

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

Name of foundation ELEANOR LLOYD DEES FOUNDATION		A Employer identification number 95-4192075	
Number and street (or P O box number if mail is not delivered to street address) 2049 CENTURY PARK EAST NO 200		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90067		B Telephone number (see instructions) (310) 785-6145	
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) \$ 2,913,959	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	10,863	10,863		
	4 Dividends and interest from securities	61,537	61,537		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	95,998			
	b Gross sales price for all assets on line 6a _____ 549,011				
	7 Capital gain net income (from Part IV, line 2)		95,998		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	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	168,398	168,398		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	13,655	8,876		4,779
	c Other professional fees (attach schedule)	27,970	27,970		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,519	2,069		155
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	45,144	38,915		4,934
	25 Contributions, gifts, grants paid	143,000			143,000
	26 Total expenses and disbursements. Add lines 24 and 25	188,144	38,915		147,934
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-19,746			
	b Net investment income (if negative, enter -0-)		129,483		
	c Adjusted net income(if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	216,607	167,852	167,852
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	7,690	6,395	6,395
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,779,315	1,860,749	2,494,294
	c	Investments—corporate bonds (attach schedule)	126,135	75,005	79,433
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	188,347	188,347	165,985
	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)	2,318,094	2,298,348	2,913,959	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	1,546,902	1,546,902	
	29	Retained earnings, accumulated income, endowment, or other funds	771,192	751,446	
	30	Total net assets or fund balances (see instructions)	2,318,094	2,298,348	
31	Total liabilities and net assets/fund balances (see instructions) .	2,318,094	2,298,348		

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	2,318,094
2	Enter amount from Part I, line 27a	2	-19,746
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,298,348
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	2,298,348

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a US TRUST			
b CAPITAL GAINS DIVIDENDS	P		
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 539,356		453,013	86,343
b 9,655			9,655
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			86,343
b			9,655
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	95,998
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	145,692	3,020,567	0 048233
2014	160,031	3,117,726	0 051329
2013	129,038	3,018,299	0 042752
2012	135,578	2,870,497	0 047232
2011	125,674	2,818,487	0 044589

2 Total of line 1, column (d)	2	0 234135
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 046827
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,882,646
5 Multiply line 4 by line 3	5	134,986
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,295
7 Add lines 5 and 6	7	136,281
8 Enter qualifying distributions from Part XII, line 4	8	147,934

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	1,295
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	1,295
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,295
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	7,690
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	7,690
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	6,395
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 6,395 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► CHERYL A STEWART Telephone no ► (310) 785-6145			

Located at **►** 2049 CENTURY PARK EAST SUITE 200 LOS ANGELES CAZIP+4 **►** 90067

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐ c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No If "Yes," attach the statement required by Regulations section 53.4945–5(d)	5b		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No If "Yes" to 6b, file Form 8870	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ALEXANDRA T DEES 2049 CENTURY PARK EAST - STE 200 LOS ANGELES, CA 90067	PRESIDENT 1 00	0	0	0
C ABIGAIL DEES 2049 CENTURY PARK EAST - STE 200 LOS ANGELES, CA 90067	SECRETARY 1 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ▶				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	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	2,701,017
b	Average of monthly cash balances.	1b	225,527
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,926,544
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	2,926,544
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	43,898
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,882,646
6	Minimum investment return. Enter 5% of line 5.	6	144,132

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	144,132
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,295
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,295
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	142,837
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	142,837
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	142,837

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	147,934
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	147,934
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	1,295
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	146,639

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				142,837
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			143,653	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 147,934				
a Applied to 2015, but not more than line 2a			143,653	
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.				4,281
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 instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				138,556
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	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)

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	143,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	10,863	
4 Dividends and interest from securities. . . .			14	61,537	
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	95,998	
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		168,398	0
13 Total. Add line 12, columns (b), (d), and (e).			13		168,398

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | | |
|---|----|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | No |
|---|----|----|

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

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

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

Form **990-PF** (2016)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BLUE MOUNTAIN WILDLIFE 71046 APPALOOSA LANE PENDLETON, OR 97801	NONE	PUBLIC CHARITY	ANIMAL WELFARE - GENERAL OPERATING SUPPORT	2,500
CORNELL UNIVERSITY 377 PINE TREE RD ITHACA, NY 14850	NONE	PUBLIC CHARITY	EDUCATIONAL - GENERAL OPERATING SUPPORT	5,000
DONOR ADVISED FUND FBO CHARLES SCHWAB & CO 211 MAIN STREET SAN FRANCISCO, CA 94105	NONE	PUBLIC CHARITY	SOCIAL - GENERAL OPERATING SUPPORT	20,000
DOWNTOWN DOG RESCUE 10941 GARFIELD PLACE SOUTH GATE, CA 90280	NONE	PUBLIC CHARITY	ANIMAL WELFARE - GENERAL OPERATING SUPPORT	1,500
FRIENDS OF HANNAH RESCUE 123 BIG STATION CAMP BLVD GALLATIN, TN 37066	NONE	PUBLIC CHARITY	EDUCATIONAL - GENERAL OPERATING SUPPORT	3,000
Total 				143,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LIBRARIES OF EASTERN OREGON PO BOX 245 JOSEPH, OR 97846	NONE	PUBLIC CHARITY	EDUCATIONAL - GENERAL OPERATING SUPPORT	5,100
NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET STREET 370 SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	SOCIAL - GENERAL OPERATING SUPPORT	25,000
ROCKY MOUNTAIN ELK FOUNDATION 5705 GRANT CREEK MISSOULA, MT 59808	NONE	PUBLIC CHARITY	ENVIRONMENTAL - GENERAL OPERATING SUPPORT	2,500
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104	NONE	PUBLIC CHARITY	SOCIAL - GENERAL OPERATING SUPPORT	4,000
THE FOUNDATION AS FISCAL AGENT FOR ALPHABET MASTERY 5751 BUCKINGHAM PARKWAY 107 CULVER CITY, CA 90230	NONE	PUBLIC CHARITY	EDUCATIONAL - GENERAL OPERATING SUPPORT	36,400
Total ► 3a				143,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE NATURE CONSERVANCY 201 MISSION STREET 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PUBLIC CHARITY	ENVIRONMENTAL - GENERAL OPERATING SUPPORT	25,000
WALDEN'S PUDDLE PO BOX 641 JOELTON, TN 37080	NONE	PUBLIC CHARITY	ANIMAL WELFARE - GENERAL OPERATING SUPPORT	3,000
WORLD PARROT TRUST PO BOX 935 LAKE ALFRED, FL 33850	NONE	PUBLIC CHARITY	ANIMAL WELFARE - GENERAL OPERATING SUPPORT	10,000
Total ▶ 3a				143,000

TY 2016 Accounting Fees Schedule**Name:** ELEANOR LLOYD DEES FOUNDATION**EIN:** 95-4192075

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	13,655	8,876		4,779

TY 2016 Investments Corporate Bonds Schedule**Name:** ELEANOR LLOYD DEES FOUNDATION**EIN:** 95-4192075

Name of Bond	End of Year Book Value	End of Year Fair Market Value
0 AES CORP.	0	0
75M GENERAL ELECTRIC CAP.CORP.	75,005	79,433

TY 2016 Investments Corporate Stock Schedule

Name: ELEANOR LLOYD DEES FOUNDATION
EIN: 95-4192075

Name of Stock	End of Year Book Value	End of Year Fair Market Value
249 MONSTER BEVERAGE COPR	11,251	11,041
88 TRAVELERS COS INC	5,982	10,773
86 JOHNSON & JOHNSON	6,826	9,908
0 MARKS & SPENCER GROUP PLC	0	0
890 VANGUARD FTSE EMERGING MKT	37,698	31,844
94 LOREAL CO	2,339	3,438
53 MERCADOLIBRE	6,152	8,275
9 PRICELINE COM INC	6,631	13,195
123 CELGENE CORP.	7,377	14,237
114 SENSATA TECH HLDG	4,424	4,440
107 TORCHMARK CORP.	3,546	7,892
1109 UNILEVER	13,815	45,536
0 CIELO	0	0
94 NIELSEN HLDGS	3,764	3,943
0 BED BATH & BEYOND INC	0	0
61 CHECKPOINT SOFTWARE	3,170	5,152
81 CVS HEALTH CORP	6,387	6,392
1181 LLOYDS BANKING GROUP PLC	5,518	3,661
107 PRUDENTIAL	4,773	4,258
0 SKYWORKS SOLUTIONS INC	0	0
116 QUALCOMM INC	7,216	7,563
148 PROCTER & GAMBLE CO.	9,931	12,444
151 VERTEX PHARMACEUTICALS	13,194	11,124
202 ALIBABA GROUP	14,321	17,738
84 EXPRESS SCRIPTS HLDG	5,540	5,778
0 SANOFI	0	0
121 BNP PARIBAS	4,146	3,864
23201.059 DOUBLELINE TOTAL RETURN BD FUND	255,000	246,395
126 SONOVA HLDG	3,021	3,060
127 GIVAUDAN SA	2,719	4,663

Name of Stock	End of Year Book Value	End of Year Fair Market Value
146 SERVICENOW INC	10,888	10,854
1500 MERRILL LYNCH CAP TRUST III	37,505	38,565
605 NESTLE SPON ADR REP	4,732	43,484
100 ADOBE SYS INC	8,060	10,295
115 PNC FINL SVCS GROUP INC	6,720	13,450
187 AMERICAN EXPRESS CO	11,854	13,853
141 PEPSICO INC	9,015	14,753
205 SUNTRUST BKS INC	4,894	11,244
116 FACEBOOK	5,370	13,346
179 MEDTRONIC, PLC	13,590	12,750
0 DNB NOR ASA	0	0
172 PERNOD RICARD	3,595	3,735
0 BAXALTA INC	0	0
0 BAXTER INTL INC	0	0
163 EXXON MOBIL CORP	13,774	14,712
0 FANUC CORP	0	0
195 MICROSOFT CORP.	6,412	12,117
228 COMPASS GROUP	3,762	4,229
205 SAMSONITE INTL SA	3,218	2,928
0 NOVO-NORDISK	0	0
26 COGNIZANT TECHNOLOGY SOLUTIONS	1,267	1,457
132 VISA INC	5,191	10,299
204 TARGET CORP	12,186	14,735
281 NIKE INC	14,374	14,283
19 AMAZON COM INC	6,335	14,248
0 AKZO NOBEL NV	0	0
2112.941 PRUDENTIAL JENNISON	75,000	74,354
198 FRANKLIN RES INC	9,381	7,837
165 BUNZL PLC	2,644	4,300
27 DAIKIN INDS LTD	3,305	4,970

Name of Stock	End of Year Book Value	End of Year Fair Market Value
160 PUBLICIS	2,945	2,766
202 SGS SA	3,761	4,118
288 GLAXOSMITHKLINE PLC	12,368	11,091
212 SPLUNK INC	11,650	10,844
115 BRAMBLES	1,776	2,065
254 DIAMOND OFFSHORE DRILLING INC	7,901	4,496
280 BRISTOL MYERS SQUIBB	15,427	16,363
0 BAYER	0	0
242 WELLS FARGO & CO	7,602	13,337
263 WAL-MART STORES INC	17,215	18,179
220 KONINKLIJKE AHOLD NV	3,279	4,648
286 US BANCORP DEL	8,880	14,692
199 SODEXO	3,197	4,584
306 CDK GLOBAL INC	1,309	18,265
267 ROCHE HLDG LTD	5,983	7,638
329 BARCLAYS	5,045	3,619
283 CISCO SYS INC	5,830	8,552
356 HONDA MTR LTD	10,796	10,392
287 SCHNEIDER ELEC SA	3,742	4,003
293 SANTEN PHARMACEUTICAL CO	3,505	3,592
353 UBS AG	6,435	5,532
262 WHOLEFOODS MKT INC	8,335	8,059
0 FITBIT INC	0	0
459 NORDEA BK	4,609	5,118
10140.858 METRO WEST T/R BD CL I	110,000	106,783
28 ACUITY BRANDS INC	5,895	6,464
328 RELX PLC	3,571	5,894
316 SMC CORP JAPAN	4,066	3,780
0 LINDE AG	0	0
387 BANCO BILBAO VIZCAYA ARGENTARIA	3,178	2,620

Name of Stock	End of Year Book Value	End of Year Fair Market Value
380 MOBILEYE NV	17,390	14,486
0 DEUTSCHE BOERSE	0	0
4000 ABERDEEN ASIA PACIFIC INCOME FD	25,640	18,520
0 ERICSSON	0	0
405 ROYAL DUTCH PETROLEUM	9,485	22,024
161 INTERCONTINENTAL EXCHANGE INC	7,701	9,084
0 TESLA MTRS	0	0
0 SOUTHWESTERN ENERGY CO	0	0
413 EXELON CORP	13,817	14,657
537 EBAY INC	13,193	15,944
376 BEZEQ ISRAEL TELECOM LTD	3,488	3,576
39 ARKEMA	3,086	3,823
37 BIOGEN IDEC INC	8,342	10,492
334 TAIWAN SEMICONDUCTOR MFG	6,102	9,603
0 BANK NOVA SCOTIA HALIFAX	0	0
154 VALEO	3,472	4,435
415 COMPAGNIE FINANCIERE	3,766	2,754
423 JULIUS BAER GROUP LTD	4,372	3,765
5055.403 JOHN HANCOCK FDS III	75,000	108,540
49 AON PLC	3,432	5,465
59 GEA GROUP AG	2,446	2,379
5500 TEMPLETON GLOBAL INCOME FD INC	52,820	35,640
51 HENKEL	5,140	6,092
70 TEVA PHARMACEUTICAL INDS LTD	3,933	2,538
50 TOYOTA MOTOR CORP	4,744	5,860
604 VANGUARD SMALL-CAP GROWTH	61,177	80,417
610 ABBOTT LABORATORIES	7,637	23,430
610 ABBVIE INC	16,515	38,198
610 BECTON DICKINSON & CO.	9,658	100,986
620 CHEVRON TEXACO	16,743	72,974

Name of Stock	End of Year Book Value	End of Year Fair Market Value
60 ASML HLDGS	4,678	6,732
45 TE CONNECTIVITY LTD	2,750	3,118
75 AERCAP HOLDINGS NV	2,981	3,121
87 INTERCEPT PHARMACEUTICALS INC	17,014	9,453
4282.525 COLUMBIA EMERGING MARKETS	43,855	40,384
734 VANGUARD SMALL CAP VALUE ETF	61,260	88,814
0 LINKEDIN	0	0
0 WILLIS GROUP HLDGS PLC	0	0
0 SABMILLER	0	0
68 SAP AG	4,696	5,877
86 ILLUMINA INC	14,361	11,011
68 NOVARTIS A G	4,015	4,953
7716.066 PIMCO HIGH YIELD	75,000	67,979
865 MCDONALDS CORP.	19,401	105,288
131 SUNCOR ENERGY INC	4,516	4,282
58 ENBRIDGE	2,301	2,443
90 ALEXION PHARMACEUTICALS INC	11,966	11,012
920 AUTOMATIC DATA PROCESSING, INC.	9,135	94,558
920 KELLOGG COMPANY	30,776	67,813
0 GRUPO FINANCIERO	0	0
112 DEXCOM INC	9,906	6,686
86 CONTINENTAL AG	4,005	3,333
15 ULTA	3,932	3,824
159 VERIZON	8,232	8,487
166 SALESFORCE	10,687	11,364
167 SCHWAB CHARLES CROP	11,237	16,735
168 AIR LIQUIDE	3,610	3,744
249 STARBUCKS	14,035	13,824
25 WILLIS TOWERS	3,112	3,057
316 ACTIVISION BLIZZARD INC	12,378	11,411

Name of Stock	End of Year Book Value	End of Year Fair Market Value
38 KAO CORP	1,806	1,805
38 NVIDIA	3,559	4,056
38 SHERWIN WILLIAMS CO	10,711	10,212
42 SHIRE PLC	8,277	7,156
111 PPG INDS INC	10,230	10,518
187 BRIDGESTONE CORP	3,165	3,378
193 CONOCOPHILLIPS	8,450	9,677
22 BAIDU INC	3,669	3,617
44 MCKESSON CORP	6,326	6,180
45 NXP SEMICONDUCTORS	3,197	4,410
49 COSTCO	7,257	7,845
68 STATOIL	1,225	1,240
69 PALO ALTO NETWORKS	9,533	8,628
81 HEINEKEN	3,204	3,044
86 TENARIS	2,459	3,071
86 TOTAL SA	3,941	4,383
98 EDWARDS LIFESCIENCES CORP	8,689	9,183

TY 2016 Investments - Other Schedule

Name: ELEANOR LLOYD DEES FOUNDATION

EIN: 95-4192075

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
2215.904 NUVEEN REAL ESTATE SECS	AT COST	50,000	48,905
4177.241 PIMCO COMMODITIES PLUS	AT COST	45,000	26,901
4296.063 BLACKSTONE ALTERNATIVE	AT COST	43,347	43,863
4576.668 BLACKROCK GLOBAL LONG/SHORT CR FUND	AT COST	50,000	46,316

TY 2016 Other Professional Fees Schedule**Name:** ELEANOR LLOYD DEES FOUNDATION**EIN:** 95-4192075

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	27,970	27,970		0

TY 2016 Taxes Schedule**Name:** ELEANOR LLOYD DEES FOUNDATION**EIN:** 95-4192075

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	1,295	0		0
FRANCHISE TAX	10	0		10
FOREIGN TAX	2,069	2,069		0
TAXES & LICENSE	145	0		145