

EXTENDED TO JULY 15, 2019
Return of Private Foundation

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017 or tax year beginning **SEP 1, 2017** and ending **AUG 31, 2018**

Name of foundation: **POLK BROS. FOUNDATION, INC.**

Address: **20 W. KINZIE ST. CHICAGO, IL 60610-4600**

Room/suite: **1110**

Employer identification number: **36-6108293**

Telephone number: **312-527-4684**

City or town, state or province, country, and ZIP or foreign postal code: **CHICAGO, IL 60610-4600**

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): **\$ 432,924,309.**

J Accounting method: Cash Accrual Other (specify)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		77,851.	77,851.		
4 Dividends and interest from securities		1,725,465.	1,725,465.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		39,866,231.			
b Gross sales price for all assets on line 6a		59,787,739.			
7 Capital gain net income (from Part IV, line 2)			39,866,231.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2,067,115.	2,797,164.		STATEMENT 1
12 Total Add lines 1 through 11		43,736,662.	44,466,711.		
13 Compensation of officers, directors, trustees, etc		352,933.	35,293.		317,640.
14 Other employee salaries and wages		1,585,552.	132,260.		1,453,292.
15 Pension plans, employee benefits		421,891.	33,114.		388,776.
16a Legal fees		44,963.	13,967.		30,996.
b Accounting fees		53,340.	5,334.		48,006.
c Other professional fees		1,270,805.	1,253,595.		17,210.
17 Interest					
18 Taxes		395,658.	10,140.		115,192.
19 Depreciation and depletion					
20 Occupancy		144,839.	14,484.		130,355.
21 Travel, conferences, and meetings		94,179.	9,418.		84,761.
22 Printing and publications		3,786.	0.		3,786.
23 Other expenses		245,098.	<12,137.>		222,235.
24 Total operating and administrative expenses Add lines 13 through 23		4,613,044.	1,495,468.		2,812,249.
25 Contributions, gifts, grants paid		27,932,834.			27,932,834.
26 Total expenses and disbursements. Add lines 24 and 25		32,545,878.	1,495,468.		30,745,083.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		11,190,784.			
b Net investment income (if negative, enter -0-)			42,971,243.		
c Adjusted net income (if negative, enter -0-)				N/A	

34

SCANNED JUN 17 2019

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,078,144.	4,261,352.	4,261,352.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	STMT 7	314,647,149.	325,654,725.	428,662,957.
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		318,725,293.	329,916,077.	432,924,309.
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			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31			
	24 Unrestricted	318,725,293.	329,916,077.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances		318,725,293.	329,916,077.	
31 Total liabilities and net assets/fund balances		318,725,293.	329,916,077.	

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	318,725,293.
2 Enter amount from Part I, line 27a	2	11,190,784.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	329,916,077.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	329,916,077.

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 PUBLICLY TRADED STOCK	P		
b PASSTHROUGH K-1 CAPITAL GAINS	P		
c GAIN ON SALE OF PARTNERSHIP INTEREST	P		
d CAPITAL GAINS DIVIDENDS			
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 24,212,233.		19,921,508.	4,290,725.
b 8,192,863.			8,192,863.
c 24,550,837.			24,550,837.
d 2,831,806.			2,831,806.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			4,290,725.
b			8,192,863.
c			24,550,837.
d			2,831,806.
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	39,866,231.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

(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	30,134,718.	422,583,282.	.071311
2015	28,808,126.	432,255,962.	.066646
2014	29,098,909.	470,352,008.	.061866
2013	23,476,012.	451,564,185.	.051988
2012	22,998,209.	419,734,409.	.054792

2 Total of line 1, column (d)	2	.306603
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	.061321
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	432,118,259.
5 Multiply line 4 by line 3	5	26,497,924.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	429,712.
7 Add lines 5 and 6	7	26,927,636.
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	30,745,083.

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
- 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-)
- 3 Add lines 1 and 2
- 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)
- 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-
- 6 Credits/Payments:
 - a 2017 estimated tax payments and 2016 overpayment credited to 2017
 - b Exempt foreign organizations - tax withheld at source
 - c Tax paid with application for extension of time to file (Form 8868)
 - d Backup withholding erroneously withheld
- 7 Total credits and payments Add lines 6a through 6d
- 8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached
- 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed
- 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
- 11 Enter the amount of line 10 to be: Credited to 2018 estimated tax 6,570. Refunded

6a	276,282.
6b	0.
6c	160,000.
6d	0.

1	429,712.
2	0.
3	429,712.
4	0.
5	429,712.
6a	276,282.
6b	0.
6c	160,000.
6d	0.
7	436,282.
8	0.
9	
10	6,570.
11	0.

Part VII-A Statements Regarding Activities

- 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?
- 1b 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
- 1c 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 \$ 0. (2) On foundation managers \$ 0.
- e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.
- 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities
- 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?
- 4b If "Yes," has it filed a tax return on Form 990-T for this year?
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T
- 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. IL
- 8b 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
- 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

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions
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 WWW.POLKBROSFDN.ORG
14 The books are in care of POLK BROS FOUNDATION Telephone no 312-527-4684 Located at 20 W KINZIE ST, SUITE 1110, CHICAGO, IL ZIP+4 60654
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 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.

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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)
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
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years
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.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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?
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)

		Yes	No
5a	During the year, did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b X
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		352,933.	27,333.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EVETTE CARDONA - 20 W KINZIE, SUITE 1110, CHICAGO, IL 60654	VP PROGRAMS 37.50	204,733.	40,740.	0.
AMY HILL - 20 W KINZIE, SUITE 1110, CHICAGO, IL 60654	VP, INVESTMENTS & ADMIN 37.50	183,787.	43,027.	0.
SUZANNE KERBOW - 20 W KINZIE, SUITE 1110, CHICAGO, IL 60654	PROG DIRECTOR 37.50	155,333.	35,636.	0.
DEBORAH REZNICK - 20 W KINZIE, SUITE 1110, CHICAGO, IL 60654	PROG OFFICER 37.50	139,067.	32,849.	0.
DEBORAH E. BENNETT - 20 W KINZIE, SUITE 1110, CHICAGO, IL 60654	PROG OFFICER 37.50	138,053.	30,458.	0.
Total number of other employees paid over \$50,000				8

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MONITCELLO ASSOCIATES 1800 LARIMER STREET, DENVER, CO 80202	INVESTMENT CONSULTANT	300,000.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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	333,024,672.
b	Average of monthly cash balances	1b	5,344,198.
c	Fair market value of all other assets	1c	100,329,870.
d	Total (add lines 1a, b, and c)	1d	438,698,740.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	438,698,740.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,580,481.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	432,118,259.
6	Minimum investment return. Enter 5% of line 5	6	21,605,913.

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	21,605,913.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	429,712.	
b	Income tax for 2017 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b	2c	429,712.	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,176,201.	
4	Recoveries of amounts treated as qualifying distributions	4	0.	
5	Add lines 3 and 4	5	21,176,201.	
6	Deduction from distributable amount (see instructions)	6	0.	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	21,176,201.	

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	30,745,083.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	30,745,083.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	429,712.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	30,315,371.

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				21,176,201.
2 Undistributed income, if any, as of the end of 2017			0.	
a Enter amount for 2016 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017				
a From 2012	2,602,856.			
b From 2013	1,404,522.			
c From 2014	6,610,340.			
d From 2015	7,889,041.			
e From 2016	9,506,469.			
f Total of lines 3a through e	28,013,228.			
4 Qualifying distributions for 2017 from Part XII, line 4	30,745,083.			
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				21,176,201.
e Remaining amount distributed out of corpus	9,568,882.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))			0.	0.
6 Enter the net total of each column as indicated below	37,582,110.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract lines 4b, 4d, 4e, and 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	2,602,856.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	34,979,254.			
10 Analysis of line 9:				
a Excess from 2013	1,404,522.			
b Excess from 2014	6,610,340.			
c Excess from 2015	7,889,041.			
d Excess from 2016	9,506,469.			
e Excess from 2017	9,568,882.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
BOARD GRANTS	N/A	PC	SEE SCHEDULE	14,648,774.
DISCRETIONARY GRANTS	N/A	PC	SEE SCHEDULE	89,400.
EXECUTIVE DISCRETIONARY GRANTS	N/A	PC	SEE SCHEDULE	260,000.
FAMILY GRANTS	N/A	PC	SEE SCHEDULE	210,000.
LEGACY GIFT	N/A	PC	SEE SCHEDULE	4,400,000.
Total	SEE CONTINUATION SHEET(S)			27,932,834.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address	Grant Amount	Date of Grant	Amount Expended	Verification Date
<p style="text-align: center;">NO. 1</p> <p>WOODS FUND OF CHICAGO 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601</p>	100,000.	02/24/17	100,000.	12/31/17
<p>Purpose of Grant</p> <p>IN SUPPORT OF THE POLICE ACCOUNTABILITY COMMUNITY ENGAGEMENT STRATEGY WORKING IN 38 WARDS ACROSS CHICAGO TO DEVELOP A COMPREHENSIVE COMMUNITY ENGAGEMENT STRATEGY CENTERED ON POLICING AND POLICE ACCOUNTABILITY AND TO SUPPORT ITS INITIAL IMPLEMENTATION.</p>				
Date of Reports by Grantee		Diversions by Grantee		
NOT REQUIRED UNTIL NEXT FISCAL YEAR AS WRITTEN IN GRANT CONT		NONE		
<p>Results of Verification</p>				

FORM 990-PF	OTHER INCOME		STATEMENT 1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	3,719.	329.	
SECTION 965(A) INCOME INCLUSION	450,965.	450,965.	
PARTNERSHIP INCOME	1,612,431.	2,345,870.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,067,115.	2,797,164.	

FORM 990-PF	LEGAL FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUARLES & BRADY	42,892.	13,346.		29,546.
VEDDAR PRICE	2,071.	621.		1,450.
TO FM 990-PF, PG 1, LN 16A	44,963.	13,967.		30,996.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PLANTE MORAN	53,340.	5,334.		48,006.
TO FORM 990-PF, PG 1, LN 16B	53,340.	5,334.		48,006.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MONTICELLO ASSOCIATES	300,000.	300,000.		0.
OTHER	970,805.	953,595.		17,210.
TO FORM 990-PF, PG 1, LN 16C	1,270,805.	1,253,595.		17,210.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	125,332.	10,140.		115,192.
FEDERAL EXCISE TAXES	270,000.	0.		0.
FED/STATE INCOME TAXES	326.	0.		0.
TO FORM 990-PF, PG 1, LN 18	395,658.	10,140.		115,192.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELIVERY & MESSENGERS	2,392.	120.		2,272.
DUES & SUBSCRIPTIONS	34,424.	1,975.		32,449.
INSURANCE	27,935.	2,793.		25,142.
MAINTENANCE & REPAIRS	21,035.	2,104.		18,932.
OFFICE EXPENSE	19,860.	1,986.		17,874.
OFFICE SUPPLIES	8,465.	846.		7,618.
POSTAGE	1,183.	59.		1,124.
UTILITIES	3,062.	306.		2,756.
TECHNOLOGY SERVICES	126,562.	12,656.		113,906.
FURNITURE AND EQUIPMENT	180.	18.		162.
LESS: EXPENSES ALLOCATED TO UBIT	0.	<35,000.>		0.
TO FORM 990-PF, PG 1, LN 23	245,098.	<12,137.>		222,235.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENTS	COST	325,654,725.	428,662,957.
TOTAL TO FORM 990-PF, PART II, LINE 13		325,654,725.	428,662,957.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SANDRA P. GUTHMAN 20 W KINZIE, SUITE 1110 CHICAGO, IL 60654	CHAIR 3.00	0.	0.	0.
RAYMOND SIMON 20 W KINZIE, SUITE 1110 CHICAGO, IL 60654	VICE CHAIR 3.00	0.	0.	0.
HOWARD POLK 20 W KINZIE, SUITE 1110 CHICAGO, IL 60654	TREASURER 3.00	0.	0.	0.
CHERRYL THOMAS 20 W KINZIE, SUITE 1110 CHICAGO, IL 60654	SECRETARY 3.00	0.	0.	0.
ELIZABETH CONNELLY 20 W KINZIE, SUITE 1110 CHICAGO, IL 60654	DIRECTOR 3.00	0.	0.	0.
MARY DEMPSEY 20 W KINZIE, SUITE 1110 CHICAGO, IL 60654	DIRECTOR 3.00	0.	0.	0.
DAVID SNYDER 20 W KINZIE, SUITE 1110 CHICAGO, IL 60654	DIRECTOR 3.00	0.	0.	0.
NANCY LEWIS 20 W KINZIE, SUITE 1110 CHICAGO, IL 60654	DIRECTOR 3.00	0.	0.	0.
GILLIAN DARLOW 20 W KINZIE, SUITE 1110 CHICAGO, IL 60654	CEO 37.50	352,933.	27,333.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		352,933.	27,333.	0.