

Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2017

Open to Public Inspection

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.

For calendar year 2017 or tax year beginning **AUGUST 1**, 2017, and ending **JULY 31**, 20 **18**

Name of foundation **LEVI, RAY & SHOUP FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) **2401 WEST MONROE STREET**

Room/suite

City or town, state or province, country, and ZIP or foreign postal code **SPRINGFIELD, IL 62704**

A Employer identification number
32-6007063

B Telephone number (see instructions)
(217)793-3800

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **16,903,261** (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____

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)	1,000,000			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	8,346	8,346		
	4 Dividends and interest from securities	506,135	506,135		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,514,481	514,481			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	15,623	15,623		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,000			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	15			
	24 Total operating and administrative expenses. Add lines 13 through 23	20,638	15,623		
	25 Contributions, gifts, grants paid	768,950			768,950
26 Total expenses and disbursements. Add lines 24 and 25	789,588	15,623		768,950	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	724,893				
b Net investment income (if negative, enter -0-)		498,858			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		23,915	23,915
	2 Savings and temporary cash investments	1,486,967	1,414,650	1,414,650
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)	1,025,120	1,025,120	1,022,770
	b Investments—corporate stock (attach schedule)	2,445,212	5,786,468	6,360,636
	c Investments—corporate bonds (attach schedule)	10,976,302	8,408,341	8,081,290
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	15,933,601	16,658,494	16,903,261
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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	17,000,000	18,000,000	
	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)	-1,066,399	-1,341,506	
	31 Total liabilities and net assets/fund balances (see instructions)	15,933,601	16,658,494	

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	15,933,601
2 Enter amount from Part I, line 27a	2	724,893
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	16,658,494
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,658,494

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.)
1a				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2
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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016			
2015			
2014			
2013			
2012			

- | | |
|---|----------|
| 2 Total of line 1, column (d) | 2 |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years | 3 |
| 4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 | 4 |
| 5 Multiply line 4 by line 3 | 5 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 |
| 7 Add lines 5 and 6 | 7 |
| 8 Enter qualifying distributions from Part XII, line 4
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. | 8 |

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		9,977
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2		
3	Add lines 1 and 2	3		9,977
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		9,977
6	Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a		9,894
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		9,894
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed EFTPS	9		83
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
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.		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? If "Yes," attach a detailed description of the activities.		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		✓
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		✓
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?		✓
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	✓	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ILLINOIS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	✓	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		✓
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	✓	

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		✓
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		✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NOT APPLICABLE	✓	
14 The books are in care of ► MIKE GORISZEWSKI Telephone no. ► (217)793-3800 Located at ► 2401 WEST MONROE STREET, SPRINGFIELD, IL ZIP+4 ► 62704-1439		
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 ►		✓

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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		✓
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?		✓
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?		✓

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

5a	During the year, did the foundation pay or incur any amount to:		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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		5b	
	Organizations relying on a current notice regarding disaster assistance, check here	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD H LEVI				
2401 W MONROE, SPRINGFIELD, IL 62704	TRUSTEE - 1 HOUR	0	0	0
AGNES E LEVI				
4601 GULF SHORE BLVD N PH2, NAPLES, FL 34103	TRUSTEE - 1 HOUR	0	0	0
LINDSAY M MATTHEWS				
1708 JOSEPHINE PLACE, SPINGFIELD, IL 62704	TRUSTEE - 1 HOUR	0	0	0
RYAN M LEVI				
1640 ILLINI ROAD, SPRINGFIELD, IL 62704	TRUSTEE - 1 HOUR	0	0	0

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

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

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		
Total number of others receiving over \$50,000 for professional services ▶		

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	
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	15,450,574
b	Average of monthly cash balances	1b	939,776
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	16,390,350
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	16,390,350
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	245,855
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,144,495
6	Minimum investment return. Enter 5% of line 5	6	807,225

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	807,225
2a	Tax on investment income for 2017 from Part VI, line 5	2a	9,977
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,977
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	797,248
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	797,248
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	797,248

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	768,950
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	768,950
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	768,950

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				797,248
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			704,872	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 768,950				
a Applied to 2016, but not more than line 2a			704,872	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2017 distributable amount				64,078
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				733,170
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)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

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

NOT APPLICABLE

- 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.

NOT APPLICABLE

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:

NOT APPLICABLE

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

NOT APPLICABLE

- c** Any submission deadlines:

NOT APPLICABLE

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

NOT APPLICABLE

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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE				768,950
Total			▶ 3a	768,950
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

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

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	
 Signature of officer or trustee	Date 12/11/18	Title TRUSTEE

May the IRS discuss this return with the preparer shown below?
 See instructions ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	JOSEPH M GORISZEWSKI		12/11/13		P01457418
	Firm's name ▶ JOSEPH M GORISZEWSKI	Firm's EIN ▶			
	Firm's address ▶ 2401 WEST MONRO STREET, SPRINGFIELD, IL 62704	Phone no.		(217)793-3800	

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No. 1545-0047

2017▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Go to www.irs.gov/Form990 for the latest information.**

Name of the organization

LEVI, RAY & SHOUP FOUNDATION

Employer identification number

32-6007063**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 $\frac{1}{3}$ % 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 (entering "N/A" in column (b) instead of the contributor name and address), 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).

Name of organization

Employer identification number

LEVI, RAY & SHOUP FOUNDATION

32-6007063

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	LEVI, RAY & SHOUP, INC. 2401 WEST MONROE STREET SPRINGFIELD, IL 62704-1439	\$ 1,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

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
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization

Employer identification number

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

Levi Ray & Shoup Foundation
EIN 32-6007063
Form 990-PF
Tax Year Ending - July 31, 2018

Page 1, Part I, Question 1 - Contributions, gifts, grants, etc.

Contribution received from Levi, Ray & Shoup, Inc.	<u>1,000,000</u>
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Page 1, Part I, Question 16c - Other Professional Fees

Investment management fees	<u>15,623</u>
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Total other professional fees	<u>15,623</u>
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Page 1, Part I, Question 18 - Taxes

FY18 Estimated tax payment - investment tax	<u>5,000</u>
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Total Taxes	<u>5,000</u>
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Page 1, Part I, Question 23 - Other Expenses

Annual Filing Fee - Illinois	<u>15</u>
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Total Other Expenses	<u>15</u>
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Page 4, Part VII-A, Question 10 - Schedule of Substantial Contributors

Levi, Ray & Shoup, Inc.
2401 West Monroe Street
Springfield, IL 62704

Levi Ray & Shoup Foundation
EIN 32-6007063
2017 990 PF, Page 2, Part II, Line 10a
Investments - U.S. and state government obligations

Security Name	Beginning of Year		End of Year	
	Book Value		Book Value	Fair Market Value
Westmiffin PA Gen Ob, 4.728%, Due 10/1/2023, \$1,000,000	1,025,120		1,025,120	1,022,770
Totals	<u>1,025,120</u>		<u>1,025,120</u>	<u>1,022,770</u>

(

"

Levi Ray & Shoup Foundation
 EIN 32-6007063
 2016 990 PF, Page 2, Part II, Line 10b
 Investments Corporate Stock

Security Name	Beginning of Year Book Value	End of Year	
		Book Value	Fair Market Value
SPDR S&P 500 ETF 6,000 Shares	1,432,643	4,773,899	5,401,536
AT&T, Inc, 30,000 Shares	1,012,569	1,012,569	959,100
Totals	<u>2,445,212</u>	<u>5,786,468</u>	<u>6,360,636</u>

Levi Ray & Shoup Foundation
 EIN 32-6007063
 2017 990 PF, Page 2, Part II, Line 10c
 Investments - Corporate Bonds

Security Name	Beginning of Year Book Value	End of Year	
		Book Value	Fair Market Value
American Express, 6.15%, Due 8/28/17, \$1,000,000	1,065,700	0	0
American Intl Group Inc, 3.9%, Due 4/1/26, \$500,000	517,265	517,265	491,905
Citigroup Inc, 6.875%, Due 6/1/25, \$800,000	1,012,720	1,012,720	909,824
Ford Motor Credit, 3.5%, Due 9/20/26, \$700,000	700,000	700,000	638,365
General Electric Capital Corp, 6%, Due 8/17/19, \$1,000,000	1,048,150	1,048,150	1,030,950
Goldman Sachs, 6.150%, Due 4/01/18, \$1,000,000	1,073,400	0	0
Hewlett Packard 4.050% Due 9/15/22 \$1,000,000	991,800	991,800	1,014,570
Reynolds American, 6.875%, Due 05/01/2020, \$400,000	446,920	446,920	424,212
Morgan Stanley, 5.950%, Due 12/28/2017, \$410,000	428,860	0	0
Morgan Stanley, 3.700%, Due 10/23/2024, \$1,000,000	1,005,000	1,005,000	989,190
PNC Bank n A Pittsburgh PA, 3.800%, Due 7/25/2023, \$600,000	618,186	618,185	601,044
Wells Fargo Company, 4.125%, Due 8/15/2013, \$1,000,000	1,048,500	1,048,500	1,005,200
Jeffries Group LLC, 4.850%, Due 1/15/27, \$1,000,000	1,019,801	1,019,801	976,030
Totals	10,976,302	8,408,341	8,081,290

Levi, Ray & Shoup Foundation
32-6007063

Tax Year Beginning August 1, 2016 and ending July 31, 2017

Page 11, Part XV - 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and Address	If recipient is an individual show any relationship to foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Boys & Girls Clubs of Central Illinois 300 S. 15th Street Springfield, IL 62708	Not Applicable	Unrelated	To assist organization with programs that enable young people to acquire the skills and qualities needed to become responsible citizens and leaders	50,000
Helping Hands of Springfield 930 S. 11th Street Springfield, IL 62703	Not Applicable	Unrelated	To assist organization with providing support to Springfield's homeless	500
Crime Stoppers of Sangamon & Menard Counties P.O. Box 1059 Springfield, IL 62705	Not Applicable	Unrelated	To assist law enforcement in the apprehension and conviction of criminals through making funds available for use as rewards in connection therewith	10,000
United Way of Central Illinois 730 E Vine Springfield, IL 62704	Not Applicable	Unrelated	To assist organization in supporting social service organizations in the Sangamon county area	500
American Heart Association 2525 Farragut Drive, Suite A Springfield, IL 62704-1433	Not Applicable	Unrelated	To support the cure for heart disease and stroke	5,000
Ronald McDonald House 610 N 7th Springfield, IL 62702	Not Applicable	Unrelated	To support programs that directly improve the health and well being of children	1,000
American Red Cross of the Heartland 1045 Outer Park Drive Springfield, IL 62704	Not Applicable	Unrelated	To support organization in their mission of disaster assistance - Hurricane Harvey	5,000
Central Illinois Food Bank 2000 E Moffat Springfield, IL 62702	Not Applicable	Unrelated	To assist organization in alleviating hunger in central Illinois	3,000
Sacred Heart Griffin High School 1200 W Washington Springfield, IL 62702	Not Applicable	Unrelated	To improve the education of youth attending Sacred Heart Griffin	10,000
Big Brother Big Sister 444 South Grand Avenue West Springfield, IL 62704	Not Applicable	Unrelated	To assist organization in serving kids in need of a positive role model	12,000

Levi, Ray & Shoup Foundation
32-6007063

Tax Year Beginning August 1, 2016 and ending July 31, 2017

Page 11, Part XV - 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and Address	If recipient is an individual show any relationship to foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Eastern Illinois University Foundation 600 Lincoln Avenue Charleston, IL 61920	Not Applicable	Unrelated	To improve the education of youth attending Eastern Illinois University	50,000
Memorial Medical Center Foundation One Memorial Plaza Springfield, IL 62781	Not Applicable	Unrelated	To assist organization in maintaining and improving the health care of the residents in the Springfield area	11,000
United Cerebral Palsy Land of Lincoln 101 North 16th Street, Suite 5 Springfield, IL 62703	Not Applicable	Unrelated	To assist organization with its mission to provide quality services, programs and advocacy to individuals with all types of disabilities	2,500
The Ricky King Foundation 5051 Castello Drive, #21 Naples, FL 34103	Not Applicable	Unrelated	To assist organization with its mission to enrich the lives of children with disabilities in Southwest Florida by providing essential medical equipment and services in times of need	1,000
Georges Malaika Foundation 244 Fifth Avenue, Suite N225 New York, NY 10001	Not Applicable	Unrelated	To assist organization in its mission to educate young African girls in the Democratic Republic of Congo	10,000
SPARC 232 Bruns Lane Springfield, IL 62702	Not Applicable	Unrelated	To assist organization in its mission to help persons dealing with intellectual and developmental disabilities	50,000
Chrst the King Church 1930 Barbary Drive Springfield, IL 62704	Not Applicable	Unrelated	To assist church with its mission	1,000
Girl Scouts of Central Illinois 3020 Baker Drive Springfield, IL 62703	Not Applicable	Unrelated	Assist organization with its mission of building girls of courage, confidence and character who make the world a better place	10,000
Abraham Lincoln Council, Boy Scouts of America 5231 South Sixth Street Road Springfield, IL 62703	Not Applicable	Unrelated	Assist organization in its goal of giving young people an appreciation of the outdoors through programs that teach leadership, community service and provide outdoor adventure	5,000
Partners for Breast Cancer Care, Inc 9470 Healthpark Circle	Not Applicable	Unrelated	To assist organization in its mission to rule out breast cancer in the Fort Myers community	2,500

Levi, Ray & Shoup Foundation

32-6007063

Tax Year Beginning August 1, 2016 and ending July 31, 2017

Page 11, Part XV - 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and Address	If recipient is an individual show any relationship to foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Fort Myers, FL 33908				
Illinois Jaycees Charitable Foundation PO Box 2222 Springfield, IL 62705	Not Applicable	Unrelated	To assist organization in their support of Illinois Jaycees	3,000
Faith Coalition for Common Good, Inc 2208 E Kansas Springfield, IL 62703	Not Applicable	Unrelated	To support organization in its mission of racial equality, civic engagement, a fair economy and participatory decision making	10,250
University of Illinois Foundation 1305 West Green Street Urbana, IL 61801	Not Applicable	Unrelated	To provide financial assistance for the UIS stadium turf project	20,000
Gold Star Mission PO Box 9785 Springfield, IL 62791	Not Applicable	Unrelated	To assist organization in its mission to pay tribute to fallen heroes	10,000
genHkds, Inc 3171 Greenhead Dr, Ste B Springfield, IL 62711	Not Applicable	Unrelated	To assist organization in its goal to create a generation of healthy kids through education, empowerment, improved nourishment and increased physical activity	5,000
SIU Foundation 409 W Calhoun Ave Springfield, IL 62794	Not Applicable	Unrelated	To assist in supporting camp (Camp COCO) for children with cancer and related blood disorders	1,500
Cavalier Programs Advisory Committee PO Box 261 Carlinville, IL 62626	Not Applicable	Unrelated	To assist organization in its educational mission	5,000
Orthopedic Center of Illinois Foundation 1301 S Koke Mill Road Springfield, IL 62711	Not Applicable	Unrelated	To assist organization in its charitable purpose to support projects promoting patient education, continuing medical education, and regional charitable organizations	5,000
Mia Ware Foundation Jacksonville, IL	Not Applicable	Unrelated	To support cancer education and research	1,000

Levi, Ray & Shoup Foundation
32-6007063

Tax Year Beginning August 1, 2016 and ending July 31, 2017

Page 11, Part XV - 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and Address	If recipient is an individual show any relationship to foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Springfield YMCA 701 South Fourth Street Springfield, IL 62703	Not Applicable	Unrelated	To assist organization in serving youth and providing its Adaptive Physical Education program for the disabled and support for their new building	251,000
Rutledge Youth Foundation 534 W Miller Springfield, IL 62702	Not Applicable	Unrelated	To assist organization in serving abused and neglected youth	5,000
American Cancer Society 687 Linton Ave Springfield, IL 62703	Not Applicable	Unrelated	To assist organization in eliminating cancer as a major health problem	3,500
Friend in Deed P.O. Box 15 Springfield, IL 62705-0015	Not Applicable	Unrelated	To help Springfield area residents that are in need during the Christmas holiday season	10,000
Greene County Historical & Genealogical Society P O Box 137 Carrollton, IL 62016	Not Applicable	Unrelated	To support society's mission to research, collect, care for, exhibit, and interpret items that illustrate the history of Greene County from settlement to present time	10,000
Springfield Area Arts Council 420 South Sixth Street Springfield, IL 62704	Not Applicable	Unrelated	To assist organization in promoting and supporting all community art forms and providing creative opportunities to participate in and enjoy the arts	1,000
Sojourn Shelter and Services, Inc 1800 Westchester Blvd Springfield, IL 62704	Not Applicable	Unrelated	To assist organization in its mission of ending domestic violence	3,000
Hope School Foundation 15 East Hazel Dell Lane Springfield, IL 62703	Not Applicable	Unrelated	To assist organization with its care of children and young adults having multiple disabilities	8,000
Alzheimer's Association, Greater Illinois Chapter 8430 W Bryn Mawr Ave., Suite 800 Chicago, IL 60631-3473	Not Applicable	Unrelated	To assist organization in its mission to eliminate Alzheimer's disease through advancement of research, to enhance care and support all affected, and to reduce the risk of dementia	1,000
Health Missions, Inc. PO Box 3614 Peoria, IL 61614	Not Applicable	Unrelated	To assist organization in enhancing exposure of natural health care to communities around the world	5,000

Levi, Ray & Shoup Foundation
32-6007063

Tax Year Beginning August 1, 2016 and ending July 31, 2017

Page 11, Part XV - 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and Address	If recipient is an individual show any relationship to foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Susan G. Komen 5005 LBJ Freeway, Suite 250 Dallas, TX 75244	Not Applicable	Unrelated	To support organization's mission to create a world without breast cancer	2,500
Prairie Heart Institute Foundation 619 E. Mason Street Springfield, IL 62701	Not Applicable	Unrelated	To support organization in its mission to provide world class heart care to the Springfield, IL area	10,000
Southeast High School 2350 East Ash Street Springfield, IL 62703	Not Applicable	Unrelated	To help support the annual Senior Breakfast for graduating students	500
Illinois Women in Leadership PO Box 5612 Springfield, IL 62706	Not Applicable	Unrelated	To assist organization in its goal to promote professionalism and develop leadership and management abilities through education, mentoring, networking, participation, encouragement and support as well as community involvement	1,000
Refuge Ranch, Inc 9350 Cascade Road Rochester, IL 62563	Not Applicable	Unrelated	To assist organization in rescuing neglected or abused horses and providing a mentoring program for children using horses	20,000
Children's Museum Foundation Corporation PO Box 9863 Springfield, IL 62791	Not Applicable	Unrelated	To assist organization in its support of a children's museum in Springfield, IL	4,000
Capital City Car Club PO Box 9481 Springfield, IL 62791-9481	Not Applicable	Unrelated	To support organization's event that benefits Contact Ministries	2,500
St. Jude's Childrens Research Hospital 4722 N. Sherdan Rd Peoria, IL 61614	Not Applicable	Unrelated	To assist organization in its mission to understand, treat and defeat childhood cancer and other life-threatening diseases	1,000
Make-A-Wish Foundation 13523 Barrett Parkway Dr, Suite 241 Ballwin, MO 63021	Not Applicable	Unrelated	To support organization in its vision to grant the wish of every child diagnosed with a life-threatening medical condition	10,000
M E R C Y. Communities	Not Applicable	Unrelated	To help the agency in providing support to homeless mothers and	33,000

Levi, Ray & Shoup Foundation
32-6007063

Tax Year Beginning August 1, 2016 and ending July 31, 2017

Page 11, Part XV - 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and Address	If recipient is an individual show any relationship to foundation manager or substantial contributor	Foundation status of recipient	their children	Purpose of grant or contribution	Amount
1344 N 5th Street Springfield, IL 62702					
Girls on the Run of Central Illinois 907 Clocktower Drive Springfield, IL 62704	Not Applicable	Unrelated		To support the organization in their effort to help girls embrace their individuality	2,500
American Lung Association of Central Illinois 3000 Kelly Lane Springfield, IL 62711	Not Applicable	Unrelated		To support organization in its goal to improve lung health and prevent lung disease	9,500
Fort Myers Beach PTO 2751 Oak Street Fort Myers Beach, FL 33931	Not Applicable	Unrelated		To support organization in its efforts to provide technical upgrades, supplies, enrichment and field trips to the students of Fort Myers Beach Elementary	1,500
Contact Ministries 1100 East Adams Springfield, IL 62703	Not Applicable	Unrelated		Serve the greater Springfield community by providing referrals, food, clothing, shelter, financial assistance and other programs	3,000
Illinois Stewardship Alliance 230 Broadway, Ste 200 Springfield, IL 62701	Not Applicable	Unrelated		To assist organization in its mission to cultivate local food and farm system that is economically viable, socially just and environmentally sustainable	3,100
Edison Sailing Center 1420 Del Rio Drive Fort Myers, FL 33901	Not Applicable	Unrelated		Support for the organization's US Junior Olympic Sailing Regatta	4,900
Lake Springfield Chstnian Assembly 1674 Luck Creek Lane Chatham, IL 62629	Not Applicable	Unrelated		Support the the 78th summer of Chnstian Camping in central Illinois	10,000
Pleasant Plains Historical Society PO Box 125 Pleasant Plains, IL 62677	Not Applicable	Unrelated		Support organization's efforts to build a new barn at the Clayville Historical site	3,000
West Side Chnstian Church 2850 Cider Mill Lane Springfield, IL 62702	Not Applicable	Unrelated		To help support Church's mission	1,000

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Recipient Name and Address	If recipient is an individual show any relationship to foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
The Outlet PO Box 2864 Springfield, IL 62708	Not Applicable	Unrelated	To support organization's mentoring program for fatherless youth in the Springfield, IL area	1,000
Amigos en Cristo Ministries PO Box 1225 Springfield, IL 62705	Not Applicable	Unrelated	To support organization's programs including two orphanages in Juarez	10,000
Illinois State Museum Society 502 S. Spring Street Springfield, IL 62706	Not Applicable	Unrelated	To help support the educational and research programs of the Illinois State Museum System	1,000
Illinois Presbyterian Home 2005 West Lawrence Springfield, IL 62703	Not Applicable	Unrelated	To help fund resident emergency call system and associated telephone and door security systems	5,000
Brandt-Thomas Education Center PO Box 9392 Springfield, IL 62791	Not Applicable	Unrelated	To support the advocacy of individuals who are blind or visually impaired	1,000
HSHS St. John's Foundation 800 E. Carpenter Street Springfield, IL 62769	Not Applicable	Unrelated	To support the expansion of St. John's hospital Neonatal Intensive Care Unit	1,000
Innovate Springfield, Inc 205 South Fifth Street, Suite 930 Springfield, IL 62701	Not Applicable	Unrelated	To support the Sangamon CEO program	3,000
Bethesda Lutheran Home 600 Hoffmann Drive Watertown, WI 53094	Not Applicable	Unrelated	To help support Bethesda's mission to support lives as independently and happily as possible while making the most of their God-given gifts, talents and abilities	500
Edgar Lee Masters Memorial Museum 105 S. Seventh Petersburg, IL 62675	Not Applicable	Unrelated	To support the Edgar Lee Masters Memorial Museum	1,000
Entrepreneur By Choice, Inc PO Box 486	Not Applicable	Unrelated	To assist organization in its charitable education purpose	2,500

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Bokeelia, FL 33922				
Teen Challenge of Florida, Inc PO Box 60802 Fort Myers, FL 33906	Not Applicable	Unrelated	To support organization's efforts to help young people and adults with addiction issues	1,000
Compass for Kids 501 S. 4th Street Springfield, IL 62701	Not Applicable	Unrelated	To support the organization in its efforts to provided the academic and social-emotional support to empower at-risk children and families	10,000
Bail-Chatham Educational Foundation 201 W Mulberry St Chatham, IL 62629	Not Applicable	Unrelated	To provide support to the Bail-Chatham Community Unit School District	2,500
Captains for Clean Water, Inc PO Box 1653 Fort Myers, FL 33902	Not Applicable	Unrelated	To support organization's efforts for the elimination of harmful, large-scale Lake Okeechobee discharges into the Caloosahatchee and St. Lucie River Estuaries	2,500
The James Project 907 Clocktower Drive, Suite C Springfield, IL 62704	Not Applicable	Unrelated	To help organization in its efforts to serve foster children in the Sangamon County area	1,000
Feral Cats Maui, Inc PO Box 555 Kula, HI 96790	Not Applicable	Unrelated	To support organization's efforts to rescue and care for feral/stray cats	200
Memorial Medical Center Foundation/Festival of Trees 701 N First Street Springfield, IL 62781	Not Applicable	Unrelated	To assist organization in maintaining and improving the health care of the residents in the Springfield area	1,000
National Italian-American Sports Hall of Fame 1431 W. Taylor Street Chicago, IL 60607	Not Applicable	Unrelated	To help organization in its efforts to provide support and educational opportunities to students of all backgrounds including support of disabled athletes that participate in the paralympics	1,000
Illinois Real Estate Education Foundation PO Box 19451 Springfield, IL 62794	Not Applicable	Unrelated	To provide support for the Bicentennial Plaza Dedication	1,000
Lincoln College	Not Applicable	Unrelated	To help support the school's mission as a student-centered institution that uniquely	1,000

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300 Keokuk Street Lincoln, IL 62656			empowers students to realize their full potential for success through quality educational programs and services	
Springfield Youth Hockey Association PO Box 8822 Springfield, IL 62791	Not Applicable	Unrelated	To assist organization in its goal to foster and teach good sportmanship and fair play in individual as well as team competition through promotion, organization and operation of hockey programs for youth players in the Greater Springfield area	500
Total				<u>768.950</u>