

Postmark Missing

2949110402811 8

Form 990-PF

Return of Private Foundation

OMB No. 1545-0052

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 20

Name of foundation: THE NORMA PACE FOUNDATION XXXXX6002
Employer identification number: 81-6722062
Telephone number: 800-496-2583
City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60603
G Check all that apply: Address change
H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 10,258,022
J Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

RECEIVED APR 10 2018 OGDEN, UT IRS-OSC

SCANNED MAY 14 2018

NE

626 12

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 . . . . .	128,258.	128,258.
	2	Savings and temporary cash investments . . . . .	440,081.	440,081.
	3	Accounts receivable ▶ _____		
		Less: allowance for doubtful accounts ▶ _____		
	4	Pledges receivable ▶ _____		
		Less: allowance for doubtful accounts ▶ _____		
	5	Grants receivable . . . . .		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .		
	7	Other notes and loans receivable (attach schedule) ▶ _____		
		Less: allowance for doubtful accounts ▶ _____ NONE		
	8	Inventories for sale or use . . . . .		
	9	Prepaid expenses and deferred charges . . . . .		
	10a	Investments - U.S. and state government obligations (attach schedule) . . . . .		
	b	Investments - corporate stock (attach schedule) . STMT 4 . . . . .	7,068,713.	7,966,125.
	c	Investments - corporate bonds (attach schedule) . STMT 8 . . . . .	964,172.	963,770.
	11	Investments - land, buildings, and equipment basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____		
12	Investments - mortgage loans . . . . .			
13	Investments - other (attach schedule) . . . . . STMT 9 . . . . .	760,591.	759,788.	
14	Land, buildings, and equipment basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____ )			
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	9,361,815.	10,258,022.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . . . . . <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted . . . . .		
	25	Temporarily restricted . . . . .		
	26	Permanently restricted . . . . .		
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds . . . . .	9,361,815.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .		
29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	9,361,815.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	9,361,815.		

**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	
2	Enter amount from Part I, line 27a . . . . .	2	9,362,125.
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	9,362,125.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	310.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	9,361,815.

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 shs. MLC Co.)

(b) How acquired P - Purchase D - Donation (c) Date acquired (mo., day, yr.) (d) Date sold (mo., day, yr)

Table with columns for property description, sales price, depreciation, cost basis, gain/loss, FMV, adjusted basis, and excess. Includes rows for publicly traded securities and capital gain net income.

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 [X] No

Table for qualification under section 4940(e) with columns for base period years, adjusted qualifying distributions, net value of noncharitable-use assets, and distribution ratio.

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	33,066.
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	NONE
<b>3</b> Add lines 1 and 2 . . . . .		3	33,066.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	NONE
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	33,066.
<b>6</b> Credits/Payments			
<b>a</b> 2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . .	6a 46,000.		
<b>b</b> Exempt foreign organizations - tax withheld at source . . . . .	6b NONE		
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	6c NONE		
<b>d</b> Backup withholding erroneously withheld . . . . .	6d		
<b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .		7	46,000.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .		8	41.
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		10	12,893.
<b>11</b> Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 12,893. Refunded <input type="checkbox"/>		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
<b>c</b> Did the foundation file Form 1120-POL for this year? . . . . .		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
<b>6</b> 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	
<b>7</b> 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
<b>8a</b> Enter the states to which the foundation reports or with which it is registered. See instructions. ► FL		
<b>b</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 . . . . .		
<b>9</b> 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
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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 . . . . .		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 . . . . .		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► JP MORGAN CHASE BANK, N.A. Telephone no. ► (800) 496-2583 Located at ► 10 S DEARBORN ST; MC; IL 1-0111, CHICAGO, IL ZIP+4 ► 60603		
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? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ►		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
1a During the year, did the foundation (either directly or indirectly) <ul style="list-style-type: none"> <li>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(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</li> <li>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(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</li> <li>(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</li> </ul>		
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"/>		
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? . . . . .		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)): <ul style="list-style-type: none"> <li>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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____</li> <li>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.) . . . . .</li> <li>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____</li> </ul>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.) . . . . .		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

<b>5a</b>	During the year, did the foundation pay or incur any amount to		<b>Yes</b>	<b>No</b>
	(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>b</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.			<b>5b</b>
	Organizations relying on a current notice regarding disaster assistance, check here			<input type="checkbox"/>
<b>c</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
<b>6a</b>	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>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			<b>6b</b>
	If "Yes" to 6b, file Form 8870.			
<b>7a</b>	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>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			<b>7b</b>

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JP MORGAN CHASE BANK, N.A. 10 S DEARBORN ST; MC; IL 1-0111, CHICAGO, IL 60603	TRUSTEE 2	64,078.	-0-	-0-
RICHARD LEPORE 1626 WILDERNESS ROAD, WEST PALM BEACH, FL 33409	CO-TRUSTEE	9,969.	-0-	-0-
ALEXANDER LEPORE 130 SMITH ST, NEW YORK, NY 11729	CO-TRUSTEE	9,969.	-0-	-0-

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

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

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

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	9,128,571.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	530,060.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	9,658,631.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	9,658,631.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	144,879.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	9,513,752.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	475,688.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	475,688.
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5 . . . . .	<b>2a</b>	33,066.
<b>b</b>	Income tax for 2017. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	33,066.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	442,622.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	442,622.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	442,622.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	33,607.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	33,607.
<b>5</b>	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 . . . . .	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	33,607.

**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 . . . . .				442,622.
2 Undistributed income, if any, as of the end of 2017			NONE	
a Enter amount for 2016 only. . . . .				
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2017:				
a From 2012 . . . . .	NONE			
b From 2013 . . . . .	NONE			
c From 2014 . . . . .	NONE			
d From 2015 . . . . .	NONE			
e From 2016 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>33,607.</u>				
a Applied to 2016, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2017 distributable amount. . . . .				33,607.
e Remaining amount distributed out of corpus. . . . .	NONE			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b. . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018. . . . .				409,015.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2013 . . . . .	NONE			
b Excess from 2014 . . . . .	NONE			
c Excess from 2015 . . . . .	NONE			
d Excess from 2016 . . . . .	NONE			
e Excess from 2017 . . . . .	NONE			

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

NOT APPLICABLE

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

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

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

**1 Information Regarding Foundation Managers:**

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

N/A

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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:

N/A

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

N/A

**c** Any submission deadlines:

N/A

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

N/A

**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
<b>a</b> Paid during the year				
<b>Total</b> .....				▶ <b>3a</b>
<b>b</b> Approved for future payment				
<b>Total</b> .....				▶ <b>3b</b>





**Schedule of Contributors**

**2017**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

Name of the organization <b>THE NORMA PACE FOUNDATION XXXXX6002</b>	Employer identification number <b>81-6722062</b>
--	---

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> THE NORMA PACE FOUNDATION XXXXX6002	<b>Employer identification number</b> 81-6722062
--	---

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NORMA PACE INTERIM TRUST 10 S DEARBORN IL1-0111 CHICAGO, IL 60603	\$ 7,488,517.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	NORMA PACE INTERIM TRUST 10 S DEARBORN IL1-0111 CHICAGO, IL 60603	\$ 300,864.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE NORMA PACE FOUNDATION XXXXX6002

81-6722062

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	VARIOUS SECURITIES	\$ 8,875,242.	01/10/2017

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN DIVIDENDS	56,653.	56,653.
NONDIVIDEND DISTRIBUTIONS	316.	
DOMESTIC DIVIDENDS	106,317.	106,317.
CORPORATE INTEREST	2,976.	2,976.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	181.	
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	3,379.	3,379.
EXEMPT DIVIDENDS SUBJECT TO AMT - STATES	27.	
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - TE	3.	
NONQUALIFIED FOREIGN DIVIDENDS	8,138.	8,138.
NONQUALIFIED DOMESTIC DIVIDENDS	51,416.	51,416.
	-----	-----
TOTAL	229,406.	228,879.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME	-1,474.
TOTALS	----- -1,474. =====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	91.	91.
FEDERAL ESTIMATES - INCOME	46,000.	
FOREIGN TAXES ON QUALIFIED FOR	4,301.	4,301.
FOREIGN TAXES ON NONQUALIFIED	723.	723.
	-----	-----
TOTALS	51,115.	5,115.
	=====	=====

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
00171C403 AMG MG PICTET INTL-Z	368,000.	395,270.
002824100 ABBOTT LABORATORIES	10,112.	13,354.
00724F101 ADOBE SYSTEMS INC	17,848.	22,956.
00846U101 AGILENT TECHNOLOGIES	22,359.	25,181.
02079K107 ALPHABET INC/CA-CL C	63,150.	75,341.
02079K305 ALPHABET INC/CA-CL A	34,422.	37,922.
023135106 AMAZON.COM INC	57,538.	73,677.
026874784 AMERICAN INTERNATION	21,096.	20,853.
032511107 ANADARKO PETROLEUM C	10,631.	11,157.
032654105 ANALOG DEVICES INC	7,694.	12,642.
037833100 APPLE INC	101,933.	114,399.
060505104 BANK OF AMERICA CORP	25,511.	48,029.
064058100 BANK OF NEW YORK MEL	10,467.	12,119.
084670702 BERKSHIRE HATHAWAY I	23,187.	27,156.
09062X103 BIOGEN INC	6,367.	7,964.
09247X101 BLACKROCK INC	8,134.	10,788.
09253F879 ISHARES MSCI EAFEINT	1,259,955.	1,391,870.
101137107 BOSTON SCIENTIFIC CO	26,250.	24,790.
110122108 BRISTOL-MYERS SQUIBB	23,880.	27,576.
125509109 CIGNA CORP	10,838.	12,388.
125896100 CMS ENERGY CORP	13,739.	14,190.
14042Y601 CAPITAL GR NON US EQ	360,000.	406,931.
151020104 CELGENE CORP	19,300.	16,071.
16119P108 CHARTER COMMUNICATIO	27,816.	28,557.
172967424 CITIGROUP INC	42,331.	51,789.
20030N101 COMCAST CORP-CLASS A	19,575.	20,025.
20605P101 CONCHO RESOURCES INC	17,387.	19,829.
247361702 DELTA AIR LINES INC	15,786.	16,520.
25278X109 DIAMONDBACK ENERGY I	11,407.	14,645.

THE NORMA PACE FOUNDATION XXXXX6002

81-6722062

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
254687106 WALT DISNEY CO/THE	54,104.	51,067.
25470M109 DISH NETWORK CORP-A	15,235.	11,794.
256206103 DODGE & COX INTL STO	465,000.	500,194.
256746108 DOLLAR TREE INC	16,390.	19,101.
26078J100 DOWDUPONT INC	32,841.	47,789.
26875P101 EOG RESOURCES INC	38,478.	45,106.
26884L109 EQT CORP	11,128.	11,156.
277432100 EASTMAN CHEMICAL CO	15,753.	18,528.
30303M102 FACEBOOK INC-A	41,299.	49,409.
31620M106 FIDELITY NATIONAL IN	22,071.	24,275.
369550108 GENERAL DYNAMICS COR	22,424.	22,583.
375558103 GILEAD SCIENCES INC	8,784.	9,743.
38141G104 GOLDMAN SACHS GROUP	19,263.	21,909.
416515104 HARTFORD FINANCIAL S	14,151.	15,196.
437076102 HOME DEPOT INC	34,685.	44,729.
438516106 HONEYWELL INTERNATIO	48,071.	59,810.
45866F104 INTERCONTINENTAL EXC	9,086.	10,584.
459200101 INTL BUSINESS MACHIN	25,988.	25,928.
46434G822 ISHARES INC MSCI JAP	99,361.	117,403.
48129C207 JPMORGAN GL RES ENH	924,104.	1,032,618.
493267108 KEYCORP	15,353.	16,761.
500754106 THE KRAFT HEINZ CO	17,943.	15,008.
532457108 ELI LILLY & CO	26,173.	27,281.
548661107 LOWE'S COS INC	29,128.	33,365.
573284106 MARTIN MARIETTA MATE	17,480.	17,020.
574599106 MASCO CORP	19,455.	22,981.
57636Q104 MASTERCARD INC-CLASS	39,186.	52,976.
58933Y105 MERCK & CO. INC.	21,019.	21,776.
59156R108 METLIFE INC	12,025.	12,842.

THE NORMA PACE FOUNDATION XXXXX6002

81-6722062

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
594918104 MICROSOFT CORP	52,974.	106,326.
595017104 MICROCHIP TECHNOLOGY	13,025.	14,061.
60871R209 MOLSON COORS BREWING	14,071.	17,235.
609207105 MONDELEZ INTERNATION	30,929.	28,376.
617446448 MORGAN STANLEY	37,342.	59,029.
65339F101 NEXTERA ENERGY INC	10,963.	12,651.
654106103 NIKE INC -CL B	15,429.	18,077.
65473P105 NISOURCE INC	14,310.	15,402.
655844108 NORFOLK SOUTHERN COR	12,103.	14,345.
666807102 NORTHROP GRUMMAN COR	27,937.	31,612.
67066G104 NVIDIA CORP	12,539.	13,545.
67103H107 O'REILLY AUTOMOTIVE	23,006.	21,649.
674599105 OCCIDENTAL PETROLEUM	38,835.	44,196.
713448108 PEPSICO INC	23,866.	31,419.
71708L103 PFIZER INC	37,989.	43,536.
718172109 PHILIP MORRIS INTERN	34,734.	30,955.
723787107 PIONEER NATURAL RESO	27,474.	28,175.
78486Q101 SVB FINANCIAL GROUP	14,383.	18,702.
808513105 SCHWAB (CHARLES) COR	14,640.	19,212.
854502101 STANLEY BLACK & DECK	29,643.	36,823.
872540109 TJX COMPANIES INC	14,230.	14,145.
882508104 TEXAS INSTRUMENTS IN	15,725.	35,092.
90130A101 TWENTY-FIRST CENTURY	18,247.	22,410.
907818108 UNION PACIFIC CORP	24,385.	29,234.
913017109 UNITED TECHNOLOGIES	15,997.	16,712.
91324P102 UNITEDHEALTH GROUP I	57,829.	77,161.
92210H105 VANTIV INC - CL A	9,871.	10,076.
922908363 VANGUARD INDEX FDS S	1,329,407.	1,472,476.
92532F100 VERTEX PHARMACEUTICA	12,156.	15,136.

THE NORMA PACE FOUNDATION XXXXX6002

81-6722062

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
92826C839 VISA INC-CLASS A SHA	18,348.	22,804.
931427108 WALGREENS BOOTS ALLI	9,396.	7,988.
94106B101 WASTE CONNECTIONS IN	14,547.	16,813.
949746101 WELLS FARGO & CO	52,384.	59,457.
96208T104 WEX INC	11,168.	15,253.
98138H101 WORKDAY INC-CLASS A	8,685.	8,851.
98956P102 ZIMMER HOLDINGS INC	20,120.	21,841.
G0176J109 ALLEGION PLC	16,235.	16,230.
G0177J108 ALLERGAN PLC	41,672.	30,426.
G1151C101 ACCENTURE PLC-CL A	23,152.	30,618.
G2709G107 DELPHI TECHNOLOGIES	1,948.	2,361.
G47791101 INGERSOLL-RAND PLC	22,603.	22,654.
G6095L109 APTIV PLC	9,893.	11,537.
H1467J104 CHUBB LTD	36,237.	37,994.
Y09827109 BROADCOM LTD	45,595.	50,609.
TOTALS	7,068,713.	7,966,125.

THE NORMA PACE FOUNDATION XXXXX6002

81-6722062

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
256210105 DODGE & COX INCOME F	99,246.	98,815.
411511553 HARBOR HIGH YIELD BO	199,850.	198,269.
552746364 MFS EMERGING MKTS DE	95,257.	96,350.
592905764 METROPOLITAN WEST T/	189,877.	190,329.
921937603 VANGUARD TOTAL BOND	142,139.	142,371.
92203J308 VANGUARD TOTAL INTL	237,803.	237,636.
TOTALS	964,172.	963,770.

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
00191K609 AQR MANAGED FUTURES	C	96,574.	97,727.
00771X435 CHILTON STRATEGIC EU	C	141,177.	143,736.
024525131 AMER BCN NUM INTEGR	C	96,217.	93,932.
024525172 AMERICAN BEACON GLG	C	95,709.	93,943.
12628J881 CRM LONG/SHORT OPPOR	C	141,165.	144,262.
41015K714 JOHN HAN II -ABS RET	C	95,084.	91,092.
72201U638 PIMCO MTGE OPPORTUNI	C	94,665.	95,096.
TOTALS		760,591.	759,788.