

Form **990-PF**

2949113914008-8

OMB No 1545-0052

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation**2017**Department of the Treasury
Internal Revenue Service

- Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending

Helen & Curtis Pinnell Foundation
20 North Wacker Drive #2800
Chicago, IL 60606

A Employer identification number
36-3621711

B Telephone number (see instructions)

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 ☐

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 foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 5,632,966.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 1,004,324.

7 Capital gain net income (from Part IV, line 2)

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)

See Statement 1

12 Total Add lines 1 through 11

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 sch)

c Other professional fees (attach sch) See St 2

17 Interest

18 Taxes (attach schedule) (see instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 4

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid Part XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		307,656.	97,412.	97,412.
	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 sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – US and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) Statement 5		3,274,051.	3,404,730.	5,135,808.
	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) Statement 6		339,423.	386,416.	399,746.
	14	Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule)				
	15	Other assets (describe ▶ See Statement 7)			1.	
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		3,921,130.	3,888,559.	5,632,966.
L I A B I L I T I E S	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ See Statement 8)		21,816.	26,905.	
	23	Total liabilities (add lines 17 through 22)		21,816.	26,905.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>				
F U N D A S S E T S L I A B I L I T I E S	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		3,899,314.	3,861,654.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		3,899,314.	3,861,654.	
	31	Total liabilities and net assets/fund balances (see instructions)		3,921,130.	3,888,559.	

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	3,899,314.
2	Enter amount from Part I, line 27a	2	-37,660.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,861,654.
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	3,861,654.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a See Statement 9			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
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	193,794.
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	-906.

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 doesn't 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))
2016	277,673.	4,762,277.	0.058307
2015	273,667.	4,921,743.	0.055604
2014	247,650.	5,088,933.	0.048664
2013	185,350.	4,671,748.	0.039675
2012	114,800.	3,856,058.	0.029771

2 Total of line 1, column (d).	2	0.232021
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years.	3	0.046404
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5.	4	5,351,583.
5 Multiply line 4 by line 3.	5	248,335.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,619.
7 Add lines 5 and 6.	7	250,954.
8 Enter qualifying distributions from Part XII, line 4.	8	295,750.

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)

1 a 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	2,619.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2	0.
3 Add lines 1 and 2		3	2,619.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,619.
6 Credits/Payments			
a 2017 estimated tax pmts and 2016 overpayment credited to 2017	6a	2,000.	
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	2,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	18.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	637.	
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 2018 estimated tax	11		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for the definition		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		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
4 a 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?	N/A	
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	
8 a 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 2017 or the tax year beginning in 2017? See the 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

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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>N/A</u>	13	X
14 The books are in care of <u>Elizabeth A. Littel</u> Telephone no. <u>847-813-6737</u> Located at <u>2700 S. River Road, Suite 100 Des Plaines IL</u> ZIP + 4 <u>60018</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15	N/A
16 At any time during calendar year 2017, 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 <u></u>	16	X

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
1 a 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 <input type="checkbox"/>	1 b	N/A
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 2017?	1 c	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If 'Yes,' list the years <u>20 __ , 20 __ , 20 __ , 20 __</u> <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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a 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 2017 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 2017)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2017?	4 b	X

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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		Yes	No
(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	N/A
Organizations relying on a current notice regarding disaster assistance, check here	<input 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?	N/A <input type="checkbox"/> Yes <input 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	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?	<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?	N/A	7b	

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

1 List all officers, directors, trustees, and 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
Emilysue Pinnell 2700 S. River Road, Suite 100 Des Plaines, IL 60018	President & 1.00	0.	0.	0.
Richard John Williams 20 N Wacker, Suite 2800 Chicago, IL 60606	Treasurer & 1.00	0.	0.	0.
Elizabeth A. Littel 2700 S. River Road, Suite 100 Des Plaines, IL 60018	Assistant Tr 2.00	0.	0.	0.
2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'				
(a) Name and address of each employee paid more than \$50,000	(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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter 'NONE.'

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	1 a	5,224,227.
b	Average of monthly cash balances	1 b	208,852.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	5,433,079.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,433,079.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	81,496.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,351,583.
6	Minimum investment return. Enter 5% of line 5	6	267,579.

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	267,579.
2a	Tax on investment income for 2017 from Part VI, line 5	2 a	2,619.
b	Income tax for 2017 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	2,619.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	264,960.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	264,960.
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	264,960.

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	1 a	295,750.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	295,750.
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	2,619.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	293,131.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				264,960.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			0.	
b Total for prior years. 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014	4.			
d From 2015	31,546.			
e From 2016	44,713.			
f Total of lines 3a through e	76,263.			
4 Qualifying distributions for 2017 from Part XII, line 4. ▶ \$ 295,750.				
a Applied to 2016, 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 2017 distributable amount				264,960.
e Remaining amount distributed out of corpus	30,790.			
5 Excess distributions carryover applied to 2017 (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	107,053.			
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 2016. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	107,053.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014	4.			
c Excess from 2015	31,546.			
d Excess from 2016	44,713.			
e Excess from 2017	30,790.			

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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

- b** 85% of line 2a.

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

- a 'Assets' alternative test – enter

- (1) Value of all assets**

- ~~(2) Value of assets qualifying under section 4942(j)(3)(B)(i)~~

- b** 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c 'Support' alternative test – enter

- (1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income.

[illegible]

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))

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- 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

None

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

- c Any submission deadlines:

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

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Part XVI-A	Analysis of Income-Producing Activities
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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) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	14,443.	
4	Dividends and interest from securities			14	97,979.	
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			14	-6.	
8	Gain or (loss) from sales of assets other than inventory			18	193,794.	
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)				306,210.	
13	Total. Add line 12, columns (b), (d), and (e)				13	306,210.

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

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

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ -6.		
Total	<u>\$ -6.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation fee	\$ 150.	\$ 150.		
Total	<u>\$ 150.</u>	<u>\$ 150.</u>		<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes withheld	\$ 1,249.			
Private foundation excise taxes paid	2,588.			
Total	<u>\$ 3,837.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
IL Charity Bureau Fee	\$ 15.	\$ 15.		
Investment advisor fees	44,118.	44,118.		
Total	<u>\$ 44,133.</u>	<u>\$ 44,133.</u>		<u>\$ 0.</u>

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Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
SEE ATTACHED - Securities	Cost	\$ 3,404,730.	\$ 5,135,808.
	Total	<u>\$ 3,404,730.</u>	<u>\$ 5,135,808.</u>

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Publicly Traded Securities</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
SEE ATTACHED - Other Securities	Cost	\$ 386,416.	\$ 399,746.
	Total	<u>\$ 386,416.</u>	<u>\$ 399,746.</u>

Statement 7
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Rounding	\$ 1.	
Total	<u>\$ 1.</u>	<u>\$ 0.</u>

Statement 8
Form 990-PF, Part II, Line 22
Other Liabilities

Cash in transit	\$ 26,905.
Total	<u>\$ 26,905.</u>

Statement 9
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
1	SEE ATTACHED Northern Trust Act #23-51758 LongTm	Purchased	Various	Various
2	SEE ATTACHED Northern Trust Long-trm CapGain	Distribs Purchased	Various	Various

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Statement 9 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
3	SEE ATTACHED Northern Trust Unrecap Sec 1250 Gain	Purchased	Various	Various
4	SEE ATTACHED Kovitz Secur Act #ADV-217486 LongTerm	Purchased	Various	Various
5	SEE ATTACHED Northern Trust Act #23-51758 Short-term	Purchased	Various	Various
6	SEE ATTACHED Kovitz Secur Act #ADV-217486 Short Term	Purchased	Various	Various
7	775 Shares Gilead Sciences, Inc.	Donated	7/16/2012	11/17/2017

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	569,451.		451,759.	117,692.				\$ 117,692.
2	8,982.		0.	8,982.				8,982.
3	35.		0.	35.				35.
4	185,018.		151,153.	33,865.				33,865.
5	66,309.		69,481.	-3,172.				-3,172.
6	118,467.		116,201.	2,266.				2,266.
7	56,062.		21,936.	34,126.				34,126.
Total								\$ 193,794.

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Adler Planetarium 1300 South Lake Shore Dr Chicago IL 60605	None	PC	General charitable purposes	\$ 1,000.
Chicago Bible Society 1111 N. Wells Street, Suite 300 Chicago IL 60610	None	PC	General charitable purposes	500.
Chicago Symphony Orchestra 220 S. Michigan Avenue Chicago IL 60604	None	PC	General charitable purposes	15,000.
Evangelical Child Welfare 1530 North Main Street Wheaton IL 60187	None	PC	General charitable purposes	10,000.
Lyric Opera 20 North Wacker Drive Chicago IL 60606	None	PC	General charitable purposes	40,000.

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Pacific Garden Mission 1458 S. Canal Street Chicago IL 60607	None	PC	General charitable purposes	\$ 15,000.
Salvation Army 5040 N. Pulaski Road Chicago IL 60630	None	PC	General charitable purposes	25,000.
Raymondville Fire Dept Raymondville TX 78580	None	PC	General charitable purposes	5,000.
Willacy County Ambulance Service 347 E. Hildalgo Raymondville TX 78580	None	PC	General charitable purposes	5,000.
Willacy County 4-H Courthouse Annex Raymondville TX 78580	None	PC	General charitable purposes	5,000.
Handel Week, Inc. 924 Lake Street Oak Park IL 60301	None	PC	General Charitable Purposes	25,000.
Opera of St. Louis P O Box 191910 St. Louis MO 63119	None	PC	General Charitable Purposes	5,000.
Missouri Botanical Garden PO Box 299 St. Louis MO 63166	None	PC	General Charitable Purposes	500.
Window to the World Comm fbo WFMT Radio 5400 N. St. Louis Avenue Chicago IL 60625	None	PC	General Charitable Purposes	5,000.
Grace Episcopal Church 924 Lake St. Oak Park IL 60301	None	PC	General Charitable Purposes	5,000.
Pt Mansfield Volunteer Fire Dept P.O. Box 250 Port Mansfield TX 78598	None	PC	General charitable purposes	5,000.
Wycliffe Bible Translators P.O. Box 628200 Orlando FL 32862	None	PC	General charitable purposes	10,000.

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Chicago Botanic Garden 1000 Lake Cook Road Glencoe IL 60022	None	PC	General charitable purposes	\$ 250.
Metropolitan Opera fbo Met Broadcast Cam Lincoln Center New York NY 10023	None	PC	General charitable purposes	1,500.
One Hope United 333 S. Wabash Ave., Suite 2750 Chicago IL 60604	None	PC	General charitable purposes	5,000.
San Perlita Volunteer Fire Department P.O. Box 121 San Perlita TX 78590	None	PC	General charitable purposes	5,000.
Willacy County Fair & Auction P.O. Box 717 Raymondville TX 78580	None	PC	General charitable purposes	5,000.
Texas A&M Univ-Kleberg Wildlife Inst MSC 118 Kingsville TX 78363	None	PC	General Charitable Purposes	25,000.
South Padre Island Birding & Nature Cent 6801 Padre Blvd. South Padre Island TX 78597	None	PC	General charitable purposes	2,000.
Sea Turtle, Inc. P O Box 3987 South Padre Island TX 78597	None	PC	General charitable purposes	2,000.
RGV Educational Broadcasting Inc. (88FM) P O Box 2147 Harlingen TX 78550	None	PC	General charitable purposes	1,000.
Boy Scouts of America-Rio Grande Council P O Box 2424 Harlingen TX 78551	None	PC	General Charitable Purposes	1,000.
Facing Forward to End Homelessness 642 N. Kedzie Avenue Chicago IL 60612	None	PC	General charitable purposes	5,000.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Feed My Starving Children 401 93rd Avenue NW Coon Rapids MN 55433	None	PC	General charitable purposes	\$ 5,000.
Greater Chicago Food Depository 4100 West Ann Lurie Place Chicago IL 60632	None	PC	General charitable purposes	10,000.
Maywood Fine Arts Association 25 North 5th Avenue Maywood IL 60153	None	PC	General charitable purposes	2,000.
The Newberry Consort (Newberry Library) 6530 N. Greenview Avenue Chicago IL 60626	None	PC	General charitable purposes	2,000.
Next Generation Nepal P O Box 5583 Eugene OR 97405	None	PC	General charitable purposes	2,000.
Oak Park River Forest Food Pantry 848 Lake Street Oak Park IL 60301	None	PC	General charitable purposes	5,000.
Sit, Stay, Read 2849 N. Clark Street Chicago IL 60657	None	PC	General charitable purposes	7,000.
University of Chicago 5720 S. Woodlawn Avenue Chicago IL 60637	None	PC	General charitable purposes	2,000.
Chicago Public Radio fbo WBEZ 848 E. Grand Avenue, Navy Pier Chicago IL 60611	None	PC	General charitable purposes	1,000.
Housing Forward P O Box 797 Oak Park IL 60303	None	PC	General charitable purposes	5,000.
Grace Episcopal Church-Childrens Choir 924 Lake Street Oak Park IL 60301	None	PC	General Charitable Purposes	3,000.

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Peggy Notebaert Nature Museum 2430 N. Cannon Drive Chicago IL 60614	None	PC	General Charitable Purposes	\$ 10,000.
Big Shoulders Fund 212 W Van Buren, #900 Chicago IL 60607	None	PC	General Charitable Purposes	5,000.
Boy Scouts fbo Pathway to Adventure 1218 W Adams Street Chicago IL 60607	None	PC	General Charitable Purposes	1,000.
Loaves & Fishes of RGV fbo Raymondville 514 South E Street Harlingen TX 78550	None	PC	General Charitable Purposes	1,000.
Greater Houston Community Foundation 5120 Woodway Dr., Ste 6000 Houston TX 77056	None	PC	General Charitable Purposes	2,000.
Houston Food Bank 535 Portwall Street Houston TX 77029	None	PC	General Charitable Purposes	1,500.
Food Bank of Corpus Christi 826 Krill Street Corpus Christi TX 78408	None	PC	General Charitable Purposes	1,500.
Total				\$ <u>295,750.</u>