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Form **990-PF**

# Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

**2012**Department of the Treasury  
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation <b>EDWARD F &amp; IRMA HUNTER FOUNDATION</b>		A Employer identification number <b>23-7065471</b>
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 906</b>	Room/suite	B Telephone number (see instructions) <b>574-287-5977</b>
City or town, state, and ZIP code <b>NILES MI 49120-0906</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 4,847,233</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	160,895	160,895		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 <b>STMT 1</b>	238,163			
	b Gross sales price for all assets on line 6a <b>2,174,245</b>				
	7 Capital gain net income (from Part IV, line 2)		238,163		
	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	399,058	399,058	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	28,500	4,200		24,300
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) <b>STMT 2</b>	4,740	3,740		1,000
	c Other professional fees (attach schedule) <b>STMT 3</b>	86,670	36,670		50,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <b>STMT 4</b>	4,578	4,578		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) <b>STMT 5</b>	3,522	2,922		600
	24 Total operating and administrative expenses. Add lines 13 through 23	128,010	52,110	0	75,900
	25 Contributions, gifts, grants paid	97,000			97,000
26 Total expenses and disbursements. Add lines 24 and 25	225,010	52,110	0	172,900	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	174,048				
b Net investment income (if negative, enter -0-)		346,948			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash – non-interest-bearing		132,378	236,461	236,461
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) <b>SEE STMT 6</b>		2,671,719	2,507,300	3,350,107
	c	Investments – corporate bonds (attach schedule) <b>SEE STMT 7</b>		1,052,147	1,195,024	1,238,664
<b>Liabilities</b>	11	Investments – land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach sch) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule)				
	14	Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach sch) ▶				
	15	Other assets (describe ▶ <b>SEE STATEMENT 8</b> )		1	90,200	22,001
	16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)		3,856,245	4,028,985	4,847,233
	17	Accounts payable and accrued expenses				
	18	Grants payable				
<b>Net Assets or Fund Balances</b>	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ )				
	23	<b>Total liabilities</b> (add lines 17 through 22)		0	0	
		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>				
<b>Net Assets or Fund Balances</b>	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		3,856,245	4,028,985	
	30	<b>Total net assets or fund balances</b> (see instructions)		3,856,245	4,028,985	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		3,856,245	4,028,985	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,856,245
2	Enter amount from Part I, line 27a	2	174,048
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,030,293
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 9</b>	5	1,308
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	4,028,985

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE STATEMENT FOR PART I, LINE 6A</b>				
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			

  

<b>2</b> Capital gain net income or (net capital loss) <span style="border-left: 1px solid black; padding-left: 10px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>	<b>2</b>	<b>238,163</b>
<b>3</b> 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	<b>3</b>	

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

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

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

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

☐ Yes ☒ No

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

**1 Enter the appropriate amount in each column for each year, see 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))
2011	182,400	4,628,297	0.039410
2010	195,400	4,584,282	0.042624
2009	181,300	4,310,243	0.042063
2008	277,050	4,806,954	0.057635
2007	269,115	5,490,527	0.049014

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>0.230746</b>
<b>3</b> Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	<b>0.046149</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	<b>4,682,599</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>216,097</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>3,469</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>219,566</b>
<b>8</b> 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	<b>8</b>	<b>172,900</b>

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	<b>6,939</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>6,939</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>6,939</b>
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	<b>4,000</b>
<b>b</b>	Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	<b>5,000</b>
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>9,000</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	<b>2,061</b>
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <b>2,061</b> <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<b>X</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		<b>X</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		<b>X</b>
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	<b>X</b>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>MI</b>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	<b>X</b>	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

N/A

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		<b>X</b>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <b>N/A</b>	13	<b>X</b>	
14	The books are in care of ▶ <b>JAMES F KEENAN</b> <b>211 W WASHINGTON ST</b> Located at ▶ <b>SOUTH BEND</b> IN ZIP+4 ▶ <b>46601</b> Telephone no ▶ <b>574-287-5977</b>			
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 2012, 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 Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No <b>X</b>

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	<b>X</b>
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 2012? <b>N/A</b>	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ▶ 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) <b>N/A</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012) <b>N/A</b>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<b>X</b>
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 2012?	4b	<b>X</b>

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

<b>5a</b> During the year did the foundation pay or incur any amount to				
(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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
<b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

(a) Name and address	(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 10				

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

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

Total number of other employees paid over \$50,000

0

**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
WALTER & KEENAN FINANCIAL CONSULTING SOUTH BEND 211 W WASHINGTON #2400 IN 46601	INVESTMENT SERV	86,670

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 (see instructions)**

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



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>4,547,488</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>184,419</b>
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	<b>22,001</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>4,753,908</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>4,753,908</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	<b>71,309</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>4,682,599</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>234,130</b>

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>234,130</b>
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	<b>6,939</b>
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>6,939</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>227,191</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>227,191</b>
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>227,191</b>

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	<b>1a</b>	<b>172,900</b>
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>172,900</b>
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	<b>0</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>172,900</b>

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				<b>227,191</b>
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			<b>30,522</b>	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <b>172,900</b>				
<b>a</b> Applied to 2011, but not more than line 2a			<b>30,522</b>	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2012 distributable amount				<b>142,378</b>
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				<b>84,813</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

**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 2012, enter the date of the ruling ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

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

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed  
**JAMES F KEENAN 574-287-5977**  
**211 W WASHINGTON ST SOUTH BEND IN 46601**

**b** The form in which applications should be submitted and information and materials they should include  
**SEE STATEMENT 11**

**c** Any submission deadlines  
**NONE**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
**NONE**

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year				
<b>FERRY ST RESOURCE CENTER</b>	NONE		GENERAL USE	2,000
<b>GNERED - FULL EMPLOYMENT CORP</b>	NONE		GENERAL USE	25,000
<b>NILES COMMUNITY SCHOOLS</b>	NONE		NEW TECH	20,000
<b>NILES POLICE DEPARTMENT</b>	NONE		SQUAD CAR UNIT	6,000
<b>NILES/BUCHANAN MEALS ON WHEELS</b>	NONE		GENERAL USE	1,500
<b>THE SALVATION ARMY</b>	NONE	FEED HIS SHEEP MATCH		10,000
<b>YMCA</b>	NONE		GENERAL USE	2,500
<b>LAKELAND HEALTH FOUNDATION</b>	NONE		ER RENOVATION	25,000
<b>UNITED WAY OF NILES</b>	NONE		GENERAL USE	5,000
<b>Total</b>			▶ 3a	97,000
<b>b</b> Approved for future payment				
<b>SEE STATEMENT 12</b>				120,000
<b>Total</b>			▶ 3b	120,000

**Part XVI-A      Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities			<b>14</b>	<b>160,895</b>	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory			<b>14</b>	<b>238,163</b>	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		<b>0</b>		<b>399,058</b>	<b>0</b>
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				<b>13</b>	<b>399,058</b>

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



## Federal Statements

11/11/2013 9:28 AM

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description		How Received		Whom Sold		Net Gain / Loss
Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	
4352.561 JENSEN QUALITY GROWTH FUND	9/23/11 2/08/12	\$ 122,481	\$ 105,724	\$	\$	16,757
1624.919 JP MORGAN HIGHBRIDGE	6/27/11 2/08/12	24,356	25,851			-1,495
15974.800 JP MORGAN HIGHBRIDGE	VARIOUS 2/08/12	239,444	254,149			-14,705
7231.138 KEELEY SMALL CAP VALUE	VARIOUS 2/08/12	186,853	96,107			90,746
100000.000 DISNEY 6.375%	8/12/04 3/01/12	100,000	99,020			980
250.000 DIAGEO PLC	9/10/10 3/29/12	24,111	16,951			7,160
21601.919 OAKMARK INTERNATIONAL	VARIOUS 6/28/12	360,968	421,375			-60,407
1476.902 SEQUOIA FUND	VARIOUS 6/28/12	221,028	129,536			91,492
200.000 PHILIP MORRIS INTL INC	2/21/12 6/28/12	16,932	16,467			465
300.000 PHILIP MORRIS INT INC	9/10/10 6/28/12	25,399	16,458			8,941
0.667 DUKE ENERGY CORP	2/21/12 7/06/12	45	42			3
30303.981 GOLDMAN SACHS ABSOLUTE RTN	VARIOUS 8/01/12	270,898	283,000			-12,102
5693.226 COLUMBIA ACORN FUND	VARIOUS 9/11/12	179,109	129,425			49,684
4518.753 FIRST EAGLE OVERSEAS	VARIOUS 9/11/12	100,000	91,977			8,023
6109.167 PERMANENT PORTFOLIO	VARIOUS 10/15/12	300,265	250,000			50,265
CAPITAL GAIN DIV	12/01/11 12/31/12	2,356				2,356

## Federal Statements

11/11/2013 9:28 AM

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received	Whom Sold		
Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation
					Net Gain / Loss
		\$ 2,174,245	\$ 1,936,082	\$ 0	\$ 238,163
TOTAL					

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
HASLETT & GAYNOR CPA'S	\$ 4,740	\$ 3,740	\$	\$ 1,000
TOTAL	\$ 4,740	\$ 3,740	\$ 0	\$ 1,000

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WALTER & KEENAN FINANCIAL CONSUL	\$ 86,670	\$ 36,670	\$	\$ 50,000
TOTAL	\$ 86,670	\$ 36,670	\$ 0	\$ 50,000

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAX	\$ 4,578	\$ 4,578	\$	\$
TOTAL	\$ 4,578	\$ 4,578	\$ 0	\$ 0



**Federal Statements**

23-7065471

FYE: 12/31/2012

**Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
MICHIGAN COUNCIL OF FOUNDATIO	1,400	800		600
OTHER EXPENSES	2,122	2,122		
TOTAL	3,522	2,922	0	600

**Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
COLUMBIA ACORN FD Z	\$ 130,268	\$	COST	\$
CALAMOS CONVERTIBLE OPP FUND		63,034	COST	59,700
FIRST EAGLE SOGEN FD	264,911	272,934	COST	295,266
WISDOMTREE EMERGING MARKETS		82,360	COST	85,785
JENSEN PORTFOLIO CLASS J	105,724		COST	
KEELEY SMALL CAP VALUE FD	96,107		COST	
OAKMARK INTL FUND	421,375		COST	
SEQUOIA FUND	130,000		COST	
3M COMPANY	24,970	42,488	COST	46,425
ABBOTT LABS	3,303	3,302	COST	131,000
ALTRIA GROUP INC		47,841	COST	47,160
BHP BILLITON		46,457	COST	56,296
BLACKROCK INC		52,518	COST	62,013
COLGATE PALMOLIVE		2,824	COST	156,810
CONOCOPHILLIPS		49,488	COST	52,191
DIAGEO PLC			COST	
DUKE ENERGY CORP	16,951	46,925	COST	51,040
ELI LILLY CO	19,391	36,613	COST	49,320
EXELON CORP	24,985	53,950	COST	41,636
EXXON MOBIL		11,148	COST	216,375
GE		16,370	COST	62,970
INTEL CORP	24,738	59,063	COST	55,674
JOHNSON & JOHNSON	19,513	19,513	COST	154,220
LOCKHEED MARTIN		55,660	COST	55,374

## Federal Statements

23-7065471

FYE: 12/31/2012

11/11/2013 9:28 AM

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MCDONALDS CORP	\$ 19,062	\$ 47,753	COST	\$ 48,516
MICROSOFT CORP	22,431	59,065	COST	53,419
NATIONAL GRID	24,338	50,958	COST	57,440
NESTLE		53,126	COST	58,653
NORTHERN TRUST CORP	39,294	39,294	COST	55,176
NOVARTIS		44,489	COST	50,640
PEPSICO	18,653	48,218	COST	51,322
PFIZER	22,873	37,735	COST	50,159
PHILIP MORRIS INTL	16,458		COST	
PROCTER & GAMBLE	18,293	49,924	COST	54,312
SYSCO CORP	20,657	50,738	COST	53,822
UNILEVER		50,094	COST	57,450
VERIZON COMMUNICATIONS	22,645	34,206	COST	43,270
VODAFONE GROUP		56,000	COST	50,380
WALMART STORES		41,557	COST	47,761
WASTE MANAGEMENT		58,788	COST	60,732
GOLDMAN SACHS ABSOLUTE RTN	283,000		COST	
JP MORGAN HIGHBRIDGE	280,000		COST	
PERMANENT PORTFOLIO	250,000		COST	
HEALTH CARE REIT		52,792	COST	55,161
MEDICAL PROPERTIES REIT		40,643	COST	41,860
PIMCO ALL ASSET FUND		350,000	COST	354,348
PIMCO GLOBAL MULTI ASSET FD	321,437	321,437	COST	369,031
STARWOOD PROPERTY TRUST		57,995	COST	57,400
TOTAL	\$ 2,671,719	\$ 2,507,300		\$ 3,350,107

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100000 DISNEY 6.375% 3-1-12	\$ 99,020	\$	COST	\$
100000 LEHMAN BROS 0% 11-01-14	100,039		COST	
2000 ANNALY CAP MGMT 7.625%		51,107	COST	50,200
800 WACHOVIA 7.25% PFD	20,105	20,105	COST	21,128

## Federal Statements

11/11/2013 9:28 AM

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ALLIANCE BERSTEIN INCOME FUND	\$	\$ 98,230	COST	\$ 93,150
BLACKSTONE/GSO		55,536	COST	56,250
VANGUARD GNMA FD #36	121,205	121,205	COST	126,368
NUVEEN FLOATING RATE INCOME OPP		86,799	COST	85,750
PIMCO FOREIGN BOND FD	264,524	264,524	COST	299,201
PIMCO UNCONSTRAINED BOND FD	174,662	174,662	COST	178,366
LOOMIS SAYLES BOND CL I	172,592	172,592	COST	181,729
DRIEHAUS ACTIVE INCOME FD	100,000	100,000	COST	94,592
TEMPLETON EMERGING MARKETS		50,264	COST	51,930
TOTAL	\$ 1,052,147	\$ 1,195,024		\$ 1,238,664

**Federal Statements****Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
TERRY CO LAND TRUST	\$ 1	\$ 1	\$ 1
LEHMAN BROS BANKRUPTCY CLAIM		90,199	22,000
TOTAL	<u>\$ 1</u>	<u>\$ 90,200</u>	<u>\$ 22,001</u>

**Statement 9 - Form 990-PF, Part III, Line 5 - Other Decreases**

Description	Amount
RETURN OF PRINCIPAL	\$ 1,308
TOTAL	<u>\$ 1,308</u>

## Federal Statements

Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,  
Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DONALD F WALTER 211 W WASHINGTON ST SOUTH BEND IN 46601	TRUSTEE	2.00	4,200	0	0
WILLIAM R RACINE 14720 MEADOW LANE LAKESIDE MI 49116	TRUSTEE	2.00	3,600	0	0
GERALD H FRIELING JR 1111 S LINCOLN AVE NILES MI 49120	TRUSTEE	2.00	4,200	0	0
DAVID L LAWRENCE 1639 CEDAR STREET NILES MI 49120	TRUSTEE	2.00	4,200	0	0
JERRY FRENCH 2578 PROSPECT POINT NILES MI 49120	TRUSTEE	2.00	4,200	0	0
JAMES F KEENAN 21640 REVENNA DR SOUTH BEND IN 46628	PRESIDENT	2.00	4,200	0	0
WILLIAM D HASLETT ONE SOUTH FIFTH STREET NILES MI 49120	TRUSTEE	2.00	3,900	0	0

**Federal Statements****Statement 11 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents****Description**

SUBMIT A WRITTEN REQUEST. INCLUDE COMPLETE DETAILS ABOUT THE ORGANIZATION, THE PURPOSE OF THE REQUEST AND THE INTENDED USE OF THE GRANT PROCEEDS. APPLICATIONS MUST MEET IRS CHARITABLE STANDARDS.

**Form 990-PF, Part XV, Line 2c - Submission Deadlines****Description**

NONE

**Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations****Description**

NONE

## Federal Statements

23-7065471

FYE: 12/31/2012

Statement 12 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for  
Future Pmt

Name	Relationship	Address Status	Address Purpose	Amount
LAKELAND HEALTH FDN	NONE		HANSON HOSPICE CTR	50,000
NILES CHARTER TOWNSHIP	NONE		IN/MI RIVER VALLEY TRAIL	10,000
NILES COMMUNITY SCHOOLS	NONE		NEW TECH	50,000
THE SALVATION ARMY	NONE		FEED HIS SHEEP MATCH	10,000
TOTAL				<u>120,000</u>