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
JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB

A Employer identification number
80-0456913

Number and street (or P O box number if mail is not delivered to street address)
C/O FIRST TENNESSEE BANK TRUST DIVI

Room/suite

B Telephone number (see instructions)
(865) 971-2280

City or town, state or province, country, and ZIP or foreign postal code
KNOXVILLE, TN 379951230

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)*▶$ 477,187

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)				
	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	8,906	8,906		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	12,808			
	b	Gross sales price for all assets on line 6a 243,675				
	7	Capital gain net income (from Part IV, line 2)		12,808		
	8	Net short-term capital gain			0	
	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	21,714	21,714		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	3,941	2,759		1,182
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	998			0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	4,939	2,759	0	1,182
	25	Contributions, gifts, grants paid	40,000			40,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	44,939	2,759	0	41,182
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-23,225			
	b	**Net investment income** (if negative, enter -0-)		18,955		
	c	**Adjusted net income**(if negative, enter -0-)			0	

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing	278	678	678
2	Savings and temporary cash investments	52,946	10,565	10,565
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
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 ▶ 0			
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)	383,542	402,450	465,944
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			0
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)	436,766	413,693	477,187
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	
	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	436,766	413,693	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	436,766	413,693	
31	**Total liabilities and net assets/fund balances** (see instructions)	436,766	413,693	

Assets (lines 1–16); Liabilities (lines 17–23); Net Assets or Fund Balances (lines 24–31)

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	436,766
2	Enter amount from Part I, line 27a	2	-23,225
3	Other increases not included in line 2 (itemize) ▶	3	152
4	Add lines 1, 2, and 3	4	413,693
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	413,693

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	12,808
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	36,215	487,815	0 074239
2014	34,290	514,775	0 066612
2013	33,939	490,075	0 069253
2012	56,359	456,930	0 123343
2011	30,667	478,342	0 064111

2	**Total** of line 1, column (d)	2	0 397558
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 079512
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	476,758
5	Multiply line 4 by line 3	5	37,908
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	190
7	Add lines 5 and 6	7	38,098
8	Enter qualifying distributions from Part XII, line 4	8	41,182

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	190
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	190
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	190
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 190		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	190
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	0
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	
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax ▶ 0	Refunded ▶	11	0

Part VII-A Statements Regarding Activities

		Line	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)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			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		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?	13	Yes	

Website address ▶

14 The books are in care of ▶FIRST TENNESSEE BANK NA, TRUST DIVISION Telephone no ▶(865) 971-2165

Located at ▶800 S GAY STREET KNOXVILLE TN ZIP+4 ▶37929

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

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶	☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1c		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? If "Yes," list the years ▶ 20___, 20___, 20___, 20___	☐ Yes ☑ No			
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**	
	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	**(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
JUNE FRIEDLOB HELLER 916 WESTMORELAND BLVD KNOXVILLE, TN 37919	DIRECTOR 10	0		
KATE FRIEDLOB 507 WEST BRIAR PLACE CHICAGO, IL 60657	DIRECTOR 10	0		
FIRST TENNESSEE BANK 800 S GAY STREET KNOXVILLE, TN 379951230	AGENT FOR TRUSTEES/DIRECTORS 10	3,941		

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

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

Total number of other employees paid over $50,000 ▶ 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	Expenses
1 CONTRIBUTIONS TO QUALIFIED CHARITABLE ORGANIZATIONS AS DICTATED BY THE GOVERNING DOCUMENT AND AS SELECTED BY THE DIRECTORS OF THE FOUNDATION	40,000
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities.		1a	476,219
b	Average of monthly cash balances.		1b	7,799
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	484,018
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	484,018
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	7,260
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	476,758
6	**Minimum investment return.** Enter 5% of line 5.		6	23,838

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	23,838
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 190		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	190
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	23,648
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	23,648
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	23,648

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	41,182
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	41,182
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	190
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	40,992

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					23,648
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				0	
b Total for prior years 2014 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2016					
a From 2011.	7,376				
b From 2012.	33,714				
c From 2013.	10,175				
d From 2014.	9,427				
e From 2015.	12,337				
f **Total** of lines 3a through e.		73,029			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 41,182					
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.					23,648
e Remaining amount distributed out of corpus		17,534			
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		90,563			
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)		7,376			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		83,187			
10 Analysis of line 9					
a Excess from 2012.	33,714				
b Excess from 2013.	10,175				
c Excess from 2014.	9,427				
d Excess from 2015.	12,337				
e Excess from 2016.	17,534				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

JUNE FRIEDLOB HELLER
916 WESTMORELAND BLVD
KNOXVILLE, TN 37919
(865) 693-3006

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

WRITTEN - NO SPECIFIC FORMAT

c Any submission deadlines

NONE

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

NONE

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*				
TOP TENNIS PROGRAM 28 EAST JACKSON BLDG CHICAGO, IL 60604	NONE	N/A	SUPPORT ECONOMICALLY	7,500
THE KNOXVILLE MUSEUM OF ART 1050 WORLDS FAIR PARK KNOXVILLE, TN 379161653	NONE	N/A	ARTS EDUCATION AND SUPPORT	25,000
JUNE FRIEDLOOB HELLER FOUNDATION 800 S GAY ST KNOXVILLE, TN 37995	N/A	NONE	SUPPORT ECONOMICALLY	5,000
THE GOODMAN THEATRE 170 NORTH DEARBORN STREET CHICAGO, IL 60601	NONE	N/A	OPERATIONAL SUPPORT	2,500
Total . . . . ▶ **3a**				40,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	8,906	
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	12,808	
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). .				21,714	

13 Total. Add line 12, columns (b), (d), and (e). **13** 21,714

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2017-06-19	******	May the IRS discuss this return with the preparer shown below (see instr)? ☐ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶				Firm's EIN ▶
Firm's address ▶				Phone no

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

(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)
888 579 INVESCO FLOATING RATE FUND-Y		2014-05-30	2016-01-28
32 07 INVESCO FLOATING RATE FUND-Y		2015-10-22	2016-01-28
862 54 BLACKROCK HIGH YIELD BD-INST		2014-05-30	2016-01-28
36 243 BLACKROCK HIGH YIELD BD-INST		2015-10-22	2016-01-28
33 022 DFA REAL ESTATE SECS PORT		2015-10-22	2016-01-28
312 91 FEDERATED TOTAL RETURN BOND FUND-IN		2014-05-30	2016-01-28
4 37766 JOHN HANCOCK II STR INC I		2014-05-30	2016-01-28
311 68934 JOHN HANCOCK II STR INC I		2014-05-30	2016-01-28
1241 289 LORD ABBETT INCOME-I		2014-05-30	2016-01-28
477 04715 LORD ABBETT HIGH YIELD-I		2011-11-29	2016-01-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,220		7,098	-878
224		237	-13
6,029		7,027	-998
253		274	-21
1,037		1,114	-77
3,329		3,514	-185
45		48	-3
3,198		3,281	-83
3,252		3,540	-288
3,206		3,492	-286

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-878
			-13
			-998
			-21
			-77
			-185
			-3
			-83
			-288
			-286

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

(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)
430 56385 LORD ABBETT HIGH YIELD-I		2014-05-30	2016-01-28
28 198 LORD ABBETT HIGH YIELD-I		2015-10-22	2016-01-28
244 78416 MFS EMERGING MKTS DEBT FD I		2014-05-30	2016-01-28
235 36384 MFS EMERGING MKTS DEBT FD I		2011-11-29	2016-01-28
253 461 MFS INTL VALUE-I		2013-08-26	2016-01-28
261 481 OPPENHEIMER INTL GROWTH FD-Y		2013-08-26	2016-01-28
343 48125 PIMCO HIGH YIELD FUND-INSTL		2014-05-30	2016-01-28
395 66875 PIMCO HIGH YIELD FUND-INSTL		2011-11-29	2016-01-28
27 847 PIMCO HIGH YIELD FUND-INSTL		2015-10-22	2016-01-28
299 883 PRINCIPAL PREFERRED SEC-P		2014-05-30	2016-01-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,893		3,257	-364
189		205	-16
3,332		3,603	-271
3,203		3,367	-164
8,585		8,377	208
8,770		9,165	-395
2,789		3,119	-330
3,213		3,470	-257
226		247	-21
3,017		3,156	-139

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-364
			-16
			-271
			-164
			208
			-395
			-330
			-257
			-21
			-139

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

(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)
32 53 PRINCIPAL PREFERRED SEC-P		2014-02-04	2016-01-28
269 46361 TEMPLETON GLOBAL BOND FUND-AD		2014-05-30	2016-01-28
28 815 TEMPLETON GLOBAL BOND FUND-AD		2015-10-22	2016-01-28
290 79539 TEMPLETON GLOBAL BOND FUND-AD		2011-11-29	2016-01-28
220 134 VANGUARD HIG DIV YIELD IN IV		2014-05-30	2016-01-28
92 536 VANGUARD GROWTH INDEX FD ADM		2012-01-23	2016-01-28
671 16 VICTORY INCORE FND FR INC-I		2014-05-30	2016-01-28
6 474 VICTORY INCORE FND FR INC-I		2015-10-22	2016-01-28
761 311 WFA SHRT TRM HI YLD-INS		2014-05-30	2016-01-28
3698 401 LORD ABBETT INTERM T/F-I		2016-01-28	2016-02-02

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
327		324	3
3,021		3,466	-445
323		337	-14
3,260		3,694	-434
5,523		4,317	1,206
4,663		3,075	1,588
6,644		7,398	-754
64		65	-1
6,037		6,303	-266
40,645		40,534	111

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3
			-445
			-14
			-434
			1,206
			1,588
			-754
			-1
			-266
			111

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

(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)
1539 245 THORNBURG LTD TRM MUNI FD-I		2016-01-28	2016-02-02
83 AMERICAN BEACON S/C VA OP-Y		2016-01-28	2016-05-04
1 MFS INTL VALUE-I		2013-08-26	2016-05-04
9 VANGUARD M/C GROW INDX-ADM		2015-06-30	2016-05-04
23 VANGUARD HIG DIV YIELD IN IV		2012-04-11	2016-05-04
63 VICTORY SYCAMORE EST VAL-I		2014-05-30	2016-05-04
10 VOYA MIDCAP OPPORTUNITIES-I		2014-05-30	2016-05-04
775 776 WFA SHRT TRM HI YLD-INS		2016-05-04	2016-06-23
121 AMERICAN BEACON S/C VA OP-Y		2016-01-28	2016-07-08
44 DFA REAL ESTATE SECS PORT		2016-05-04	2016-07-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
22,565		22,519	46
1,871		1,666	205
36		33	3
385		413	-28
629		429	200
2,005		2,122	-117
233		259	-26
6,245		6,245	
2,830		2,428	402
1,643		1,496	147

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			46
			205
			3
			-28
			200
			-117
			-26
			402
			147

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

(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)
28 07143 FEDERATED TOTAL RETURN BOND FUND-IN		2011-12-04	2016-07-08
30 92857 FEDERATED TOTAL RETURN BOND FUND-IN		2011-12-04	2016-07-08
64 HARTFORD SMALLCAP GROWTH-I		2014-08-06	2016-07-08
12 60705 JOHN HANCOCK II STR INC I		2014-06-04	2016-07-08
8 39295 JOHN HANCOCK II STR INC I		2014-06-04	2016-07-08
48 LORD ABBETT FLOATING RATE-I		2016-05-04	2016-07-08
90 LORD ABBETT SHRT DUR INC-I		2016-06-23	2016-07-08
30 LORD ABBETT HIGH YIELD-I		2011-12-04	2016-07-08
15 MFS EMERGING MKTS DEBT FD I		2011-12-04	2016-07-08
91 MFS INTL VALUE-I		2013-08-26	2016-07-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
313		317	-4
345		349	-4
2,947		3,036	-89
134		141	-7
89		92	-3
433		429	4
392		391	1
219		219	
224		216	8
3,417		3,008	409

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4
			-4
			-89
			-7
			-3
			4
			1
			8
			409

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

(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)
11 75676 OPPENHEIMER INTL GROWTH FD-Y		2013-08-26	2016-07-08
80 24324 OPPENHEIMER INTL GROWTH FD-Y		2013-08-26	2016-07-08
37 PIMCO INCOME FUND-INS		2016-05-04	2016-07-08
30 68571 PRINCIPAL PREFERRED SEC-P		2013-02-09	2016-07-08
34 31429 PRINCIPAL PREFERRED SEC-P		2013-02-09	2016-07-08
13 74802 TEMPLETON GLOBAL BOND FUND-AD		2010-07-11	2016-07-08
5 25198 TEMPLETON GLOBAL BOND FUND-AD		2010-07-11	2016-07-08
35 VANGUARD M/C GROW INDX-ADM		2015-06-30	2016-07-08
111 VANGUARD HIG DIV YIELD IN IV		2012-04-11	2016-07-08
56 VANGUARD GROWTH INDEX FD ADM		2011-01-27	2016-07-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
408		412	-4
2,783		2,813	-30
441		438	3
311		322	-11
348		360	-12
153		176	-23
58		67	-9
1,570		1,605	-35
3,175		2,070	1,105
3,158		1,825	1,333

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4
			-30
			3
			-11
			-12
			-23
			-9
			-35
			1,105
			1,333

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

(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)
63 9771 VICTORY INCORE FND FR INC-I		2013-02-09	2016-07-08
2 0229 VICTORY INCORE FND FR INC-I		2013-02-09	2016-07-08
95 VICTORY SYCAMORE EST VAL-I		2012-01-23	2016-07-08
65 VOYA MIDCAP OPPORTUNITIES-I		2014-05-30	2016-07-08
13 71951 PIMCO HIGH YIELD FUND-INSTL		2011-12-04	2016-07-11
11 28049 PIMCO HIGH YIELD FUND-INSTL		2011-12-04	2016-07-11
19 DFA REAL ESTATE SECS PORT		2015-07-09	2016-07-29
31 HARTFORD SMALLCAP GROWTH-I		2014-08-06	2016-07-29
3 VANGUARD M/C GROW INDX-ADM		2015-06-30	2016-07-29
2 VICTORY SYCAMORE EST VAL-I		2012-01-23	2016-07-29

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
631		715	-84
20		23	-3
3,204		2,505	699
1,590		1,553	37
119		120	-1
98		99	-1
730		599	131
1,477		1,470	7
138		138	
68		53	15

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-84
			-3
			699
			37
			-1
			-1
			131
			7
			15

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

(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)
4 VOYA MIDCAP OPPORTUNITIES-I		2012-04-11	2016-07-29
18 AMERICAN BEACON S/C VA OP-Y		2016-07-29	2016-08-15
7 DFA REAL ESTATE SECS PORT		2015-07-09	2016-08-15
9 FEDERATED TOTAL RETURN BOND FUND-IN		2011-12-04	2016-08-15
9 HARTFORD SMALLCAP GROWTH-I		2014-08-06	2016-08-15
3 JOHN HANCOCK II STR INC I		2013-03-02	2016-08-15
8 LORD ABBETT FLOATING RATE-I		2016-07-29	2016-08-15
14 LORD ABBETT SHRT DUR INC-I		2016-07-29	2016-08-15
5 LORD ABBETT HIGH YIELD-I		2011-12-04	2016-08-15
2 MFS EMERGING MKTS DEBT FD I		2011-12-04	2016-08-15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
100		86	14
442		362	80
263		221	42
100		102	-2
433		427	6
32		34	-2
73		73	
61		61	
37		37	
30		29	1

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			14
			80
			42
			-2
			6
			-2
			1

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

(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)
14 MFS INTL VALUE-I		2013-08-26	2016-08-15
15 OPPENHEIMER INTL GROWTH FD-Y		2013-09-16	2016-08-15
4 PIMCO HIGH YIELD FUND-INSTL		2011-12-22	2016-08-15
6 PIMCO INCOME FUND-INS		2016-07-29	2016-08-15
10 PRINCIPAL PREFERRED SEC-P		2013-03-02	2016-08-15
3 TEMPLETON GLOBAL BOND FUND-AD		2010-08-01	2016-08-15
5 VANGUARD M/C GROW INDX-ADM		2015-06-30	2016-08-15
17 VANGUARD HIG DIV YIELD IN IV		2012-04-11	2016-08-15
9 VANGUARD GROWTH INDEX FD ADM		2011-01-27	2016-08-15
11 VICTORY INCORE FND FR INC-I		2013-02-09	2016-08-15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
555		463	92
559		559	
35		35	
72		72	
103		106	-3
34		39	-5
231		229	2
493		317	176
526		293	233
108		123	-15

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			92
			-3
			-5
			2
			176
			233
			-15

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

(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)
14 VICTORY SYCAMORE EST VAL-I		2012-01-23	2016-08-15
10 VOYA MIDCAP OPPORTUNITIES-I		2012-04-11	2016-08-15
35 AMERICAN BEACON S/C VA OP-Y		2016-01-28	2016-09-06
12 DFA REAL ESTATE SECS PORT		2015-07-09	2016-09-06
18 FEDERATED TOTAL RETURN BOND FUND-IN		2011-12-04	2016-09-06
18 HARTFORD SMALLCAP GROWTH-I		2014-08-06	2016-09-06
6 JOHN HANCOCK II STR INC I		2013-03-02	2016-09-06
14 LORD ABBETT FLOATING RATE-I		2016-07-29	2016-09-06
27 LORD ABBETT SHRT DUR INC-I		2016-07-29	2016-09-06
9 LORD ABBETT HIGH YIELD-I		2011-12-04	2016-09-06

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
485		369	116
249		215	34
866		702	164
452		378	74
201		203	-2
874		854	20
64		68	-4
128		127	1
117		117	
68		66	2

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			116
			34
			164
			74
			-2
			20
			-4
			1
			2

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

(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)
4 MFS EMERGING MKTS DEBT FD I		2011-12-04	2016-09-06
27 MFS INTL VALUE-I		2013-08-26	2016-09-06
28 OPPENHEIMER INTL GROWTH FD-Y		2013-09-16	2016-09-06
8 PIMCO HIGH YIELD FUND-INSTL		2011-12-22	2016-09-06
11 PIMCO INCOME FUND-INS		2016-07-29	2016-09-06
19 PRINCIPAL PREFERRED SEC-P		2013-03-02	2016-09-06
6 TEMPLETON GLOBAL BOND FUND-AD		2010-08-01	2016-09-06
10 VANGUARD M/C GROW INDX-ADM		2015-06-30	2016-09-06
32 VANGUARD HIG DIV YIELD IN IV		2012-04-11	2016-09-06
16 VANGUARD GROWTH INDEX FD ADM		2011-01-27	2016-09-06

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
61		57	4
1,072		892	180
1,056		1,044	12
71		70	1
132		132	
196		201	-5
68		78	-10
462		459	3
931		597	334
931		521	410

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4
			180
			12
			1
			-5
			-10
			3
			334
			410

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

(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)
20 VICTORY INCORE FND FR INC-I		2013-02-09	2016-09-06
27 VICTORY SYCAMORE EST VAL-I		2012-01-23	2016-09-06
19 VOYA MIDCAP OPPORTUNITIES-I		2012-04-11	2016-09-06
330 AMERICAN BEACON S/C VA OP-Y		2016-01-28	2016-10-25
155 HARTFORD SMALLCAP GROWTH-I		2014-08-06	2016-10-25
294 302 JOHN HANCOCK II STR INC I		2014-06-25	2016-10-25
17 441 JOHN HANCOCK II STR INC I		2016-05-04	2016-10-25
4 LORD ABBETT FLOATING RATE-I		2016-07-29	2016-10-25
1 MFS EMERGING MKTS DEBT FD I		2011-12-04	2016-10-25
317 MFS INTL VALUE-I		2015-10-22	2016-10-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
195		224	-29
940		712	228
474		408	66
7,986		6,623	1,363
7,245		7,352	-107
3,143		3,091	52
186		184	2
37		36	1
15		14	1
12,052		11,726	326

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-29
			228
			66
			1,363
			-107
			52
			2
			1
			1
			326

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

(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)
312 OPPENHEIMER INTL GROWTH FD-Y		2015-10-22	2016-10-25
12 014 PIMCO HIGH YIELD FUND-INSTL		2016-05-04	2016-10-25
369 938 PIMCO HIGH YIELD FUND-INSTL		2011-12-04	2016-10-25
24 53 TEMPLETON GLOBAL BOND FUND-AD		2016-05-04	2016-10-25
269 2 TEMPLETON GLOBAL BOND FUND-AD		2011-12-04	2016-10-25
64 VANGUARD HIG DIV YIELD IN IV		2012-04-11	2016-10-25
49 VANGUARD GROWTH INDEX FD ADM		2011-01-27	2016-10-25
162 VICTORY SYCAMORE EST VAL-I		2012-01-23	2016-10-25
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11,129		11,434	-305
107		102	5
3,285		3,231	54
286		271	15
3,142		3,376	-234
1,805		1,194	611
2,797		1,597	1,200
5,506		4,272	1,234
			3,232

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-305
			5
			54
			15
			-234
			611
			1,200
			1,234

TY 2016 Explanation of Non-Filing with Attorney General Statement

Name: JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB

EIN: 80-0456913

Statement: NOT REQUIRED

TY 2016 Investments Corporate Stock Schedule

Name: JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB

EIN: 80-0456913

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COHEN & STEERS INSTL REALTY		
MFS INTERNATIONAL VALUE		
MFS EMERGING MARKETS DEBT		
OPPENHEIMER DEVELOPING		
TEMPLETON GLOBAL FUND		
VOYA MIDCAP OPP		
VANGUARD HIGH DIV YIELD		
BLACKROCK HIGH YIELD		
BROWN CAP MGT MID CAP		
AMG SOUTHERSUN SMALL CAP		
HARTFORD SMALL CAP		
LORD ABBETT INCOME		
OPPENHEIMER INTERNATL GR		
VANGUARD MC GROWTH		
WFA SHORT TERM HI YIELD		
VICTORY FUND FOR INCOME		
FEDERATED TOTAL RETURN BOND		
DFA REAL ESTATE SECS		
INVESCO FLO RT		
JOHN HANCOCK II STR INC		
LORD ABBETT HIGH YIELD		
PIMCO HIGH YIELD		
PRINCIPAL PREFERRED SEC		
VANGUARD GROWTH INDEX		
VICTORY ESTABLISHED VALUE		
TOTAL FIXED INCOME	66,086	65,120
TOTAL EQUITIES	336,364	400,824

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TY 2016 Other Increases Schedule

Name: JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB

EIN: 80-0456913

Description	Amount
ROUNDING/TIMING VARIANCES	152

TY 2016 Taxes Schedule

Name: JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB

EIN: 80-0456913

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	793	0		0
FOREIGN TAXES ON QUALIFIED FOR	186	0		0
FOREIGN TAXES ON NONQUALIFIED	19	0		0