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Form **990-PF****Return of Private Foundation**

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

Department of the Treasury
Internal Revenue ServiceDo 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 **JUL 1, 2016**, and ending **JUN 30, 2017**Name of foundation **THE MILL FOUNDATION** A Employer identification number **30-0177875****THE MILL FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address)

P O BOX 16388

Room/suite

B Telephone number

815-282-7738

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

LOVES PARK, IL 61132

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)**\$ 2,023,340.**

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

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 ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	1,500.		N/A	
2	Check <input checked="" 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	72,657.	70,657.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	17,142.			
b	Gross sales price for all assets on line 8a	799,425.			
7	Capital gain net income (from Part IV, line 2)		17,142.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income		-10,593.		STATEMENT 2
12	Total. Add lines 1 through 11	91,299.	77,206.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	473.	0.		473.
b	Accounting fees STMT 4	3,850.	1,925.		1,925.
c	Other professional fees STMT 5	24,265.	20,520.		3,745.
17	Interest				
18	Taxes STMT 6	169.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	3,134.	0.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	31,891.	22,445.		6,143.
25	Contributions, gifts, grants paid	106,371.			106,371.
26	Total expenses and disbursements. Add lines 24 and 25	138,262.	22,445.		112,514.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-46,963.			
b	Net investment income (if negative, enter -0-)		54,761.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			12,164.	2,108.	2,108.
	2 Savings and temporary cash investments			142,028.	140,046.	140,046.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 8			1,111,026.	1,174,520.	1,174,520.
	c Investments - corporate bonds STMT 9			669,133.	676,000.	676,000.
Liabilities	11 Investments - land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 10			17,645.	30,666.	30,666.
	14 Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			1,951,996.	2,023,340.	2,023,340.
	17 Accounts payable and accrued expenses			456.	0.	
	18 Grants payable			10,000.	0.	
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			10,456.	0.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			1,941,540.	2,023,340.	
	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					
	30 Total net assets or fund balances			1,941,540.	2,023,340.	
	31 Total liabilities and net assets/fund balances			1,951,996.	2,023,340.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,941,540.
2 Enter amount from Part I, line 27a	2	-46,963.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	128,763.
4 Add lines 1, 2, and 3	4	2,023,340.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,023,340.

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 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 799,425.		782,283.	17,142.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			17,142.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	17,142.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	200,841.	1,930,141.	.104055
2014	133,275.	2,188,651.	.060894
2013	63,581.	2,226,010.	.028563
2012	92,634.	2,109,883.	.043905
2011	109,760.	1,990,349.	.055146

2 Total of line 1, column (d)	2	.292563
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	.058513
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,995,252.
5 Multiply line 4 by line 3	5	116,748.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	548.
7 Add lines 5 and 6	7	117,296.
8 Enter qualifying distributions from Part XII, line 4	8	112,514.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,095.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,095.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,095.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		14.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,109.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.THEMILLFOUNDATION.ORG</u>	13	X
14 The books are in care of ► <u>DAVID LEEZER</u> Telephone no. ► <u>815-282-7738</u> Located at ► <u>PO BOX 16388, LOVES PARK, IL</u> ZIP+4 ► <u>61132</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

	Yes	No
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?	<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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1c 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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b X

Form 990-PF (2016)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

0

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	2,018,172.
b	Average of monthly cash balances	1b	7,465.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,025,637.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,025,637.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,385.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,995,252.
6	Minimum investment return. Enter 5% of line 5	6	99,763.

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	99,763.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,095.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,095.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	98,668.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	98,668.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	98,668.

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	112,514.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	112,514.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	112,514.

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				98,668.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015	88,301.			
f Total of lines 3a through e	88,301.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 112,514.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				98,668.
e Remaining amount distributed out of corpus	13,846.			
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	102,147.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	102,147.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015	88,301.			
e Excess from 2016	13,846.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

068-05A1

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
BOYS AND GIRLS CLUB OF ROCKFORD 1040 NORTH 2ND STREET ROCKFORD 61107	NONE	PC	SEE STATEMENT	10,000.
HOPE REIGNS RANCH NFP 8019 E MCGREGOR RD ROCKFORD, IL 61102	NONE	PC	SEE STATEMENT	2,500.
KEEPING FAMILIES AND COMMUNITIES TOGETHER-KFACT PO BOX 342 ROCKFORD, IL 61105	NONE	PC	SEE STATEMENT	10,372.
NORTHWEST COMMUNITY CENTER 1325 N JOHNSON AVE ROCKFORD 61101	NONE	PC	SEE STATEMENT	20,000.
PATRIOT'S GATEWAY COMMUNITY CENTER 615 S 5TH STREET ROCKFORD, IL 61104	NONE	PC	SEE STATEMENT	12,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				106,372.
b Approved for future payment				
NONE				
Total ▶ 3b				0

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations


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

[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
N/A		

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.

Sign Here  **Signature of officer or trustee** **2/26/2018** **Date** **TREASURER** **Title**

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

May the IRS discuss this return with the preparer shown below (see instr)?

<input checked="checked" type="checkbox"/> X	Yes	<input type="checkbox"/>	No
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Paid Preparer Use Only	Print/Type preparer's name MICHELE REAGAN	Preparer's signature <i>Michele Reagan</i> MICHELE REAGAN	Date 02/23/18	Check <input type="checkbox"/> if self-employed	PTIN P00613838
	Firm's name ▶ CLIFTONLARSONALLEN LLP				Firm's EIN ▶ 41-0746749
	Firm's address ▶ 1639 NORTH ALPINE ROAD ROCKFORD, IL 61107				Phone no. 815-229-1900

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ROCK HOUSE KIDS 1325 7TH STREET ROCKFORD, IL 61104	NONE	PC	TO PROVIDE HOT MEALS AND BIBLE STUDY FOR AT-RISK CHILDREN	4,500.
ROCKFORD REACHOUT JAIL MINISTRY 650 W STATE ST ROCKFORD, IL 61102	NONE	PC	TO PROVIDE CASE MANAGEMENT SERVICES TO YOUTH AGES 10-17 WHO ARE AT RISK FOR INVOLVEMENT IN	10,000.
ROCKFORD RESCUE MISSION 715 WEST STATE STREET ROCKFORD, IL 61102	NONE	PC	TO PROVIDE SUPPORT OF THE WOMEN'S CRISIS AND WOMEN'S RECOVERY PROGRAMS OF HOMELESSNESS FOR WOMEN	5,000.
ROCKFORD SEXUAL ASSAULT COUNSELING, INC. 4990 E STATE STREET ROCKFORD 61108	NONE	PC	TO PROVIDE 24-HOUR CRISIS INTERVENTION, COUNSELING SERVICES AND ADVOCACY SUPPORT FOR SURVIVORS OF	2,500.
THE LITERACY COUNCIL 982 N MAIN STREET ROCKFORD, IL 61103	NONE	PC	TO ASSIST IN LITERACY INSTRUCTION FOR ADULTS AND THEIR FAMILIES IN THE SURROUNDING AREA	5,000.
WINNEBAGO COUNTY CASA 403 ELM STREET ROCKFORD 61101	NONE	PC	TO PROVIDE FUNDING FOR THE VOLUNTEER PROGRAM FOR ABUSED AND NEGLECTED CHILDREN.	15,000.
YOUTH SERVICES NETWORK INC 107 N 3RD STREET ROCKFORD, IL 61107	NONE	PC	TO DEVELOP, ENCOURAGE, AND COORDINATE SERVICES AND ACTIVITIES THAT IMPROVE THE PHYSICAL,	9,000.
Total from continuation sheets				51,000.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BOYS AND GIRLS CLUB OF ROCKFORD

TO PROVIDE YOUTH WITH OPPORTUNITIES FOR GROWTH THROUGH ACADEMIC
SUCCESS, GOOD CHARACTER AND LEADERSHIP AND HEALTHY LIFESTYLES.

NAME OF RECIPIENT - NORTHWEST COMMUNITY CENTER

TO PROVIDE SUPPORT TO THEIR NEW AFTER SCHOOL PROGRAM FOR GRADE SCHOOL
TO MIDDLE SCHOOL YOUTHS FROM 3PM TO 6PM.

NAME OF RECIPIENT - PATRIOT'S GATEWAY COMMUNITY CENTER

TO PROVIDE A NEIGHBORHOOD COMMUNITY CENTER OFFERING LIFE-ENRICHING
OPPORTUNITIES FOR THOSE WHO LIVE, WORK, PLAY, AND LEARN IN THE
NEAR-SOUTHEAST ROCKFORD AND ROCK RIVER VALLEY COMMUNITY, WITH AN
EMPHASIS ON YOUTH

NAME OF RECIPIENT - ROCKFORD REACHOUT JAIL MINISTRY

TO PROVIDE CASE MANAGEMENT SERVICES TO YOUTH AGES 10-17 WHO ARE AT RISK
FOR INVOLVEMENT IN VIOLENCE/GANG ACTIVITY.

NAME OF RECIPIENT - ROCKFORD RESCUE MISSION

TO PROVIDE SUPPORT OF THE WOMEN'S CRISIS AND WOMEN'S RECOVERY PROGRAMS
OF HOMELESSNESS FOR WOMEN AND CHILDREN.

NAME OF RECIPIENT - ROCKFORD SEXUAL ASSAULT COUNSELING, INC.

TO PROVIDE 24-HOUR CRISIS INTERVENTION, COUNSELING SERVICES AND
ADVOCACY SUPPORT FOR SURVIVORS OF SEXUAL ASSAULT AND SEXUAL ABUSE.

NAME OF RECIPIENT - YOUTH SERVICES NETWORK INC

TO DEVELOP, ENCOURAGE, AND COORDINATE SERVICES AND ACTIVITIES THAT

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

IMPORVE THE PHYSICAL, PSYCHOLOGICAL, AND SOCIAL WELL-BEING OF YOUTH IN
THE SURROUNDING AREA

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ITI STRATEGIES, INC.	52,014.	0.	52,014.	50,014.	
STAR ENDOWMENT	20,643.	0.	20,643.	20,643.	
TO PART I, LINE 4	72,657.	0.	72,657.	70,657.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ICON EQUIPMENT & CORPORATE INFRASTRUCTURE FUND FOURTEEN, LP	0.	-10,313.	
DC LIQUIDATING TRUST	0.	-280.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	-10,593.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	473.	0.		473.
TO FM 990-PF, PG 1, LN 16A	473.	0.		473.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,850.	1,925.		1,925.
TO FORM 990-PF, PG 1, LN 16B	3,850.	1,925.		1,925.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER VARIOUS PROFESSIONAL FEES	3,745.	0.		3,745.
INVESTMENT FEES	20,520.	20,520.		0.
TO FORM 990-PF, PG 1, LN 16C	24,265.	20,520.		3,745.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	169.	0.		0.
TO FORM 990-PF, PG 1, LN 18	169.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	2,240.	0.		0.
INSURANCE	894.	0.		0.
TO FORM 990-PF, PG 1, LN 23	3,134.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ITI STRATEGIES, INC - SEE ATTACHED	1,174,520.	1,174,520.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,174,520.	1,174,520.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ITI STRATEGIES, INC - SEE ATTACHED	676,000.	676,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	676,000.	676,000.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ITI STRATEGIES, INC - SEE ATTACHED	FMV	30,666.	30,666.
TOTAL TO FORM 990-PF, PART II, LINE 13		30,666.	30,666.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
BAUDHUIN, THOMAS PO BOX 319 ROCKTON, IL 61072	CHAIRMAN 0.50	0.	0.	0.
ECKLUND, CARL PO BOX 319 ROCKTON, IL 61072	VICE CHAIRMAN 0.50	0.	0.	0.
LEEZER, DAVID PO BOX 319 ROCKTON, IL 61072	TREASURER 0.50	0.	0.	0.
ROSE, THOMAS PO BOX 319 ROCKTON, IL 61072	SECRETARY 0.50	0.	0.	0.
CYRS, DAVID PO BOX 319 ROCKTON, IL 61072	DIRECTOR 0.50	0.	0.	0.
DIAZ, LORI PO BOX 319 ROCKTON, IL 61072	DIRECTOR 0.50	0.	0.	0.
FURST, DARLENE PO BOX 319 ROCKTON, IL 61072	DIRECTOR 0.50	0.	0.	0.
JOHNSON, SCOTT PO BOX 319 ROCKTON, IL 61072	DIRECTOR 0.50	0.	0.	0.
MARSHALL-KNUTSON, CHERYL PO BOX 319 ROCKTON, IL 61072	DIRECTOR 0.50	0.	0.	0.
MUEHLFELDER, FRED PO BOX 319 ROCKTON, IL 61072	DIRECTOR 0.50	0.	0.	0.
STEURER, CASSI PO BOX 319 ROCKTON, IL 61072	DIRECTOR 0.50	0.	0.	0.

THE MILL FOUNDATION

30-0177875

WHAM, MARY ANN
PO BOX 319
ROCKTON, IL 61072

DIRECTOR
0.50

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THOMAS BAUDHUIN
P.O. BOX 319
ROCKTON, IL 61072

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

815-282-7738

THE MILL FOUNDATION TO BENEFIT OUR COMMUNITY YOUTH

FORM AND CONTENT OF APPLICATIONS

GRANT APPLICATION FORM AVAILABLE ON THE ORGANIZATION'S WEBSITE.

ANY SUBMISSION DEADLINES

JANUARY 2ND AND JULY 1ST OF EACH YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS MUST BE COMPATIBLE WITH THE MISSION STATEMENT OF THE ORGANIZATION, THE APPLICANTS MUST BE 501(C)(3) ORGANIZATIONS. THE APPLICANTS MUST PROVIDE SERVICES IN THE GREATER ROCKFORD AREA, AND THEY MUST BE ABLE TO PROVIDE A REPORT ON MEASURABLE OUTCOMES.