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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2016

Department of the Treasury
Internal Revenue Service

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

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

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

Open to Public Inspection

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

Name of foundation
NESBITT FOUNDATION
Number and street (or P O box number if mail is not delivered to street address) Room/suite
P.O. BOX 803878
City or town, state or province, country, and ZIP or foreign postal code
CHICAGO, IL 60680

A Employer identification number
95-6092682
B Telephone number (see instructions)
312-630-6000

G Check all that apply
Initial return Final return Address change
Initial return of a former public charity Amended return Name change

C If exemption application is pending check here.
D 1 Foreign organizations, check here.
2 Foreign organizations meeting the 85% test, check here and attach computation.

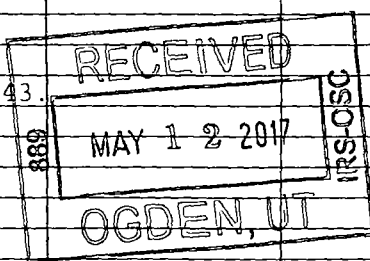
H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

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) **\$ 5,262,600.**
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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	142,325.	141,234.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	82,843.			
b	Gross sales price for all assets on line 6a	2,305,857.			
7	Capital gain net income (from Part IV, line 2)		82,843.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-58.			STMT 2
12	Total Add lines 1 through 11	225,110.	224,077.		
13	Compensation of officers, directors, trustees, etc.	48,250.	43,425.		4,825.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	2,500.	1,250.	NONE	1,250.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	4,768.	2,768.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 5	25.			25.
24	Total operating and administrative expenses. Add lines 13 through 23.	55,543.	47,443.	NONE	6,100.
25	Contributions, gifts, grants paid	600,000.			600,000.
26	Total expenses and disbursements. Add lines 24 and 25	655,543.	47,443.	NONE	606,100.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-430,433.			
b	Net investment income (if negative, enter -0-)		176,634.		
c	Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	89,671.	129,362.	129,362.	
	3 Accounts receivable ▶				
	Less allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶				
	Less allowance for doubtful accounts ▶	NONE			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule) . STMT 6	2,434,539.	2,496,613.	3,031,641.	
	c Investments - corporate bonds (attach schedule) . STMT 7	2,469,968.	1,933,026.	1,971,181.	
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
12 Investments - mortgage loans					
13 Investments - other (attach schedule) STMT 8	118,671.	128,961.	130,416.		
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)	5,112,849.	4,687,962.	5,262,600.		
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)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	5,112,849.	4,687,962.		
	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)	5,112,849.	4,687,962.			
31 Total liabilities and net assets/fund balances (see instructions)	5,112,849.	4,687,962.			

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	5,112,849.
2 Enter amount from Part I, line 27a	2	-430,433.
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	5,546.
4 Add lines 1, 2, and 3	4	4,687,962.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,687,962.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a PUBLICLY TRADED SECURITIES						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 2,305,857.		2,223,014.	82,843.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
a			82,843.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	82,843.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	603,709.	6,177,023.	0.097735
2014	602,197.	6,228,171.	0.096689
2013	781,615.	7,040,761.	0.111013
2012	538,014.	7,044,641.	0.076372
2011	550,321.	7,263,532.	0.075765
2 Total of line 1, column (d)			2 0.457574
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 0.091515
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 5,557,036.
5 Multiply line 4 by line 3.			5 508,552.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,766.
7 Add lines 5 and 6.			7 510,318.
8 Enter qualifying distributions from Part XII, line 4.			8 606,100.

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)

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 1,766. Row 2: Tax under section 511... 2. Row 3: Add lines 1 and 2... 1,766. Row 4: Subtitle A (income) tax... NONE. Row 5: Tax based on investment income... 1,766. Row 6: Credits/Payments... 6a: 3,621. Row 7: Total credits and payments... 3,621. Row 8: Enter any penalty... 8. Row 9: Tax due... 9. Row 10: Overpayment... 1,855. Row 11: Enter the amount of line 10 to be credited to 2017 estimated tax... 1,855. Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (1a-10, Yes, No). Row 1a: During the tax year, did the foundation attempt to influence any national, state, or local legislation... X. Row 1b: Did it spend more than \$100 during the year... X. Row 1c: Did the foundation file Form 1120-POL for this year?... X. Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS?... X. Row 3: Has the foundation made any changes, not previously reported to the IRS... X. Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more during the year?... X. Row 4b: If "Yes," has it filed a tax return on Form 990-T for this year?... X. Row 5: Was there a liquidation, termination, dissolution, or substantial contraction during the year?... X. Row 6: Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either... X. Row 7: Did the foundation have at least \$5,000 in assets at any time during the year?... X. Row 8a: Enter the states to which the foundation reports or with which it is registered... CA IL. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... X. Row 9: Is the foundation claiming status as a private operating foundation... X. Row 10: Did any persons become substantial contributors during the tax year?... X.

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 Yes No X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 13 Yes No X
14 The books are in care of THE NORTHERN TRUST COMPANY Telephone no (312) 630-6000 Located at PO BOX 803878, CHICAGO, IL ZIP+4 60680-3878
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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? 16 Yes No X
See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
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 Yes No X
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 Yes No X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b Yes No X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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 Yes No X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes No X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? 4b Yes No X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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)

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

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

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
NORTHERN TRUST COMPANY CHICAGO, IL	TRUSTEE 40	48,250	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	5,641,661.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,641,661.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,641,661.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	84,625.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,557,036.
6	Minimum investment return. Enter 5% of line 5	6	277,852.

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	277,852.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,766.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,766.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	276,086.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	276,086.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	276,086.

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	606,100.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	606,100.
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	1,766.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	604,334.

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				276,086.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	194,078.			
b From 2012	193,654.			
c From 2013	440,197.			
d From 2014	299,770.			
e From 2015	300,634.			
f Total of lines 3a through e	1,428,333.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>606,100.</u>				
a Applied to 2015, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount.				276,086.
e Remaining amount distributed out of corpus.	330,014.			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))		NONE		NONE
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,758,347.			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		NONE		
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	194,078.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	1,564,269.			
10 Analysis of line 9				
a Excess from 2012	193,654.			
b Excess from 2013	440,197.			
c Excess from 2014	299,770.			
d Excess from 2015	300,634.			
e Excess from 2016	330,014.			

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

NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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.

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
<p>a Paid during the year</p> <p>SEE STATEMENT 12</p>				600,000.
Total ▶ 3a				600,000.
<p>b Approved for future payment</p>				
Total ▶ 3b				

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	142,325.	141,234.
TOTAL	142,325.	141,234.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
-----	-----
DEFERRED INCOME	-58.
TOTALS	----- -58. =====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION	2,500.	1,250.		1,250.
TOTALS	2,500.	1,250.	NONE	1,250.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX	2,000.	
FOREIGN TAXES	2,768.	2,768.
	-----	-----
TOTALS	4,768.	2,768.
	=====	=====

NESBITT FOUNDATION

95-6092682

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
IL ATTORNEY GENERAL FEE	15.	15.
CA FRANCHISE BOARD FEE	10.	10.
TOTALS	----- 25. =====	----- 25. =====

NESBITT FOUNDATION

95-6092682

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
----------------------	-------------------------------	-----------------------

SEE ATTACHED SCHEDULE

2,496,613.

3,031,641.

TOTALS

2,496,613.

3,031,641.

NESBITT FOUNDATION

95-6092682

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
SEE ATTACHED SCHEDULE	1,933,026.	1,971,181.
TOTALS	1,933,026.	1,971,181.
	=====	=====

NESBITT FOUNDATION

95-6092682

FORM 990PF, PART II - OTHER INVESTMENTS

COST/
FMV
C OR F

ENDING
FMV

ENDING
BOOK VALUE

DESCRIPTION

SEE ATTACHED SCHEDULE

128,961. 130,416.

TOTALS

128,961. 130,416.

RECIPIENT NAME:

THE LOS ANGELES OPERA
COMPANY

ADDRESS:

135 NORTH GRAND AVENUE
LOS ANGELES, CA 90012

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

WOODCRAFT RANGERS, INC.

ADDRESS:

2111 PARK GROVE AVENUE
LOS ANGELES, CA 90007

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

ALL PEOPLES CHRISTIAN
CENTER

ADDRESS:

822 EAST 20TH STREET
LOS ANGELES, CA 90011

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 40,000.

=====

RECIPIENT NAME:
FULFILLMENT FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
FRIENDS OF THE
OBSERVATORY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
LOS ANGELES REGIONAL
FOOD BANK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 165,000.

RECIPIENT NAME:
FIND THE CHILDREN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 50,000.

=====

RECIPIENT NAME:
JEWISH BIG BROTHERS
BIG SISTERS FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
UNITED FRIENDS OF THE
CHILDREN
ADDRESS:
1055 WILSHIRE BLVD.
LOS ANGELES, CA 90017
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
SISTERS OF NAZARETH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 70,000.

NESBITT FOUNDATION

95-6092682

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

=====

RECIPIENT NAME:

GUIDE DOGS OF THE DESERT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 70,000.

RECIPIENT NAME:

UNITED STATES VETERANS

INITIATIVE

ADDRESS:

LOS ANGELES, CA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 50,000.

TOTAL GRANTS PAID:

600,000.

=====

Portfolio Statements

31 DEC 16

Account number 0261178

NESBITT FOUNDATION - NFP

Page 1 of 11

◆ Asset Detail - Base Currency

Description / Asset ID Investment / Mar ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	
						Translation	Total
Equity Securities							
Common stock							
Netherlands - USD							
NXP SEMICONDUCTORS N V COM STK CUSIP N6596X109							
184 000	99 01	0 00	18,033 84	15,765 78	2,268 06	0 00	2,268 06
Total USD		0 00	18,033 84	15,765 78	2,268 06	0 00	2,268 06
Total Netherlands							
United Kingdom - USD							
SHIRE PLC ADR CUSIP 82481R106							
135 000	170 38	0 00	23,001 30	25,247 87	-2,246 57	0 00	-2,246 57
Total USD		0 00	23,001 30	25,247 87	-2,246 57	0 00	-2,246 57
Total United Kingdom							
United States - USD							
ABBOTT LAB COM CUSIP 002624100							
ABT							
330 000	38 41	0 00	12,675 30	13,225 44	-550 14	0 00	-550 14
ACTIVISION BLIZZARD INC COM STK CUSIP 00507V109							
473 000	36 11	0 00	17,060 03	10,870 60	6,209 43	0 00	6,209 43
ALLERGAN PLC COM STK CUSIP G0177J108							
AGN							
129 000	210 01	0 00	27,091 29	28,914 36	-1,823 07	0 00	-1,823 07
ALLIANCE DATA SYS CORP COM CUSIP 016581108							
ADS							
91 000	228 50	0 00	20,793 50	19,014 84	1,778 56	0 00	1,778 56

Northern Trust

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Portfolio Statements

31 DEC 16

Account number 0261178

NESBITT FOUNDATION - NFP

Page 2 of 11

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss		Total
						Translation		
Equity Securities								
Common stock								
United States - USD								
ALLSTATE CORP COM CUSIP 020002101								
337 000	74 12	123 75	24,978 44	22,697 93	2,280 51	0 00	0 00	2,280 51
ALPHABET INC CAP STK CL C CAP STK CL C CUSIP 02079K107								
52 000	771 62	0 00	40,134 64	22,388 76	17,745 88	0 00	0 00	17,745 88
ALPHABET INC CL A CAP STK CL A CUSIP 02079K305								
24 000	792 45	0 00	19,018 80	6,972 58	12,046 22	0 00	0 00	12,046 22
GOOGL								
APPLE INC COM STK CUSIP 03783100								
441 000	115 62	0 00	51,076 62	11,760 66	39,315 96	0 00	0 00	39,315 96
AAPL								
BAXTER INTL INC COM CUSIP 071813109								
270 000	44 34	39 00	11,971 80	10,391 57	1,580 23	0 00	0 00	1,580 23
BIOGEN INC COMMON STOCK CUSIP 09062X103								
87 000	263 56	0 00	24,671 46	26,393 89	-1,722 43	0 00	0 00	-1,722 43
C R BARD CUSIP 067383109								
94 000	224 66	0 00	21,118 04	10,883 19	10,234 85	0 00	0 00	10,234 85
CELGENE CORP COM CUSIP 151020104								
196 000	115 75	0 00	22,687 00	20,197 11	2,489 89	0 00	0 00	2,489 89
CELG								
CHEVRON CORP COM CUSIP 166764100								
145 000	117 70	0 00	17,066 50	10,681 07	6,385 43	0 00	0 00	6,385 43
CVX								

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Northern Trust

Portfolio Statements

31 DEC 16

Account number 0261178

NESBITT FOUNDATION - NFP

Page 3 of 11

◆ Asset Detail - Base Currency

Description/Asset ID	Investment Mgr ID	Shares/PA value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities									
Common stock									
United States - USD									
CITIGROUP INC COM NEW COM NEW CUSIP 172967424									
460 000		59 43	0 00	0 00	27,337 80	22,914 77	4,423 03	0 00	4,423 03
COCA COLA CO COM CUSIP 191216100									
496 000		41 46	0 00	0 00	20,564 16	21,792 02	-1,227 86	0 00	-1,227 86
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105									
78 000		160 11	0 00	0 00	12,468 58	4,903 20	7,565 38	0 00	7,565 38
CVS HEALTH CORP COM CUSIP 126650100									
392 000		78 91	0 00	0 00	30,932 72	24,611 56	6,321 16	0 00	6,321 16
DICKS SPORTING GOODS INC OC-COM OC-COM CUSIP 253393102									
446 000		53 10	0 00	0 00	23,682 60	20,975 39	2,707 21	0 00	2,707 21
DUKE ENERGY CORP NEW COM NEW COM NEW CUSIP 26441C204									
114 000		77 62	0 00	0 00	8,848 68	8,195 50	653 18	0 00	653 18
EOG RESOURCES INC COM CUSIP 26875P101									
183 000		101 10	0 00	0 00	18,501 30	14,359 87	4,141 43	0 00	4,141 43
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108									
284 000		68 79	0 00	0 00	19,536 36	16,175 47	3,360 89	0 00	3,360 89
EXXON MOBIL CORP COM CUSIP 30231G102									
379 000		90 26	0 00	0 00	34,208 54	15,131 88	19,076 66	0 00	19,076 66

Northern Trust

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Portfolio Statements

31 DEC 16

Account number 0261178

NESBITT FOUNDATION - NFP

Page 4 of 11

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
FORTIVE CORP COM MON STOCK CUSIP 34959J108								
	107 000	53 63	0 00	5,738 41	1,715 26	4,023 15	0 00	4,023 15
GENERAL ELECTRIC CO CUSIP 369604103								
GE	1,136 000	31 60	272 84	35,897 60	18,675 58	17,222 02	0 00	17,222 02
GILEAD SCIENCES INC CUSIP 375558103								
GILD	231 000	71 61	0 00	16,541 91	16,252 53	289 38	0 00	289 38
GRAINGER W W INC COM CUSIP 384802104								
GWV	48 000	232 25	0 00	11,148 00	10,765 61	382 39	0 00	382 39
HOME DEPOT INC COM CUSIP 437076102								
HD	228 000	134 08	0 00	30,570 24	11,709 81	18,860 43	0 00	18,860 43
INTERCONTINENTAL EXCHANGE INC COM CUSIP 45866F104								
ICE	567 000	56 42	0 00	31,990 14	20,324 49	11,665 65	0 00	11,665 65
JPMORGAN CHASE & CO COM CUSIP 46625H100								
JPM	678 000	86 29	0 00	58,504 62	25,978 52	32,526 10	0 00	32,526 10
KOHL'S CORP COM CUSIP 500255104								
	489 000	49 38	0 00	24,146 82	24,554 15	-407 33	0 00	-407 33
MASCO CORP COM CUSIP 574598106								
	639 000	31 62	0 00	20,205 18	17,286 05	2,919 13	0 00	2,919 13

Northern Trust

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Portfolio Statements

31 DEC 16

Account number 0261178

NESBITT FOUNDATION - NFP

Page 5 of 11

◆ Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID	Shares/PA value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
MC DONALDS CORP COM CUSIP 580135101	149 000	121.72	0.00	18,136.28	13,561.44	4,574.84	0.00	4,574.84
MONDELEZ INTL INC COM CUSIP 609207105								
NIKE INC CL B CUSIP 654106103	562 000	44.33	106.78	24,913.46	19,096.61	5,816.85	0.00	5,816.85
NORFOLK SOUTHN CORP COM CUSIP 655844108								
NSC	528 000	50.83	105.84	26,838.24	19,689.53	7,148.71	0.00	7,148.71
NUCOR CORP COM CUSIP 670346105								
NUCOR CORP COM CUSIP 670346105	147 000	109.07	0.00	15,886.29	10,460.60	5,425.69	0.00	5,425.69
ORACLE CORP COM CUSIP 68889X105								
ORCL	256 000	59.52	96.64	15,237.12	11,603.91	3,633.21	0.00	3,633.21
PFIZER INC COM CUSIP 717081103								
PFIZER INC COM CUSIP 717081103	441 000	38.45	0.00	16,956.45	12,861.61	4,094.84	0.00	4,094.84
PROCTER & GAMBLE COM NPV CUSIP 742718109								
PROCTER & GAMBLE COM NPV CUSIP 742718109	675 000	32.48	0.00	21,924.00	18,308.95	3,615.05	0.00	3,615.05
QUALCOMM INC COM CUSIP 747525103								
OCOM	197 000	84.08	0.00	16,563.76	12,081.34	4,472.42	0.00	4,472.42
OCOM								
	332 000	65.20	0.00	21,646.40	16,986.13	4,660.27	0.00	4,660.27

Northern Trust

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Portfolio Statements

31 DEC 16

Account number 0281178

NESBITT FOUNDATION - NFP

Page 6 of 11

◆ Asset Detail - Base Currency

Description / Asset ID	Shares/PAV value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
RED HAT INC COM CUSIP 756577102								
267 000	65 70		0 00	18,609 90	18,174 72	435 18	0 00	435 18
SALESFORCE COM INC COM STK CUSIP 79466L302								
322 000	68 46		0 00	22,044 12	19,344 81	2,699 31	0 00	2,699 31
SCHLUMBERGER LTD COM COM CUSIP 806857108								
275 000	83 95		153 50	23,086 25	21,366 65	1,719 60	0 00	1,719 60
SCHWAB CHARLES CORP COM NEW CUSIP 808513105								
414 000	39 47		0 00	16,340 58	10 311 01	6,029 57	0 00	6 029 57
STARBUCKS CORP COM CUSIP 855244109								
404 000	55 52		0 00	22,430 08	11,480 27	10,949 81	0 00	10,949 81
TWENTY-FIRST CENTURY FOX INC CL A CUSIP 90130A101								
879 000	28 04		0 00	24,647 16	27,337 47	-2,690 31	0 00	-2,690 31
TWITTER INC COM CUSIP 90184L102								
464 000	16 30		0 00	7,563 20	14,182 07	-6 618 87	0 00	-6 618 87
WALT DISNEY CO CUSIP 254687106								
245 000	104 22		212 94	25,533 90	9,142 24	16,391 66	0 00	16,391 66
WELLS FARGO & CO NEW COM STK CUSIP 949746101								
902 000	55 11		0 00	49,709 22	28,272 49	21 436 73	0 00	21,436 73

Northern Trust

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Portfolio Statements

31 DEC 16

Account number 0261178

NESBITT FOUNDATION - NFP

Page 7 of 11

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate / local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities							
Common stock							
United States - USD							
ZIMMER BIOMET HLDGS INC COM CUSIP 98956P102 ZMH	103 20	51 84	22,291 20	22,574 53	-283 33	0 00	-283 33
Total USD		1,162 93	1,151,564 69	827,560 14	324,004 55	0 00	324,004 55
Total United States		1,162 93	1,151,564 69	827,560 14	324,004 55	0 00	324,004 55
Total Common Stock		1,162 93	1,192,599 83	868,573 79	324,026 04	0 00	324,026 04

Equity funds

Emerging Markets Region - USD

MFB NORTHERN FDS ACTIVE M EMERGING MARKETS EQUITY FUND CUSIP 665162483							
	19,313 720	16 04	309 792 07	258 988 98	50,803 09	0 00	50,803 09
Total USD		0 00	309,792 07	258,988 98	50,803 09	0 00	50,803 09
Total Emerging Markets Region		0 00	309,792 07	258,988 98	50,803 09	0 00	50,803 09

Global Region - USD

MFC FLEXSHARES TR MORNINGSTAR GLOBALUPSTREAM NAT RES IND CUSIP 33939L407							
	13,149 000	28 66	376,850 34	348,091 66	28,758 68	0 00	28,758 68
Total USD		0 00	376,850 34	348,091 66	28,758 68	0 00	28,758 68
Total Global Region		0 00	376,850 34	348,091 66	28,758 68	0 00	28,758 68

International Region - USD

MFB NORTHERN ACTIVE M INTERNATIONAL EQUITY FUND CUSIP 665162558							
	72,701 330	9 22	670,306 26	584,348 24	85,958 02	0 00	85,958 02
Total USD		0 00	670,306 26	584,348 24	85,958 02	0 00	85,958 02

Northern Trust

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Portfolio Statements

Account number 0261178

31 DEC 16

NESBITT FOUNDATION - NFP

Page 8 of 11

◆ Asset Detail - Base Currency

Description/AssetID Investment_Mgr_ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Equity funds								
Total USD			0 00	670,306 26	584,348 24	85,958 02	0 00	85,958 02
Total International Region			0 00	670,306 26	584,348 24	85,958 02	0 00	85,958 02
United States - USD								
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665								
	13,178 260	23 60	0 00	311,006 94	266,197 56	44,809 38	0 00	44,809 38
MFB NORTHERN MULTI MANAGER GLOBAL LISTED INFRASTRUCTURE FUND CUSIP 665162384								
	12,777 330	11 81	0 00	150,900 27	155,780 25	-4,879 98	0 00	-4,879 98
Total USD			0 00	461,907 21	421,977 81	39,929 40	0 00	39,929 40
Total United States			0 00	461,907 21	421,977 81	39,929 40	0 00	39,929 40
Total Equity Funds			0 00	1,818,855 88	1,613,405 69	205,449 19	0 00	205,449 19
Other equity								
United States - USD								
AMERICAN TOWER CORP CUSIP 03027X100								
AMT	191 000	105 68	110 78	20,184 88	14 632 61	5,552 27	0 00	5,552 27
Total USD			110 78	20,184 88	14,632 61	5,552 27	0 00	5,552 27
Total United States			110 78	20,184 88	14,632 61	5,552 27	0 00	5,552 27
Total Other Equity			110 78	20,184 88	14,632 61	5,552 27	0 00	5,552 27
Total Equity Securities			1,273 71	3,031,640 59	2,496,613 09	535,027 50	0 00	535,027 50

Northern Trust

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Portfolio Statements

31 DEC 16

Account number 0261178

NESBITT FOUNDATION - NFP

Page 9 of 11

◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment_Mgr_ID	Shares/PAR value						
Fixed Income Securities							
Corporate/government							
United States - USD							
MFB NORTHERN FUNDS FIXED INCOME FD CUSIP 665162806							
121,910,780	10.10	0.00	1,231,298.88	1,217,806.22	13,492.66	0.00	13,492.66
Issue Date 25 Aug 08							
MFB NORTHERN HI YIELD FXD INC FD CUSIP 665162699							
79,464,340	6.79	0.00	532,772.87	504,995.13	27,777.74	0.00	27,777.74
Issue Date 25 Aug 08							
Total USD		0.00	1,764,071.75	1,722,801.35	41,270.40	0.00	41,270.40
Total United States		0.00	1,764,071.75	1,722,801.35	41,270.40	0.00	41,270.40
Total Corporate/Government		0.00	1,764,071.75	1,722,801.35	41,270.40	0.00	41,270.40
200,375.120							
Other bonds							
United States - USD							
MFC FLEXSHARES TR TR IBOXX 3 YR TARGETDURATION TIPS INDEX CUSIP 339391506							
8,385,000	24.70	0.00	207,109.50	210,224.94	-3,115.44	0.00	-3,115.44
Issue Date 07 Dec 12							
Total USD		0.00	207,109.50	210,224.94	-3,115.44	0.00	-3,115.44
Total United States		0.00	207,109.50	210,224.94	-3,115.44	0.00	-3,115.44
Total Other Bonds		0.00	207,109.50	210,224.94	-3,115.44	0.00	-3,115.44
8,385,000							
Total Fixed Income Securities		0.00	1,971,181.25	1,933,026.29	38,154.96	0.00	38,154.96
208,760.120							

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Portfolio Statements

31 DEC 16

Account number 0261178

NESBITT FOUNDATION - NFP

Page 10 of 11

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr / ID	Shares / PAR value	Exchange rate / local market price	Accrued income / expense	Market Value	Cost	Market	Unrealized gain / loss Translation	Total
Real Estate									
Real estate funds									
Global Region - USD									
MFB NORTHN FDS MULTI-MANAGER GLOBALREAL ESTATE FD CUSIP 665162475									
		12,491.940	10.44	0.00	130,415.85	128,961.30	1,454.55	0.00	1,454.55
Total USD				0.00	130,415.85	128,961.30	1,454.55	0.00	1,454.55
Total Global Region				0.00	130,415.85	128,961.30	1,454.55	0.00	1,454.55
Total Real Estate Funds									
		12,491.940		0.00	130,415.85	128,961.30	1,454.55	0.00	1,454.55
Total Real Estate				0.00	130,415.85	128,961.30	1,454.55	0.00	1,454.55

Cash and Short Term Investments

Short term									
USD - United States dollar									
			1.00	122.36	129,361.72	129,361.72	0.00	0.00	0.00
Total short term - all currencies				122.36	129,361.72	129,361.72	0.00	0.00	0.00
Total short term - all countries				122.36	129,361.72	129,361.72	0.00	0.00	0.00
Total Short Term									
		129,361.720		122.36	129,361.72	129,361.72	0.00	0.00	0.00
Total Cash and Short Term Investments									
		129,361.720		122.36	129,361.72	129,361.72	0.00	0.00	0.00

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Portfolio Statements

31 DEC 16

Account number 0261178

NESBITT FOUNDATION - NFP

Page 11 of 11

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
		499,542.420		1,396.07	5,262,688.41	4,687,962.40	674,837.01	0.00	674,837.01

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*** Informational Only Asset - an asset that is not held in the account but that is included in Northern Trust's reports at the client's request solely as a matter of convenience to the client. Custodial and other responsibilities for this asset rest solely with the client or another custodian. Northern Trust has no custodial or other responsibilities for this asset, and the asset is not an asset of any Northern Trust account for purposes of the applicable account agreement.

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