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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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation
JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB

Number and street (or P O box number if mail is not delivered to street address)
C/O FIRST TENNESSEE BANK TRUST DIVI

City or town, state or province, country, and ZIP or foreign postal code
KNOXVILLE, TN 379951230

A Employer identification number
80-0456913

B Telephone number (see instructions)
(865) 971-2280

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, col (c), line 16) \$ 506,182

J Accounting method

☐ Cash

☐ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

E 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) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	10,437	10,437		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	20,668			
	b Gross sales price for all assets on line 6a 86,689				
	7 Capital gain net income (from Part IV, line 2)		20,668		
	8 Net short-term capital gain			0	
	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	31,105	31,105			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	3,970	1,985		1,985
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	622			0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	4,592	1,985	0	1,985
	25 Contributions, gifts, grants paid	50,000			50,000
	26 Total expenses and disbursements. Add lines 24 and 25	54,592	1,985	0	51,985
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-23,487			
	b Net investment income (if negative, enter -0-)		29,120		
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

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	678				
	2	Savings and temporary cash investments	10,565	4,676	4,676		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0		
	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 ▶ _____ 0					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	402,450	385,530	501,506		
	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)			0		
	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)	413,693	390,206	506,182			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)		0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	413,693	390,206			
	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)	413,693	390,206				
31	Total liabilities and net assets/fund balances (see instructions) .	413,693	390,206				

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	413,693
2	Enter amount from Part I, line 27a	2	-23,487
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	390,206
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	390,206

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 See Additional Data Table			
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 See Additional Data Table			
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) 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 See Additional Data Table			
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	20,668
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	40,992	476,758	0 085981
2015	36,215	487,815	0 074239
2014	34,290	514,775	0 066612
2013	33,939	490,075	0 069253
2012	56,359	456,930	0 123343
2 Total of line 1, column (d)			2 0 419428
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 083886
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 495,113
5 Multiply line 4 by line 3			5 41,533
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 291
7 Add lines 5 and 6			7 41,824
8 Enter qualifying distributions from Part XII, line 4			8 51,985

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	291
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	291
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	291
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	192
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	382
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
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	91
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 91 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (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>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	Yes	
14	The books are in care of ► <u>FIRST TENNESSEE BANK NA, TRUST DIVISION</u> Telephone no ► <u>(865) 971-2165</u>			

Located at ► 800 S GAY STREET KNOXVILLE TN ZIP+4 ► 37929

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

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	
	Organizations relying on a current notice regarding disaster assistance check here.	► ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ Yes ☒ No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).		2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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).		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		4b	No

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JUNE FRIEDLOB HELLER 916 WESTMORELAND BLVD KNOXVILLE, TN 37919	DIRECTOR 10	0		
KATE FRIEDLOB 507 WEST BRIAR PLACE CHICAGO, IL 60657	DIRECTOR 10	0		
FIRST TENNESSEE BANK 800 S GAY STREET KNOXVILLE, TN 379951230	AGENT FOR TRUSTEES/DIRECTORS 10	3,970		

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(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".**

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

Total number of others receiving over \$50,000 for professional services. **0****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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	498,662
b	Average of monthly cash balances.	1b	3,991
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	502,653
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	502,653
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	7,540
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	495,113
6	Minimum investment return. Enter 5% of line 5.	6	24,756

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	24,756
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	291
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	291
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	24,465
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	24,465
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	24,465

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	51,985
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	51,985
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	291
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	51,694

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				24,465
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.	33,714			
b From 2013.	10,175			
c From 2014.	9,427			
d From 2015.	12,337			
e From 2016.	17,534			
f Total of lines 3a through e.	83,187			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 51,985				
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.				24,465
e Remaining amount distributed out of corpus	27,520			
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	110,707			
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).	33,714			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	76,993			
10 Analysis of line 9				
a Excess from 2013.	10,175			
b Excess from 2014.	9,427			
c Excess from 2015.	12,337			
d Excess from 2016.	17,534			
e Excess from 2017.	27,520			

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 2017, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed JUNE FRIEDLOB HELLER 916 WESTMORELAND BLVD KNOXVILLE, TN 37919 (865) 693-3006	
b The form in which applications should be submitted and information and materials they should include WRITTEN - NO SPECIFIC FORMAT	
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 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 RESTORATION HOUSE 2205 VILLAGE PL WAY KNOXVILLE, TN 37923	NONE	501(C)(3)	CHARITY	10,000
TOP TENNIS PROGRAM 28 EAST JACKSON BLDG CHICAGO, IL 60604	NONE	N/A	SUPPORT ECONOMICALLY	7,500
THE KNOXVILLE MUSEUM OF ART 1050 WORLDS FAIR PARK KNOXVILLE, TN 379161653	NONE	N/A	ARTS EDUCATION AND SUPPORT	30,000
JUNE FRIEDLOOB HELLER FOUNDATION 800 S GAY ST KNOXVILLE, TN 37995	N/A	NONE	SUPPORT ECONOMICALLY	2,500
Total			▶ 3a	50,000
b Approved for future payment				
Total			▶ 3b	

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					
4 Dividends and interest from securities.			14	10,437	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	20,668	
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).				31,105	
13 Total. Add line 12, columns (b), (d), and (e).			13		31,105

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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.	***** 2018-05-10 *****	Signature of officer or trustee Date Title
------------------	--	------------------------------	--

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN	
	Firm's name ▶					Firm's EIN ▶
	Firm's address ▶					Phone no

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
71 DREYFUS GLOBAL REAL RET-I		2016-10-25	2017-02-01
60 AMERICAN BEACON S/C VA OP-Y		2016-01-28	2017-02-01
6 HARTFORD SMALLCAP GROWTH-I		2014-08-06	2017-02-01
60 T ROWE PRICE EMERG MRKT ST-I		2016-10-25	2017-02-01
124 VANGUARD M/C GROW INDX-ADM		2015-06-30	2017-02-01
320 VICTORY SYCAMORE EST VAL-I		2016-01-28	2017-02-01
185 VOYA MIDCAP OPPORTUNITIES-I		2015-10-22	2017-02-01
26 DREYFUS GLOBAL REAL RET-I		2016-10-25	2017-04-04
24 AMERICAN BEACON S/C VA OP-Y		2016-01-28	2017-04-04
13 DFA REAL ESTATE SECS PORT		2015-10-22	2017-04-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
983		1,054	-71
1,645		1,204	441
308		285	23
2,032		2,073	-41
5,843		5,685	158
11,786		9,101	2,685
4,486		4,141	345
371		386	-15
652		482	170
451		438	13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-71
			441
			23
			-41
			158
			2,685
			345
			-15
			170
			13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
11 84783 FEDERATED TOTAL RETURN BOND FUND-IN		2011-12-04	2017-04-04
5 15217 FEDERATED TOTAL RETURN BOND FUND-IN		2011-12-04	2017-04-04
13 HARTFORD SMALLCAP GROWTH-I		2014-08-06	2017-04-04
13 LORD ABBETT FLOATING RATE-I		2016-02-02	2017-04-04
9 6 LORD ABBETT SHRT DUR INC-I		2016-07-29	2017-04-04
15 4 LORD ABBETT SHRT DUR INC-I		2016-07-29	2017-04-04
16 LORD ABBETT HIGH YIELD-I		2011-12-04	2017-04-04
4 MFS EMERGING MKTS DEBT FD I		2011-12-04	2017-04-04
23 MFS INTL VALUE-I		2015-10-22	2017-04-04
24 OPPENHEIMER INTL GROWTH FD-Y		2015-10-22	2017-04-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
128		134	-6
56		58	-2
677		617	60
120		113	7
41		42	-1
66		67	-1
122		117	5
59		57	2
902		851	51
895		877	18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-6
			-2
			60
			7
			-1
			-1
			5
			2
			51
			18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
5 25 PIMCO GLOBAL BD USD HEDGE-IN		2016-10-25	2017-04-04
75 PIMCO GLOBAL BD USD HEDGE-IN		2016-10-25	2017-04-04
15 PIMCO INCOME FUND-INS		2016-02-02	2017-04-04
9 54967 PRINCIPAL PREFERRED SEC-P		2013-03-02	2017-04-04
8 45033 PRINCIPAL PREFERRED SEC-P		2013-02-09	2017-04-04
11 T ROWE PRICE EMERG MRKT ST-I		2016-10-25	2017-04-04
7 VANGUARD M/C GROW INDX-ADM		2015-06-30	2017-04-04
29 VANGUARD HIG DIV YIELD IN IV		2012-04-11	2017-04-04
15 VANGUARD GROWTH INDEX FD ADM		2011-01-27	2017-04-04
8 36264 VICTORY INCORE FND FR INC-I		2013-02-09	2017-04-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
54		55	-1
8		8	
184		173	11
97		100	-3
86		89	-3
394		380	14
338		321	17
892		541	351
938		489	449
78		93	-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1
			11
			-3
			-3
			14
			17
			351
			449
			-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
10 63736 VICTORY INCORE FND FR INC-I		2013-02-09	2017-04-04
16 VICTORY SYCAMORE EST VAL-I		2016-01-28	2017-04-04
13 VOYA MIDCAP OPPORTUNITIES-I		2012-04-11	2017-04-04
84 DREYFUS GLOBAL REAL RET-I		2016-10-25	2017-07-17
76 AMERICAN BEACON S/C VA OP-Y		2016-01-28	2017-07-17
41 DFA REAL ESTATE SECS PORT		2015-10-22	2017-07-17
41 HARTFORD SMALLCAP GROWTH-I		2014-08-06	2017-07-17
74 MFS INTL VALUE-I		2015-10-22	2017-07-17
78 OPPENHEIMER INTL GROWTH FD-Y		2015-10-22	2017-07-17
34 T ROWE PRICE EMERG MRKT ST-I		2016-10-25	2017-07-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
100		119	-19
605		455	150
327		279	48
1,206		1,247	-41
2,114		1,525	589
1,438		1,358	80
2,298		1,945	353
3,184		2,737	447
3,180		2,852	328
1,349		1,175	174

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-19
			150
			48
			-41
			589
			80
			353
			447
			328
			174

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
22 VANGUARD M/C GROW INDX-ADM		2015-06-30	2017-07-17
94 VANGUARD HIG DIV YIELD IN IV		2012-04-11	2017-07-17
47 VANGUARD GROWTH INDEX FD ADM		2016-05-04	2017-07-17
50 VICTORY SYCAMORE EST VAL-I		2016-01-28	2017-07-17
43 VOYA MIDCAP OPPORTUNITIES-I		2012-04-11	2017-07-17
26 DREYFUS GLOBAL REAL RET-I		2016-10-25	2017-08-25
24 AMERICAN BEACON S/C VA OP-Y		2016-01-28	2017-08-25
13 DFA REAL ESTATE SECS PORT		2015-07-09	2017-08-25
4 76039 FEDERATED TOTAL RETURN BOND FUND-IN		2011-12-04	2017-08-25
13 23961 FEDERATED TOTAL RETURN BOND FUND-IN		2011-12-28	2017-08-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
1,131		1,009	122
2,936		1,753	1,183
3,136		1,859	1,277
1,930		1,422	508
1,146		923	223
373		386	-13
634		482	152
458		410	48
52		54	-2
145		150	-5

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			122
			1,183
			1,277
			508
			223
			-13
			152
			48
			-2
			-5

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
13 HARTFORD SMALLCAP GROWTH-I		2014-08-06	2017-08-25
14 LORD ABBETT FLOATING RATE-I		2016-07-29	2017-08-25
9 12625 LORD ABBETT SHRT DUR INC-I		2016-06-23	2017-08-25
17 87375 LORD ABBETT SHRT DUR INC-I		2016-08-22	2017-08-25
17 LORD ABBETT HIGH YIELD-I		2016-07-29	2017-08-25
4 MFS EMERGING MKTS DEBT FD I		2016-07-29	2017-08-25
23 MFS INTL VALUE-I		2016-07-29	2017-08-25
24 OPPENHEIMER INTL GROWTH FD-Y		2015-10-22	2017-08-25
6 PIMCO GLOBAL BD USD HEDGE-IN		2016-11-18	2017-08-25
16 PIMCO INCOME FUND-INS		2016-07-29	2017-08-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
703		617	86
128		124	4
39		40	-1
77		78	-1
131		125	6
60		60	
991		893	98
992		877	115
63		62	1
199		186	13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			86
			4
			-1
			-1
			6
			98
			115
			1
			13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
11 17173 PRINCIPAL PREFERRED SEC-INS		2013-03-02	2017-08-25
7 82827 PRINCIPAL PREFERRED SEC-INS		2013-02-09	2017-08-25
11 T ROWE PRICE EMERG MRKT ST-I		2016-10-25	2017-08-25
7 VANGUARD M/C GROW INDX-ADM		2015-06-30	2017-08-25
29 VANGUARD HIG DIV YIELD IN IV		2016-07-29	2017-08-25
15 VANGUARD GROWTH INDEX FD ADM		2016-07-29	2017-08-25
9 75773 VICTORY INCORE FND FR INC-I		2013-02-09	2017-08-25
11 24227 VICTORY INCORE FND FR INC-I		2013-02-09	2017-08-25
16 VICTORY SYCAMORE EST VAL-I		2016-01-28	2017-08-25
13 VOYA MIDCAP OPPORTUNITIES-I		2012-04-11	2017-08-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
117		118	-1
82		82	
458		380	78
355		321	34
905		759	146
997		591	406
90		109	-19
104		126	-22
605		455	150
340		279	61

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-1
			78
			34
			146
			406
			-19
			-22
			150
			61

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
18 2973 DREYFUS GLOBAL REAL RET-I		2016-10-25	2017-12-06
11 7027 DREYFUS GLOBAL REAL RET-I		2016-10-25	2017-12-06
25 AMERICAN BEACON S/C VA OP-Y		2016-01-28	2017-12-06
15 DFA REAL ESTATE SECS PORT		2016-10-25	2017-12-06
5 62715 FEDERATED TOTAL RETURN BOND FUND-IN		2011-12-04	2017-12-06
14 37285 FEDERATED TOTAL RETURN BOND FUND-IN		2011-12-10	2017-12-06
15 HARTFORD SMALLCAP GROWTH-I		2014-08-06	2017-12-06
15 LORD ABBETT FLOATING RATE-I		2016-02-02	2017-12-06
9 05893 LORD ABBETT SHRT DUR INC-I		2016-06-23	2017-12-06
20 94107 LORD ABBETT SHRT DUR INC-I		2016-06-23	2017-12-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
265		272	-7
169		174	-5
735		502	233
533		525	8
61		64	-3
157		162	-5
879		711	168
138		131	7
38		39	-1
89		91	-2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-7
			-5
			233
			8
			-3
			-5
			168
			7
			-1
			-2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
20 LORD ABBETT HIGH YIELD-I		2016-10-25	2017-12-06
5 MFS EMERGING MKTS DEBT FD I		2011-12-04	2017-12-06
25 MFS INTL VALUE-I		2016-07-29	2017-12-06
30 OPPENHEIMER INTL GROWTH FD-Y		2015-10-22	2017-12-06
5 PIMCO GLOBAL BD USD HEDGE-IN		2016-10-25	2017-12-06
20 PIMCO INCOME FUND-INS		2016-10-25	2017-12-06
9 43089 PRINCIPAL PREFERRED SEC-INS		2013-02-09	2017-12-06
10 56911 PRINCIPAL PREFERRED SEC-INS		2013-02-09	2017-12-06
10 T ROWE PRICE EMERG MRKT ST-I		2016-10-25	2017-12-06
10 VANGUARD M/C GROW INDX-ADM		2015-06-30	2017-12-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
155		151	4
75		72	3
1,139		934	205
1,292		1,097	195
52		52	
249		239	10
99		99	
110		111	-1
432		346	86
541		459	82

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			4
			3
			205
			195
			10
			-1
			86
			82

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
35 VANGUARD HIG DIV YIELD IN IV		2012-04-11	2017-12-06
15 VANGUARD GROWTH INDEX FD ADM		2011-01-27	2017-12-06
14 72093 VICTORY INCORE FND FR INC-I		2013-02-09	2017-12-06
10 27907 VICTORY INCORE FND FR INC-I		2013-02-09	2017-12-06
20 VICTORY SYCAMORE EST VAL-I		2016-01-28	2017-12-06
15 VOYA MIDCAP OPPORTUNITIES-I		2016-10-25	2017-12-06
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,175		653	522
1,070		489	581
133		165	-32
93		115	-22
819		569	250
426		360	66
			6,830

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			522
			581
			-32
			-22
			250
			66

TY 2017 Explanation of Non-Filing with Attorney General Statement

Name: JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB

EIN: 80-0456913

Statement: NOT REQUIRED

TY 2017 Investments Corporate Stock Schedule

Name: JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB
EIN: 80-0456913

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COHEN & STEERS INSTL REALTY		
MFS INTERNATIONAL VALUE		
MFS EMERGING MARKETS DEBT		
OPPENHEIMER DEVELOPING		
TEMPLETON GLOBAL FUND		
VOYA MIDCAP OPP		
VANGUARD HIGH DIV YIELD		
BLACKROCK HIGH YIELD		
BROWN CAP MGT MID CAP		
AMG SOUTHERSUN SMALL CAP		
HARTFORD SMALL CAP		
LORD ABBETT INCOME		
OPPENHEIMER INTERNATL GR		
VANGUARD MC GROWTH		
WFA SHORT TERM HI YIELD		
VICTORY FUND FOR INCOME		
FEDERATED TOTAL RETURN BOND		
DFA REAL ESTATE SECS		
INVESCO FLO RT		
JOHN HANCOCK II STR INC		
LORD ABBETT HIGH YIELD		
PIMCO HIGH YIELD		
PRINCIPAL PREFERRED SEC		
VANGUARD GROWTH INDEX		
VICTORY ESTABLISHED VALUE		
TOTAL FIXED INCOME	67,493	67,622
TOTAL EQUITIES	318,037	433,884

TY 2017 Taxes Schedule**Name:** JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB**EIN:** 80-0456913

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	190	0		0
FEDERAL ESTIMATES - PRINCIPAL	192	0		0
FOREIGN TAXES ON QUALIFIED FOR	238	0		0
FOREIGN TAXES ON NONQUALIFIED	2	0		0