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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning JUNE 01, 2016, and ending MAY 31, 2017

Name of foundation J&V FLYNN FOUNDATION		A Employer identification number 37-1387143
Number and street (or P O box number if mail is not delivered to street address) C/O WILLIAM R. PILLMAN, 1921 W. ALTORFER DRIVE	Room/suite	B Telephone number (see instructions) 309-713-2812
City or town, state or province, country, and ZIP or foreign postal code PEORIA, IL 61615		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 12052927	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

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 <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1004	1004	1004	
	4 Dividends and interest from securities	226111	226111	226111	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	66855			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		66855		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	293970	293970	227115		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	18905	0	0	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3014	74	0	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	51	0	0	
	24 Total operating and administrative expenses. Add lines 13 through 23	21970	74	0	
	25 Contributions, gifts, grants paid	545000			
26 Total expenses and disbursements. Add lines 24 and 25	566970	0	0		
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(273000)				
b Net investment income (if negative, enter -0-)		293970			
c Adjusted net income (if negative, enter -0-)			227115		

For Paperwork Reduction Act Notice, see instructions.

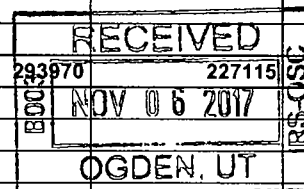
Cat No 11289X

Form 990-PF (2016)

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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	2230424	2261635	2261635
	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	20318	17378	17378
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	7677158	7375887	9773914
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	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)	9927900	9654900	12052927
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)			
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 type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	9927900	9654900	
	30 Total net assets or fund balances (see instructions)	9927900	9654900	
	31 Total liabilities and net assets/fund balances (see instructions)	9927900	9654900	

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	9927900
2 Enter amount from Part I, line 27a	2	(273000)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	9654900
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	9654900

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	LONG TERM GAINS & LOSSES - SCHEDULE ATTACHED	P		
b	SHORT TERM GAINS & LOSSES - SCHEDULE ATTACHED	P		
c	CAPITAL GAIN DISTRIBUTION			
d	FRACTIONAL SHARES	P		
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			168600
b			(103562)
c			1791
d			26
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			168600
b			(103562)
c			1791
d			26
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	66855
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.

(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	532658	11397453	.046735
2014	480000	11958033	.040140
2013	480000	11541999	.041587
2012	478412	10441132	.045820
2011	482572	9999138	.048261

2	Total of line 1, column (d)	2	.222543
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	.044509
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	11421486
5	Multiply line 4 by line 3	5	508359
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2940
7	Add lines 5 and 6	7	511299
8	Enter qualifying distributions from Part XII, line 4 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.	8	545000

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2940
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	
3	Add lines 1 and 2	3	2940
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2940
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	20318
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	20318
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	17378
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax 17378 Refunded	11	

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?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
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>		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
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>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
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>		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<input checked="" type="checkbox"/>

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	✓
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	✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	✓
14 The books are in care of ► WILLIAM R. PILLMAN, C.P.A. Telephone no. ► 309-713-2812 Located at ► 1921 W. ALTORFER DRIVE, PEORIA, IL ZIP+4 ► 61615		
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		<input type="checkbox"/>
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	✓
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	✓
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?				5b
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>		<input checked="" type="checkbox"/>
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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				6b
If "Yes" to 6b, file Form 8870.				<input checked="" type="checkbox"/>
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				7b
				<input checked="" type="checkbox"/>

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
WILLIAM R. PILLMAN PEORIA, IL	1 HR PRESIDENT	0	0	0
SALLY A. PILLMAN PEORIA, IL	1 HR TRUSTEE	0	0	0
WILLIAM CAMPBELL PEORIA, IL	1 HR TRUSTEE	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	(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
N/A				

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

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

Part IX-A Summary of Direct Charitable Activities

Part IX-B Summary of Program-Related Investments (see instructions)Form **990-PF** (2016)

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	9330539
b	Average of monthly cash balances	1b	2246030
c	Fair market value of all other assets (see instructions)	1c	18848
d	Total (add lines 1a, b, and c)	1d	11595417
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	
3	Subtract line 2 from line 1d	3	11595417
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	173931
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11421486
6	Minimum investment return. Enter 5% of line 5	6	571074

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	571074
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2940
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2940
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	568134
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	568134
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	568134

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	545000
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	
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	545000
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	2940
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	542060

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				568134
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			472433	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	0			
b From 2012	0			
c From 2013	0			
d From 2014	0			
e From 2015	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 545000				
a Applied to 2015, but not more than line 2a			472433	
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				72567
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				495567
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	0			
b Excess from 2013	0			
c Excess from 2014	0			
d Excess from 2015	0			
e Excess from 2016	0			

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 foundation 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	
227115	264216	293674	314424	1099429
193048	224584	249623	267260	934515
545000	540000	480000	480000	2045000
0	0	0	0	0
545000	540000	480000	480000	2045000

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 $\frac{2}{3}$ 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:

WILLIAM R. PILLMAN
1921 W. ALTORFER DRIVE, PEORIA, IL 61615 309-713-2812

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

NO PRESCRIBED FORM

- c** Any submission deadlines

NONE

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

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE ATTACHED				545000
Total			▶ 3a	545000
b <i>Approved for future payment</i> N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

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					1004
4	Dividends and interest from securities					226111
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					
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)					227115
13	Total. Add line 12, columns (b), (d), and (e)					227115

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

<p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p>		Yes	No
	1a(1)		✓
	1a(2)		✓
	1b(1)		✓
	1b(2)		✓
	1b(3)		✓
	1b(4)		✓
	1b(5)		✓
	1b(6)		✓
	1c		✓

[illegible]

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

b If “Yes,” complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee William Remy Pullman Date 11-1-17 Title President

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

**Paid
Preparer
Use Only**

Print/Type preparer's name WILLIAM R. PILLMAN	Preparer's signature <i>William R. Pillman CPA</i>	Date 11-1-17	Check <input checked="checked" type="checkbox"/> if self-employed	PTIN P00758693
Firm's name ▶ WILLIAM R. PILLMAN, C.P.A.			Firm's EIN ▶ 37-1312111	
Firm's address ▶ 1921 W. ALTORFER DRIVE, PEORIA, IL 61615			Phone no ▶ 309-713-2812	

37-1387143

J&V FLYNN FOUNDATION

FOR THE YEAR ENDED MAY 31, 2017

FORM 990 PF - PAGE 11 PART XV
LINE 3- GRANTS AND CONTRIBUTIONS

NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
ILLINOIS WESLEYAN UNIVERSITY P.O. BOX 2900 BLOOMINGTON, IL 61702	NONE	NA	EDUCATIONAL	\$ 40000.
BRADLEY UNIVERSITY 1501 W. BRADLEY PEORIA, IL 61606-1048	NONE	NA	EDUCATIONAL	10000.
EUREKA COLLEGE 300 E. COLLEGE EUREKA, IL 61530	NONE	NA	EDUCATIONAL	40000.
RED CLOUD INDIAN SCHOOL ATTN: FATHER PETER J. KLINK SJ 100 MISSION DRIVE PINE RIDGE, SD 57770-2100	NONE	NA	CHARITABLE	10000.
MONMOUTH COLLEGE ATTN: DEVELOPMENT OFFICE 700 E. BROADWAY MONMOUTH, IL 61462	NONE	NA	EDUCATIONAL	40000.

37-1387143
J&V FLYNN FOUNDATION
FOR THE YEAR ENDED MAY 31, 2017

FORM 990 PF – PAGE 11 PART XV
LINE 3- GRANTS AND CONTRIBUTIONS

NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
PEORIA HEIGHTS CONGREGATIONAL CHURCH 4906 N. PROSPECT ROAD PEORIA HEIGHTS, IL 61616	NONE	NA	CHARITABLE	10000.
THE BOYS & GIRLS CLUB OF GREATER PEORIA 806 E. KANSAS PEORIA, IL 61603	NONE	NA	EDUCATIONAL	100000.
CUMBERLAND COLLEGE 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769-1372	NONE	NA	EDUCATIONAL	10000.
CHILDREN'S HOSPITAL OF ILLINOIS 530 N.E. GLEN OAK AVENUE PEORIA, IL 61603	NONE	NA	CHARITABLE	35000.
NORTHMINSTER PRESBYTERIAN CHURCH LEARNING CENTER 10720 N. KNOXVILLE AVE PEORIA, IL 61615	NONE	NA	EDUCATIONAL	20000.

37-1387143
J&V FLYNN FOUNDATION
FOR THE YEAR ENDED MAY 31, 2017

FORM 990 PF -- PAGE 11 PART XV
LINE 3- GRANTS AND CONTRIBUTIONS

NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
POWER OF PLAY 2520 N. PROSPECT ROAD PEORIA, IL 61603	NONE	NA	EDUCATIONAL	25000.
PEORIA RIVERFRONT MUSEUM 222 S.W. WASHINGTON STREET PEORIA, IL 61602	NONE	NA	EDUCATIONAL	100000.
THE CATHOLIC DIOCESE OF PEORIA 512 E. KANSAS PEORIA, IL 61603	NONE	NA	CHARITABLE	40000.
CHRIST LUTHERAN CHURCH 2020 W. MALONE PEORIA, IL 61603	NONE	NA	EDUCATIONAL	35000.
PEORIA PUBLIC SCHOOLS FOUNDATION 5901 N. PROSPECT SUITE 14E PEORIA, IL 61614	NONE	PC	EDUCATIONAL	25000.

37-1387143

J&V FLYNN FOUNDATION
FOR THE YEAR ENDED MAY 31, 2017

FORM 990 PF – PAGE 11 PART XV
LINE 3- GRANTS AND CONTRIBUTIONS

<u>NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>FOUNDATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
FRIENDS OF WILDLIFE PRAIRIE PARK 3826 N. TAYLOR ROAD HANNA CITY, IL 61536	NONE	NA	EDUCATIONAL	4000.
BEST BUDDIES INTERNATIONAL DBA BEST BUDDIES ILLINOIS 7800 N. SOMMER STREET STE. 412 PEORIA, IL 61615	NONE	NA	CHARITABLE	1000.
TOTAL:				\$ <u>545000.</u>

J&V FLYNN FOUNDATION						
RAYMOND JAMES ACCOUNT NUMBER 28978542						
SHORT TERM TRADES FOR THE PERIOD OF 06-01-2016 THROUGH 05-31-2017						
DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ LOSS	
CALL GATX CORPORATION	12/22/15	06/07/16	2,201.06	4,567.51	(2,366.45)	
CALL MCDONALDS CORPORATION	02/25/16	06/20/16	1,722.53	0.00	1,722.53	
CALL ALPHABET INC CAP STK	03/22/16	06/20/16	1,709.19	0.00	1,709.19	
CALL ANALOG DEVICES INC	03/22/16	06/20/16	2,750.36	0.00	2,750.36	
CALL BIOGEN INCORPORATED	03/22/16	06/20/16	1,541.70	0.00	1,541.70	
CALL CHEVRON CORPORATION	03/22/16	06/20/16	676.54	0.00	676.54	
CALL JPMORGAN CHASE & COMPANY	03/22/16	06/20/16	366.79	0.00	366.79	
CALL PALO ALTO NETWORKS	03/22/16	06/20/16	1,203.72	0.00	1,203.72	
CALL JPMORGAN CHASE & COMPANY	03/22/16	07/14/16	548.73	120.95	427.78	
CALL COLGATE PALMOLIVE CO	04/18/16	07/14/16	1,582.71	2,600.95	(1,018.24)	
CALL CANADIAN NATL RY COMPANY	03/22/16	07/18/16	2,331.02	0.00	2,331.02	
CALL CELGENE CORPORATION	03/22/16	07/18/16	1,105.22	0.00	1,105.22	
CALL MICRON TECHNOLOGY INC	03/22/16	07/18/16	686.12	0.00	686.12	
CALL MCDONALDS CORPORATION	02/25/16	09/19/16	3,147.59	0.00	3,147.59	
CALL ANALOG DEVICES INC	03/22/16	09/19/16	3,626.69	0.00	3,626.69	
CALL ALPHABET INC CAP STK	07/19/16	10/21/16	3,238.50	4,170.84	(932.34)	
CALL BIOGEN INCORPORATED	07/19/16	10/21/16	1,093.22	632.95	460.27	
CALL CANADIAN NATL RY COMPANY	07/19/16	10/21/16	1,966.82	849.91	1,116.91	
CALL HALLIBURTON COMPANY	07/19/16	10/21/16	2,051.17	80.95	1,970.22	
CALL JOHNSON & JOHNSON	07/19/16	10/21/16	369.04	0.00	369.04	
CALL BUNGE LIMITED	07/19/16	10/24/16	3,761.73	0.00	3,761.73	
CALL CELGENE CORPORATION	07/19/16	10/24/16	1,241.37	0.00	1,241.37	
CALL DISNEY WALT COMPANY	04/18/16	10/24/16	1,828.95	0.00	1,828.95	
CALL MICROSOFT CORPORATION	07/19/16	10/24/16	3,819.43	14,243.32	(10,423.89)	
CALL ZIONS BANCORPORATION	07/19/16	10/24/16	499.43	4,766.09	(4,266.66)	
APPLE INCORPORATED	04/27/16	11/02/16	53,264.29	48,625.45	4,638.84	
CALL ANDARKO PETE CORP	03/22/16	11/10/16	2,665.25	3,240.38	(575.13)	
ALL JPMORGAN CHASE & COMPANY	07/19/16	11/10/16	2,189.34	16,217.55	(14,028.21)	
CALL MICROSOFT CORPORATION	07/19/16	11/10/16	2,407.71	3,928.70	(1,520.99)	
CALL PACCAR INCORPORATED	07/19/16	11/10/16	6,378.44	10,132.15	(3,753.71)	
CALL PNC FINL SVCS GROUP	07/19/16	11/10/16	1,716.66	21,654.14	(19,937.48)	

J&V FLYNN FOUNDATION

RAYMOND JAMES ACCOUNT NUMBER 28978542

SHORT TERM TRADES FOR THE PERIOD OF 06-01-2016 THROUGH 05-31-2017

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ LOSS
CALL ABBVIE INCORPORATED	07/19/16	11/21/16	1,924.64	0.00	1,924.64
CALL BAXTER INTERNATIONAL	07/19/16	11/21/16	498.60	0.00	498.60
CALL CHUBB LIMITED	07/19/16	11/21/16	992.02	0.00	992.02
CALL COLGATE PALMOLIVE CO	07/19/16	11/21/16	1,695.86	0.00	1,695.86
CALL GENERAL ELECTRIC COMPANY	07/19/16	11/21/16	1,593.60	0.00	1,593.60
CALL VERIZON COMMUNICATIONS	07/19/16	11/21/16	1,755.07	0.00	1,755.07
CALL ANALOG DEVICES INC	07/19/16	11/23/16	3,363.21	21,411.55	(18,048.34)
CALL GATX CORPORATION	07/19/16	12/07/16	1,178.49	9,510.55	(8,332.06)
CALL MCDONALDS CORPORATION	07/19/16	12/19/16	2,782.09	0.00	2,782.09
CALL PALO ALTO NETWORKS	07/19/16	12/19/16	1,734.86	0.00	1,734.86
CALL MICROSOFT CORPORATION	10/21/16	01/19/17	2,172.88	878.15	1,294.73
CALL ALPHABET INC CAP STK	12/07/16	02/16/17	3,069.00	3,512.32	(443.32)
CALL ANALOG DEVICES INC	12/07/16	02/16/17	6,300.23	16,233.60	(9,933.37)
CALL ANALOG DEVICES INC	12/07/16	02/16/17	4,100.38	10,760.71	(6,660.33)
CALL BANK AMER CORPORATION	12/07/16	02/16/17	1,896.55	1,776.20	120.35
CALL BANK AMER CORPORATION	12/07/16	02/16/17	2,560.25	3,486.50	(926.25)
CALL JPMORGAN CHASE & COMPANY	12/07/16	02/16/17	1,602.41	2,667.05	(1,064.64)
CALL JPMORGAN CHASE & COMPANY	12/07/16	02/16/17	2,154.00	3,558.60	(1,404.60)
CALL PNC FINL SVCS GROUP	12/07/16	02/16/17	1,574.74	8,273.44	(6,698.70)
CALL ANADARKO PETE CORP	12/07/16	02/21/17	829.18	0.00	829.18
CALL HALLIBURTON COMPANY	12/07/16	02/21/17	548.73	0.00	548.73
CALL FLOWERS FOODS INC	12/07/16	02/24/17	3,376.94	9,711.04	(6,334.10)
CALL GATX CORPORATION	12/07/16	03/20/17	2,270.04	0.00	2,270.04
CALL MCDONALDS CORPORATION	12/07/16	03/20/17	757.11	0.00	757.11
CALL BIOGEN INCORPORATED	12/07/16	04/24/17	1,660.13	0.00	1,660.13
CALL CANADIAN NATL RY COMPANY	12/07/16	04/24/17	1,637.60	0.00	1,637.60
CALL CELGENE CORPORATION	02/16/17	04/24/17	504.74	0.00	504.74
CALL HALLIBURTON COMPANY	12/07/16	04/24/17	1,306.91	0.00	1,306.91
CALL JPMORGAN CHASE & COMPANY	02/16/17	04/24/17	821.60	0.00	821.60
CALL MICROSOFT CORPORATION	02/16/17	04/24/17	882.48	0.00	882.48
CALL WELLS FARGO & CO	12/07/16	04/24/17	1,149.32	0.00	1,149.32

J&V FLYNN FOUNDATION

RAYMOND JAMES ACCOUNT NUMBER 28978542

SHORT TERM TRADES FOR THE PERIOD OF 06-01-2016 THROUGH 05-31-2017

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ LOSS
CALL WELLS FARGO & CO	02/16/17	04/24/17	823.49	0.00	823.49
CALL BUNGE LIMITED	12/07/16	04/24/17	4,795.02	0.00	4,795.02
CALL MICROSOFT CORPORATION	02/16/17	05/12/17	2,055.05	2,390.16	(335.11)
CALL BANK AMER CORPORATION	02/16/17	05/22/17	2,172.34	0.00	2,172.34
CALL JPMORGAN CHASE & COMPANY	02/16/17	05/22/17	1,297.06	0.00	1,297.06
CALL PNC FINL SVCS GROUP	02/16/17	05/22/17	948.56	0.00	948.56
CALL PACCAR INCORPORATED	12/07/16	05/22/17	4,784.39	0.00	4,784.39
CALL PACCAR INCORPORATED	12/07/16	05/22/17	2,975.53	0.00	2,975.53
CALL CHUBB LIMITED	02/16/17	05/22/17	580.39	0.00	580.39
				(37,184.90)	(37,184.90)

J&V FLYNN FOUNDATION						
CHAPIN DAVIS ACCOUNT #2898-5641						
SHORT TERM TRADES FOR THE PERIOD OF 06-01-2016 THROUGH 05-31-2017						
	DATE	DATE	SALES	COST	SHORT	
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	TERM	
CALL JP MORGAN CHASE	01/22/16	06/17/16	2,826.87	0.00	2,826.87	
CALL AIR PRODS CHEMICAL	01/22/16	06/17/16	336.35	0.00	336.35	
CALL CAPITAL ONE FNCL	03/22/16	06/17/16	1,203.07	0.00	1,203.07	
CALL DANAHAR CORP	03/22/16	06/17/16	907.09	0.00	907.09	
CALL WHIRLPOOL CORP	01/21/16	06/09/16	839.96	4,443.47	(3,603.51)	
CALL ALPHABET INC CL A	05/24/16	06/17/16	474.11	0.00	474.11	
CALL CATERPILLAR INC	05/24/16	07/15/16	2,765.36	12,814.18	(10,048.82)	
CALL BORG WARNER AUTOMOT	01/22/16	07/15/16	215.82	0.00	215.82	
CALL MERCK & CO INC	01/22/16	07/06/16	631.31	1,944.12	(1,312.81)	
CALL QUALCOMM	01/22/16	07/15/16	522.33	0.00	522.33	
CALL PROCTOR & GAMBLE	01/22/16	07/07/16	4,643.08	7,970.64	(3,327.56)	
CALL PRAXAIR INC	01/22/16	07/12/16	427.17	1,167.76	(740.59)	
CALL AIR PRODS CHEMICAL	06/22/16	08/17/16	884.36	2,024.08	(1,139.72)	
CALL HOME DEPOT INC	05/09/16	08/19/16	1,762.44	0.00	1,762.44	
CALL EMERSON ELECTRIC CO	03/08/16	08/09/16	2,368.62	2,525.36	(156.74)	
CALL QUALCOMM	07/19/16	08/26/16	476.93	3,571.79	(3,094.86)	
CALL ALPHABET INC CL A	06/22/16	08/19/16	1,214.06	4,732.37	(3,518.31)	
CALL JOHNSON & JOHNSON	04/14/16	08/16/16	2,443.29	5,836.87	(3,393.58)	
CALL RELIANCE STEEL	03/08/16	08/09/16	1,308.60	3,086.06	(1,777.46)	
CALL JP MORGAN CHASE	06/23/16	09/16/16	1,360.12	0.00	1,360.12	
CALL CAPITAL ONE FNCL	06/23/16	09/16/16	622.22	0.00	622.22	
CALL DEERE & CO	03/22/16	09/16/16	7,963.07	0.00	7,963.07	
CALL DHR1-DHR+50FTV	06/23/16	09/08/16	1,005.75	1,599.63	(593.88)	
CALL BORG WARNER AUTOMOT	07/19/16	10/21/16	190.82	0.00	190.82	
CALL BAKER HUGHES INC	05/03/16	10/21/16	1,400.39	0.00	1,400.39	
CALL INTEL CORP	04/18/16	10/17/16	961.54	4,787.95	(3,826.41)	
CALL DISNEY WALT COMPANY	04/18/16	10/21/16	867.62	0.00	867.62	
CALL JP MORGAN CHASE	09/21/16	11/30/16	1,258.08	14,258.00	(12,999.92)	
CALL JP MORGAN CHASE	09/21/16	11/30/16	2,965.48	33,632.11	(30,666.63)	
CALL CAPITAL ONE FNCL	09/21/16	11/30/16	694.82	7,357.69	(6,662.87)	
CALL CIGNA CORPORATION	01/05/16	11/02/16	13,281.26	550.36	12,730.90	

J&V FLYNN FOUNDATION

CHAPIN DAVIS ACCOUNT #2898-5641

SHORT TERM TRADES FOR THE PERIOD OF 06-01-2016 THROUGH 05-31-2017

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	SHORT TERM
CALL HOME DEPOT INC	08/24/16	11/18/16	864.61	0.00	864.61
CALL PPG INDUSTRIES	05/05/16	11/18/16	5,952.86	0.00	5,952.86
CALL VISA	09/02/16	12/16/16	449.84	0.00	449.84
CALL WHIRLPOOL CORP	06/06/16	12/16/16	2,666.21	0.00	2,666.21
CALL ELI LILLY & CO	01/05/16	01/20/17	3,458.81	0.00	3,458.81
CALL ALPHABET INC CL A	08/19/16	01/20/17	4,726.05	0.00	4,726.05
CALL FASTENAL COMPANY	05/09/16	01/20/17	1,234.61	1,770.73	(536.12)
CALL SCHLUMBERGER LTD	09/02/16	01/20/17	740.22	0.00	740.22
CALL PRAXAIR INC	07/12/16	01/20/17	1,959.77	0.00	1,959.77
CALL UNION PACIFIC	05/09/16	01/20/17	3,942.44	18,251.92	(14,309.48)
CALL APPLE INC	10/04/16	01/20/17	2,751.53	0.00	2,751.53
CALL CHEVRON CORP	11/06/15	01/20/17	8,036.60	34,380.45	(26,343.85)
CALL BAKER HUGHES INC	10/31/16	01/20/17	1,252.34	2,015.11	(762.77)
CALL DANAHER CORP	09/08/16	01/20/17	676.66	64.41	612.25
CALL DISCOVER FINL SERVI	09/02/16	01/20/17	815.28	3,868.22	(3,052.94)
CALL DISNEY WALT COMPANY	11/10/16	01/20/17	907.04	7,700.97	(6,793.93)
CALL EATON CORP PLC	02/29/16	01/20/17	5,754.79	12,931.01	(7,176.22)
CALL JOHNSON & JOHNSON	08/17/16	01/20/17	1,999.21	0.00	1,999.21
CALL MERCK & CO INC	07/06/16	01/20/17	1,154.04	1,444.75	(290.71)
CALL MERCK & CO INC	07/06/16	01/20/17	1,154.03	1,440.74	(286.71)
CALL PROCTOR & GAMBLE	07/07/16	01/20/17	8,111.88	7,250.92	860.96
CALL WELLS FARGO & CO	07/06/15	01/20/17	27,354.03	0.00	27,354.03
CALL EXXON MOBILE CORP	09/02/16	01/20/17	2,144.21	0.00	2,144.21
CALL WHIRLPOOL CORP	06/09/16	01/20/17	4,528.79	0.00	4,528.79
CALL ALPHABET INC CL A	01/04/16	01/20/17	17,781.86	1,902.01	15,879.85
CALL OCCIDENTAL PETE COR	09/02/16	01/20/17	1,104.35	0.00	1,104.35
CALL TESORO CORPORATION	12/67/15	01/20/17	12,786.10	0.00	12,786.10
CALL APD1-ADP	VARIOUS	01/23/17	3,409.24	0.00	3,409.24
CALL AMAZON.COM INC	01/09/17	01/27/17	1,577.72	0.00	1,577.72
CALL ALPHABET INC CL A	01/26/17	01/27/17	1,820.67	0.00	1,820.67
CALL ALPHABET INC CL A	01/26/17	01/27/17	1,183.36	0.00	1,183.36

J&V FLYNN FOUNDATION						
CHAPIN DAVIS ACCOUNT #2898-5641						
SHORT TERM TRADES FOR THE PERIOD OF 06-01-2016 THROUGH 05-31-2017						
	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	SHORT TERM	
DESCRIPTION						
CALL AMAZON.COM INC	02/02/17	02/03/17	1,494.86	0.00	1,494.86	
CALL AMAZON.COM INC	02/13/17	02/24/17	808.16	0.00	808.16	
CALL AMAZON.COM INC	02/27/17	03/17/17	215.47	0.00	215.47	
CALL AMAZON.COM INC	02/27/17	03/17/17	221.36	0.00	221.36	
CALL AMAZON.COM INC	02/27/17	03/17/17	221.36	0.00	221.36	
CALL VISA	12/20/16	03/17/17	359.04	2,732.84	(2,373.80)	
CALL WHIRLPOOL CORP	12/20/16	03/17/17	1,673.53	0.00	1,673.53	
CALL WHIRLPOOL CORP	12/20/16	03/17/17	418.42	0.00	418.42	
CALL QUALCOMM	08/29/16	03/17/17	4,021.65	0.00	4,021.65	
CALL FORTIVE CORP	09/08/16	03/17/17	359.04	0.00	359.04	
CALL RELIANCE STEEL	08/09/16	03/06/17	2,913.87	4,549.47	(1,635.60)	
CALL INTEL CORP	10/17/16	04/21/17	3,410.62	0.00	3,410.62	
CALL BORG WARNER AUTOMOT	11/10/16	04/21/17	404.44	0.00	404.44	
CALL APPLE INC	01/24/17	04/11/17	2,550.91	39,124.30	(36,573.39)	
CALL ALPHABET INC CL A	02/13/17	04/21/17	2,127.45	0.00	2,127.45	
CALL EXXON MOBILE CORP	01/25/17	04/21/17	682.61	0.00	682.61	
CALL AMAZON.COM INC	03/20/17	04/07/17	526.98	4,299.68	(3,772.70)	
CALL ALPHABET INC CL A	04/24/17	04/28/17	2,305.05	14,646.16	(12,341.11)	
CALL HOME DEPOT INC	11/22/16	05/18/17	1,160.59	8,143.96	(6,983.37)	
CALL FASTENAL COMPANY	01/26/17	05/19/17	1,634.16	0.00	1,634.16	
CALL TESORO CORPORATION	01/26/17	05/19/17	322.54	0.00	322.54	
CALL TESORO CORPORATION	01/26/17	05/19/17	36.29	0.00	36.29	
CALL PRAXAIR INC	01/26/17	05/25/17	1,264.19	3,893.47	(2,629.28)	
CALL PPG INDUSTRIES	11/22/16	05/04/17	2,041.63	5,237.42	(3,195.79)	
CALL AMAZON.COM INC	04/07/17	05/18/17	4,263.99	5,344.67	(1,080.68)	
CALL OCCIDENTAL PETE COR	01/26/17	05/19/17	358.83	0.00	358.83	
					(66,377.47)	

J&V FLYNN FOUNDATION

RAYMOND JAMES ACCOUNT NUMBER 28978542

LONG TERM TRADES FOR THE PERIOD OF 06-01-2016 THROUGH 05-31-2017

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ LOSS
MICRON TECHNOLOGY INCORPORATED	08/25/14	07/19/16	19,545.72	50,566.82	(31,021.10)
APPLE INCORPORATED	10/31/16	11/02/16	53,264.29	56,524.62	(3,260.33)
CHEVRON CORPORATED	08/25/16	12/16/16	57,298.47	64,435.36	(7,136.89)
CHEVRON CORPORATED	07/08/16	12/16/16	57,298.46	47,181.39	10,117.07
DISNEY WALT COMPANY	10/13/15	04/21/17	55,036.21	54,077.05	959.16
DISNEY WALT COMPANY	01/05/16	04/21/17	55,036.21	51,152.90	3,883.31
BAXTER INTERNATIONAL INCORPORATED	10/07/13	05/12/17	15,552.85	10,733.69	4,819.16
BAXTER INTERNATIONAL INCORPORATED	10/07/13	05/19/17	31,217.93	21,467.39	9,750.54
COLGATE PALMOLIVE COMPANY	08/23/12	05/19/17	72,384.30	52,412.00	19,972.30
					8,083.22

J&V FLYNN FOUNDATION						
CHAPIN DAVIS ACCOUNT #2898-5641						
LONG TERM TRADES FOR THE PERIOD OF 06-01-2016 THROUGH 05-31-2017						
	DATE	DATE	SALES	COST	GAIN/	
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	LOSS	
CISCO SYSTEMS INC	05/18/12	07/01/16	18,836.67	11,540.76	7,295.91	
MEDTRONIC PLC	01/27/15	07/05/16	40,443.72	38,475.93	1,967.79	
E M C CORP MASS	02/04/14	09/07/16	24,050.00	18,765.54	5,284.46	
CIGNA CORPORATION	05/11/15	11/02/16	11,665.75	13,023.80	(1,358.05)	
CIGNA CORPORATION	05/11/15	11/02/16	35,012.22	39,071.40	(4,059.18)	
CIGNA CORPORATION	09/22/14	11/02/16	57,881.93	47,342.21	10,539.72	
CIGNA CORPORATION	09/22/14	11/02/16	466.79	385.76	81.03	
CIGNA CORPORATION	05/11/15	11/02/16	11,669.75	13,023.80	(1,354.05)	
DEERE & CO	09/21/98	12/27/16	88,770.90	33,750.00	55,020.90	
DEERE & CO	06/09/11	12/27/16	106,525.09	99,747.51	6,777.58	
DEERE & CO	06/06/12	12/27/16	88,770.92	72,914.80	15,856.12	
AIR PRODUCTS & CHEMICALS	02/18/14	01/20/17	69,394.48	54,115.25	15,279.23	
AMERICAN EXPRESS COMPANY	02/13/14	01/20/17	21,173.43	26,717.98	(5,544.55)	
AMERICAN EXPRESS COMPANY	02/13/14	01/20/17	14,115.64	17,811.99	(3,696.35)	
CATERPILLAR INC	02/05/97	01/17/17	50,542.55	23,790.00	26,752.55	
CATERPILLAR INC	10/18/05	01/17/17	50,542.56	23,790.00	26,752.56	
CATERPILLAR INC	05/17/10	01/17/17	33,695.03	26,020.35	7,674.68	
CATERPILLAR INC	05/16/11	01/17/17	42,118.80	53,721.13	(11,602.33)	
CATERPILLAR INC	05/18/12	01/17/17	58,966.35	62,532.26	(3,565.91)	
CATERPILLAR INC	05/18/12	01/20/17	33,594.04	35,732.72	(2,138.68)	
CHEVRON CORPORATION	05/07/07	01/12/17	30,881.26	22,422.00	8,459.26	
UNITED TECHNOLOGIES CORP	02/18/14	01/20/17	32,321.40	34,331.72	(2,010.32)	
VERSUM MATERIALS INC	02/18/14	01/20/17	7,629.36	5,078.85	2,550.51	
EMERSON ELECTRIC CO	12/01/11	02/14/17	62,816.95	57,262.65	5,554.30	
					160,517.18	

37-1387143
J&V FLYNN FOUNDATION
FOR THE YEAR ENDED MAY 31, 2017

FORM 990 PF - PAGE 2

	(A) BEGINNING OF YEAR <u>BOOK VALUE</u>	(B) END OF YEAR <u>BOOK VALUE</u>	(C) END OF YEAR <u>FAIR MARKET VALUE</u>
<u>LINE 9 – PREPAID EXPENSES</u>			
PREPAID TAXES	\$ <u>20318.</u>	\$ <u>17378.</u>	\$ <u>17378.</u>
 <u>LINE 10B – INVESTMENTS – CORP STOCK</u>			
CHAPIN DAVIS	\$ 4426956.	\$ 4160082.	\$ 5090287.
RAYMOND JAMES	<u>3250202.</u>	<u>3215805.</u>	<u>4683627.</u>
	\$ <u>7677158.</u>	\$ <u>7375887.</u>	\$ <u>9773914.</u>

37-1387143
J&V FLYNN FOUNDATION
FOR THE YEAR ENDED MAY 31, 2017

<u>FORM 990 PF - PAGE 1</u>	(A) REVENUE EXPENSE <u>PER BOOKS</u>	(B) NET INVESTMENT <u>INCOME</u>	(C) ADJUSTED NET <u>INCOME</u>
<u>LINE 16B – ACCOUNTING FEES</u>			
ACCOUNTING FEES	\$ <u>18905.</u>	\$ <u>0.</u>	\$ <u>0.</u>
 <u>LINE 18 – TAXES</u>			
EXCISE TAX	\$ 2940.	\$ 0.	\$ 0.
FOREIGN TAX	<u>74.</u>	<u>74.</u>	<u>0.</u>
	\$ <u>3014.</u>	\$ <u>74.</u>	\$ <u>0.</u>
 <u>LINE 23 – OTHER EXPENSES</u>			
FILING FEE	\$ 25.	\$ 0.	\$ 0.
ANNUAL NOTICE	<u>26.</u>	<u>0.</u>	<u>0.</u>
	\$ <u>51.</u>	\$ <u>0.</u>	\$ <u>0.</u>