 104.630	112 88	14,696.25 97.975	998 25	451.50	2.87
175.000	PHILLIPS 66 Ticker: PSX	718546104 ENR	15,121.75 86.410	0.00	14,077.50 80.443	1,044.25	441.00	2.91
300.000	SOUTHERN CO Ticker: SO	842587107 UTL	14,757.00 49.190	0 00	13,174.50 43.915	1,582.50	672 00	4 55
250.000	STARBUCKS CORP Ticker: SBUX	855244109 CND	13,880.00 55.520	0 00	9,195.38 36.782	4,684 62	250.00	1.80

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Equities (cont)								
U.S. Large Cap (cont)								
250.000	TARGET CORP Ticker: TGT	87612E106 CND	18,057.50 72.230	0 00	15,153.25 60.613	2,904.25	600.00	3.32
300.000	TE CONNECTIVITY LTD SWITZERLAND Ticker: TEL	H84989104 IFT	20,784.00 69.280	0.00	17,589.51 58.632	3,194.49	444.00	2.13
400.000	TWENTY-FIRST CENTY FOX INC CL A COM Ticker FOXA	90130A101 CND	11,216.00 28.040	0 00	12,948.51 32 371	-1,732.51	144.00	1.28
125.000	UNITEDHEALTH GROUP INC Ticker: UNH	91324P102 HEA	20,005.00 160 040	0.00	14,844 38 118.755	5,160 62	312.50	1.56
450.000	US BANCORP DEL COM NEW Ticker: USB	902973304 FIN	23,116.50 51.370	126 00	19,304.11 42 898	3,812.39	504 00	2.18
200.000	VALERO ENERGY CORP NEW Ticker: VLO	91913Y100 ENR	13,664 00 68.320	0.00	11,713.00 58.565	1,951.00	480.00	3.51
500.000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	26,690.00 53.380	0.00	24,491.97 48.984	2,198.03	1,155.00	4.32
140.000	VISA INC CL A COM Ticker: V	92826C839 IFT	10,922.80 78.020	0.00	7,419.13 52.994	3,503.67	92.40	0.84
400.000	WASTE MGMT INC DEL Ticker: WM	94106L109 IND	28,364.00 70.910	0.00	16,955.66 42.389	11,408.34	656.00	2.31
	Total U.S. Large Cap		**$838,136.35**	**$870.61**	**$605,298.22**	**$232,838.13**	**$17,690.70**	**2.11%**
U.S. Mid Cap								
300.000	AMERICAN WTR WKS CO INC NEW COM Ticker: AWK	030420103 UTL	$21,708.00 72.360	$0 00	$13,840.50 46.135	$7,867 50	$450.00	2.07%
200.000	AUTONATION INC Ticker: AN	05329W102 CND	9,730.00 48.650	0.00	12,463.58 62.318	-2,733.58	0.00	0.00
400.000	FMC TECHNOLOGIES INC Ticker: FTI	30249U101 ENR	14,212 00 35.530	0.00	12,662.44 31.656	1,549.56	0 00	0 00

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Equities (cont)								
U.S. Mid Cap (cont)								
300.000	ISHARES RUSSELL MID-CAP VALUE ETF Ticker: IWS	464287473 OEQ	24,129 00 80.430	0.00	20,850.60 69.502	3,278 40	506.49	2.09
200.000	ISHARES RUSSELL MID-CAP GROWTH ETF Ticker: IWP	464287481 OEQ	19,478.00 97.390	0.00	18,645.72 93.229	832.28	226.62	1.16
133.000	LAMB WESTON HLDGS INC Ticker: LW	513272104 CNS	5,034.05 37.850	0.00	2,864.91 21.541	2,169.14	99 75	1.98
200.000	PRICE T ROWE GROUP INC Ticker: TROW	74144T108 FIN	15,052.00 75.260	0.00	16,377.67 81.888	-1,325.67	432.00	2.87
200.000	SCRIPPS NETWORKS INTERACTIVE INC CL A COM Ticker: SNI	811065101 CND	14,274.00 71 370	0.00	13,210 20 66.051	1,063.80	200 00	1 40
400.000	WHOLE FOODS MKT INC Ticker: WFM	966837106 CNS	12,304.00 30.760	0.00	13,398.00 33.495	-1,094.00	224 00	1 82
	Total U.S. Mid Cap		**$135,921.05**	**$0.00**	**$124,313.62**	**$11,607.43**	**$2,138.86**	**1.57%**
U.S. Small Cap								
250.000	CEF ISHARES CORE S&P SMALL-CAP Ticker: IJR	464287804 OEQ	$34,380.00 137.520	$0.00	$27,054 05 108.216	$7,325.95	$417.73	1.21%
858.222	CLEARBRIDGE SMALL CAP GROWTH FUND CL Y Ticker: SBPY X	52470H765 OEQ	24,742.54 28.830	0.00	25,000.00 29.130	-257.46	0.00	0.00
	Total U.S. Small Cap		**$59,122.54**	**$0.00**	**$52,054.05**	**$7,068.49**	**$417.73**	**0.70%**
International Developed								
50.000	ALLERGAN PLC IRELAND Ticker: AGN	G0177J108 HEA	$10,500.50 210.010	$0.00	$15,411 25 308.225	-$4,910.75	$140.00	1.33%
100.000	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR BELGIUM Ticker: BUD	03524A108 CNS	10,544.00 105.440	0 00	11,042 50 110.425	-498.50	319 60	3.03

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed (cont)								
150.000	BROADCOM LTD SINGAPORE Ticker: AVGO	Y09827109 IFT	26,515.50 176.770	0.00	18,692 90 124.619	7,822.60	612.00	2.30
1,000.000	DB X-TRACKERS MSCI EAFE HEDGED EQUITY FUND Ticker: DBEF	233051200 OEQ	28,060.00 28.060	0.00	30,626 20 30 626	-2,566.20	716.83	2.55
300.000	INGERSOLL-RAND CO LTD IRELAND Ticker: IR	G47791101 IND	22,512.00 75.040	0.00	17,281.32 57.604	5,230.68	480 00	2.13
150.000	LYONDELLBASELL INDUSTRIES NV CL A COM NETHERLANDS Ticker: LYB	N53745100 MAT	12,867.00 85.780	0.00	12,746.89 84.979	120 11	510.00	3.96
200.000	MEDTRONIC PLC IRELAND Ticker: MDT	G5960L103 HEA	14,246.00 71.230	86 00	15,146.67 75 733	-900.67	344.00	2.41
1,432.665	OPPENHEIMER INTL GROWTH FUND CL Y SHS Ticker: OIGYX	68380L407 OEQ	49,684.82 34.680	0.00	55,000.00 38.390	-5,315.18	665.87	1.34
500.000	ROCHE HLDG LTD SPONSORED ADR SWITZERLAND Ticker: RHHBY	771195104 HEA	14,303.50 28.607	0.00	17,513 75 35.028	-3,210 25	419.00	2.92
175.000	TOYOTA MOTOR CORP SP ADR REP2COM JAPAN Ticker: TM	892331307 CND	20,510.00 117.200	0.00	20,307.63 116.044	202.37	587 64	2.86
	Total International Developed		**$209,743.32**	**$86.00**	**$213,769.11**	**-$4,025.79**	**$4,794.94**	**2.28%**
Emerging Markets								
700.000	COLUMBIA EMERGING MKTS CONSUMER ETF Ticker: ECON	19762B509 OEQ	$15,505.00 22.150	$0.00	$19,432.00 27.760	-$3,927.00	$114.80	0.74%

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Equities (cont)								
Emerging Markets (cont)								
400 000	ISHARES MSCI INDIA ETF Ticker: INDA	46429B598 OEQ	10,724.00 26.810	0.00	11,053.36 27 633	-329.36	96.99	0.90
	Total Emerging Markets		**$26,229.00**	**$0.00**	**$30,485.36**	**-$4,256.36**	**$211.79**	**0.80%**
Total Equities			**$1,269,152.26**	**$956.61**	**$1,025,920.36**	**$243,231.90**	**$25,254.02**	**1.99%**
Fixed Income								
Investment Grade Taxable								
40,000.000	*2022* MORGAN STANLEY SUB NT DTD 10/23/12 4.875% DUE 11/01/22 Moody's. BAA2 S&P: BBB-	6174824M3	$42,869.60 107.174	$325.00	$40,782 00 101.955	$2,087 60	$1,950.00	4.54% 3.55
700.000	BB&T CORP PFD DEP SHS REPSTG 1/1000TH PERP SER E 5.625% Moody's: BAA2 S&P: BBB-	054937404	16,625.00 23.750	0.00	15,561.49 22.231	1,063.51	984 38	5.92
6,673.022	MFS TOTAL RETURN BD FUND CL I	55272P778	70,600.57 10.580	169.03	70,000.00 10.490	600.57	2,139.84	3.03
600.000	PNC FINL SVCS GROUP INC PFD DEP SHS REPSTG 1/4000TH SER P 6.125% Moody's. BAA3 S&P: BBB-	693475857	16,374.00 27.290	0.00	16,435.92 27.393	-61.92	918.75	5.61
600.000	SCE TR III FXD/FLTG RATE TR PFD SECS Moody's: BAA1 S&P: BBB-	78409B207	15,282.00 25.470	0.00	15,727.02 26.212	-445.02	862.50	5.64
600.000	SCHWAB CHARLES CORP NEW PFD SER B 6 000% Moody's: BAA2 S&P: BBB	808513204	15,162.00 25.270	0.00	14,957.55 24.929	204.45	900.00	5 93
5,854.801	WELLS FARGO ULTRA SHORT TERM INCOME FUND INSTL CL	949917744	49,590.16 8.470	59.33	49,930.35 8.528	-340.19	677.85	1.36

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Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
	Total Investment Grade Taxable		**$226,503.33**	**$553.36**	**$223,394.33**	**$3,109.00**	**$8,433.32**	**3.72%**
International Developed Bonds								
1,510.574	TEMPLETON GLOBAL BD FUND ADVISOR CL	880208400	$18,066.47 11 960	$0.00	$20,000.00 13.240	-$1,933 53	$466 01	2.57%
	Total International Developed Bonds		**$18,066.47**	**$0.00**	**$20,000.00**	**-$1,933.53**	**$466.01**	**2.57%**
Global High Yield Taxable								
3,262 643	EATON VANCE INCOME FUND BOSTON CL I	277907200	$18,694 94 5.730	$94.10	$19,913.28 6.103	-$1,218.34	$1,139 41	6.09%
	Total Global High Yield Taxable		**$18,694.94**	**$94.10**	**$19,913.28**	**-$1,218.34**	**$1,139.41**	**6.09%**
Fixed Income Other								
100,000 000	*2033* GENERAL MOTORS CORP CONV SR BD (ESCROW) DTD 07/03/03 8.375% DUE 07/15/33 Moody's: NA S&P. NA	370ESCBT1	$0.00	$0.00	$0.00	$0.00	$8,375.00	0.00%
	Total Fixed Income Other		**$0.00**	**$0.00**	**$0.00**	**$0.00**	**$8,375.00**	**0.00%**
Total Fixed Income			**$263,264.74**	**$647.46**	**$263,307.61**	**-$42.87**	**$18,413.74**	**6.99%**
Hedge Funds								
Hedge Funds Specific Strategy								
1,536.885	AQR MULTI-STRATEGY ALTERNATIVE FUND CL I	00203H792	$14,600.41 9.500	$0 00	$15,000.00 9 760	-$399.59	$129.51	0 88%
2,662.670	BOSTON PARTNERS LONG/SHORT RESH FUND INSTL CL	74925K581	41,138.25 15.450	0.00	40,000 00 15.023	1,138.25	0.00	0.00
1,677.852	JPMORGAN STRATEGIC INCOME OPPTYS FUND SELECT	4812A4351	19,446.30 11.590	0.00	20,000.00 11.920	-553.70	835.57	4.29

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Hedge Funds (cont)								
Hedge Funds Specific Strategy (cont)								
	Total Hedge Funds Specific Strategy		**$75,184.96**	**$0.00**	**$75,000.00**	**$184.96**	**$965.08**	**1.28%**
Total Hedge Funds			**$75,184.96**	**$0.00**	**$75,000.00**	**$184.96**	**$965.08**	**1.28%**
Real Estate								
Public REITs								
2,075.052	PRUDENTIAL GLOBAL REAL ESTATE FUND CL Z	744336504	$47,373.44 22.830	$0.00	$50,000.00 24 096	-$2,626.56	$1,105.46	2.33%
650.000	VANGUARD REIT ETF	922908553	53,644.50 82.530	0.00	46,204.43 71.084	7,440.07	2,584.40	4.81
	Total Public REITs		**$101,017.94**	**$0.00**	**$96,204.43**	**$4,813.51**	**$3,689.86**	**3.65%**
Total Real Estate			**$101,017.94**	**$0.00**	**$96,204.43**	**$4,813.51**	**$3,689.86**	**3.65%**
Total Portfolio			**$1,783,563.53**	**$1,617.17**	**$1,535,376.03**	**$248,187.50**	**$48,547.53**	**2.72%**
Accrued Income			$1,617.17					
Total			**$1,785,180.70**					