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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                |                                                                                                                                                 |                                                                                                                                                                              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>THE LEIGHTON-OARE FOUNDATION, INC.</b>                                                                                                                                                                                                                                                |                                                                                                                                                 | A Employer identification number<br><b>35-6034243</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>1999 MORRIS DRIVE</b>                                                                                                                                                                                                  | Room/suite                                                                                                                                      | B Telephone number<br><b>269-687-6290</b>                                                                                                                                    |
| City or town, state, and ZIP code<br><b>NILES, MI 49120</b>                                                                                                                                                                                                                                                    |                                                                                                                                                 | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |                                                                                                                                                 | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input 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<br>(from Part II, col. (c), line 16)<br>\$ <b>19,886,122.</b>                                                                                                                                                                                                 | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><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<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) |  | (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                                                                                                |  |                                    |                           |                         |                                                             |
| 4 Dividends and interest from securities                                                                                                            |  | 434,864.                           | 434,864.                  |                         | STATEMENT 1                                                 |
| 5a Gross rents                                                                                                                                      |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                       |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                            |  | 574,791.                           |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                                                                       |  | 3,218,065.                         |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                    |  |                                    | 574,791.                  |                         |                                                             |
| 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                                                                                                                                     |  | 25,612.                            | 25,612.                   |                         | STATEMENT 2                                                 |
| 12 Total. Add lines 1 through 11                                                                                                                    |  | 1,035,267.                         | 1,035,267.                |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                                                                              |  | 2,000.                             | 1,000.                    |                         | 1,000.                                                      |
| 14 Other employee salaries and wages                                                                                                                |  |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                                                                                 |  |                                    |                           |                         |                                                             |
| 16a Legal fees                                                                                                                                      |  |                                    |                           |                         |                                                             |
| b Accounting fees STMT 3                                                                                                                            |  | 5,940.                             | 2,970.                    |                         | 2,970.                                                      |
| c Other professional fees STMT 4                                                                                                                    |  | 95,041.                            | 47,521.                   |                         | 47,520.                                                     |
| 17 Interest                                                                                                                                         |  |                                    |                           |                         |                                                             |
| 18 Taxes STMT 5                                                                                                                                     |  | 7,571.                             | 3,786.                    |                         | 3,785.                                                      |
| 19 Depreciation and depletion                                                                                                                       |  |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                                                                        |  |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                                                                                |  |                                    |                           |                         |                                                             |
| 22 Printing and publications                                                                                                                        |  |                                    |                           |                         |                                                             |
| 23 Other expenses STMT 6                                                                                                                            |  | 47.                                | 24.                       |                         | 23.                                                         |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                             |  | 110,599.                           | 55,301.                   |                         | 55,298.                                                     |
| 25 Contributions, gifts, grants paid                                                                                                                |  | 1,276,350.                         |                           |                         | 1,276,350.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                            |  | 1,386,949.                         | 55,301.                   |                         | 1,331,648.                                                  |
| 27 Subtract line 26 from line 12                                                                                                                    |  | -351,682.                          |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                 |  |                                    | 979,966.                  |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                    |  |                                    |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                      |  |                                    |                           | N/A                     |                                                             |

MAY 23 2013

| 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                                                             |                                                                                                 |                | 1,349,909.            | 459,105.    | 459,105.   |
|                                                         | 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 STMT 7                            |                                                                                                 |                | 744,587.              | 555,458.    | 564,445.   |
|                                                         | b Investments - corporate stock STMT 8                                                    |                                                                                                 |                | 5,847,752.            | 5,780,276.  | 7,530,594. |
|                                                         | c Investments - corporate bonds STMT 9                                                    |                                                                                                 |                | 1,225,775.            | 1,381,890.  | 1,431,896. |
| 11 Investments - land, buildings, and equipment basis ▶ |                                                                                           |                                                                                                 |                |                       |             |            |
| Less accumulated depreciation ▶                         |                                                                                           |                                                                                                 |                |                       |             |            |
| 12 Investments - mortgage loans                         |                                                                                           |                                                                                                 |                |                       |             |            |
| 13 Investments - other STMT 10                          |                                                                                           |                                                                                                 | 8,399,836.     | 8,923,836.            | 9,493,229.  |            |
| 14 Land, buildings, and equipment basis ▶               |                                                                                           |                                                                                                 |                |                       |             |            |
| Less accumulated depreciation ▶                         |                                                                                           |                                                                                                 |                |                       |             |            |
| 15 Other assets (describe ▶ STATEMENT 11)               |                                                                                           |                                                                                                 | 321,643.       | 437,255.              | 406,853.    |            |
| 16 Total assets (to be completed by all filers)         |                                                                                           |                                                                                                 | 17,889,502.    | 17,537,820.           | 19,886,122. |            |
| 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 type="checkbox"/>                   |                                                                                                 |                |                       |             |            |
|                                                         | 24 Unrestricted                                                                           |                                                                                                 |                |                       |             |            |
|                                                         | 25 Temporarily restricted                                                                 |                                                                                                 |                |                       |             |            |
|                                                         | 26 Permanently restricted                                                                 |                                                                                                 |                |                       |             |            |
|                                                         | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> |                                                                                                 |                |                       |             |            |
|                                                         | 27 Capital stock, trust principal, or current funds                                       |                                                                                                 |                | 13,297,780.           | 13,297,780. |            |
|                                                         | 28 Paid-in or capital surplus, or land, bldg, and equipment fund                          |                                                                                                 |                | 0.                    | 0.          |            |
|                                                         | 29 Retained earnings, accumulated income, endowment, or other funds                       |                                                                                                 |                | 4,591,722.            | 4,240,040.  |            |
| 30 Total net assets or fund balances                    |                                                                                           |                                                                                                 | 17,889,502.    | 17,537,820.           |             |            |
| 31 Total liabilities and net assets/fund balances       |                                                                                           |                                                                                                 | 17,889,502.    | 17,537,820.           |             |            |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 17,889,502. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | -351,682.   |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.          |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 17,537,820. |
| 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 | 17,537,820. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|-----------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|--------------------------------------------------|------------------------------------|--------------------------------|
| 1a                                                                                                                                | CHARLES SCHWAB #8130-5394 - SEE ATTACHED | P                                                | VARIOUS                            | VARIOUS                        |
| b                                                                                                                                 | CHARLES SCHWAB #8130-5394 - SEE ATTACHED | P                                                |                                    |                                |
| c                                                                                                                                 | CAPITAL GAINS DIVIDENDS                  |                                                  |                                    |                                |
| d                                                                                                                                 |                                          |                                                  |                                    |                                |
| e                                                                                                                                 |                                          |                                                  |                                    |                                |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 599,375.            |                                            | 557,284.                                        | 42,091.                                      |
| b 2,597,097.          |                                            | 2,085,990.                                      | 511,107.                                     |
| c 21,593.             |                                            |                                                 | 21,593.                                      |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                               | (i) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| (i) FMV as of 12/31/69                                                                      | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                              |
| a                                                                                           |                                      |                                               | 42,091.                                                                                      |
| b                                                                                           |                                      |                                               | 511,107.                                                                                     |
| c                                                                                           |                                      |                                               | 21,593.                                                                                      |
| d                                                                                           |                                      |                                               |                                                                                              |
| e                                                                                           |                                      |                                               |                                                                                              |

|                                                                                |                                                                                                                             |   |          |
|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|---|----------|
| 2 Capital gain net income or (net capital loss)                                | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>             | 2 | 574,791. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | <div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div> | 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 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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col (b) divided by col (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|--------------------------------------------------------|
| 2011                                                              | 1,330,425.                            | 19,500,186.                               | .068226                                                |
| 2010                                                              | 1,107,736.                            | 19,811,816.                               | .055913                                                |
| 2009                                                              | 1,063,887.                            | 19,269,835.                               | .055210                                                |
| 2008                                                              | 1,483,594.                            | 22,809,220.                               | .065044                                                |
| 2007                                                              | 1,232,500.                            | 26,296,310.                               | .046870                                                |

|                                                                                                                                                                                |   |             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 Total of line 1, column (d)                                                                                                                                                  | 2 | .291263     |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | .058253     |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5                                                                                                 | 4 | 19,198,818. |
| 5 Multiply line 4 by line 3                                                                                                                                                    | 5 | 1,118,389.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | 6 | 9,800.      |
| 7 Add lines 5 and 6                                                                                                                                                            | 7 | 1,128,189.  |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         | 8 | 1,331,648.  |

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

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

|                                                                                                                                                                                                                                      |    |         |        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions) |    | 1       | 9,800. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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-)                                                                                                                          |    | 2       | 0.     |
| 3 Add lines 1 and 2                                                                                                                                                                                                                  |    | 3       | 9,800. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                        |    | 4       | 0.     |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                            |    | 5       | 9,800. |
| 6 Credits/Payments                                                                                                                                                                                                                   |    |         |        |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012                                                                                                                                                                  | 6a | 18,967. |        |
| 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  | 18,967. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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                                                                                                                                                      | 9  |         |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                         | 10 | 9,167.  |        |
| 11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 9,167. Refunded <input checked="" type="checkbox"/>                                                                          | 11 | 0.      |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                           | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                   |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| 1c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.                                                                                               |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.                                                                                                                                                          |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                           |     | X  |
| 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                                                                                                              |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                            |     | X  |
| 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?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                      |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?       | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year?<br>If "Yes," complete Part II, col. (c), and Part XV.                                                                                                                                                                                                   | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> IN, MI                                                                                                                                                                                          |     |    |
| 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                                                                                                                             | X   |    |
| 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                    |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                     |     | X  |

Form 990-PF (2012)

**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 |     | X  |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                                                                                                         | 12 |     | X  |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ▶ N/A                                                                                                                                                                                     | 13 | X   |    |
| 14 | The books are in care of ▶ NANCY BUTLER Telephone no ▶ 269-687-6290<br>Located at ▶ 1999 MORRIS DRIVE, NILES, MI ZIP+4 ▶ 49120                                                                                                                                                                                                   |    |     |    |
| 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 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?<br>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 |
|    |                                                                                                                                                                                                                                                                                                                                  |    |     | X  |

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

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

|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Yes | No |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a  | During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                                 |     |    |
| (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 type="checkbox"/> Yes <input checked="" 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  | X  |
| 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?                                                                                                                                                                                                                                                                                                            | 1c  | X  |
| 2   | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))                                                                                                                                                                                                                                                                                                                      |     |    |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>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) N/A                                                                                                                                                                                       | 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 ▶                                                                                                                                                                                                                                                                                                                                                                                  |     |    |
| 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) N/A | 3b  |    |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                    | 4a  | X  |
| b   | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?                                                                                                                                                                                                                                                                  | 4b  | X  |

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ 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.

X

**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?

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.

| (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 12     |                                                           | 2,000.                                    | 0.                                                                    | 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 |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

0

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**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 |
|-------------------------------------------------------------------------------|---------------------|------------------|
| LOWE, BROCKENBROUGH & CO - 1802 BAYBERRY COURT, SUITE 400, RICHMOND, VA 23226 | INVESTMENT ADVICE   | 88,241.          |
|                                                                               |                     |                  |
|                                                                               |                     |                  |
|                                                                               |                     |                  |
|                                                                               |                     |                  |
|                                                                               |                     |                  |
|                                                                               |                     |                  |
|                                                                               |                     |                  |

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.

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**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> | 18,222,431. |
| <b>b</b> | Average of monthly cash balances                                                                           | <b>1b</b> | 904,507.    |
| <b>c</b> | Fair market value of all other assets                                                                      | <b>1c</b> | 364,248.    |
| <b>d</b> | Total (add lines 1a, b, and c)                                                                             | <b>1d</b> | 19,491,186. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  | <b>1e</b> | 0.          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                       | <b>2</b>  | 0.          |
| <b>3</b> | Subtract line 2 from line 1d                                                                               | <b>3</b>  | 19,491,186. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  | <b>4</b>  | 292,368.    |
| <b>5</b> | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | <b>5</b>  | 19,198,818. |
| <b>6</b> | Minimum investment return. Enter 5% of line 5                                                              | <b>6</b>  | 959,941.    |

**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>  | 959,941. |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5                                             | <b>2a</b> | 9,800.   |
| <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> | 9,800.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                              | <b>3</b>  | 950,141. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                          | <b>4</b>  | 0.       |
| <b>5</b>  | Add lines 3 and 4                                                                                  | <b>5</b>  | 950,141. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                             | <b>6</b>  | 0.       |
| <b>7</b>  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 950,141. |

**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> | 1,331,648. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                | <b>1b</b> | 0.         |
| <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> | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                        | <b>4</b>  | 1,331,648. |
| <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 | <b>5</b>  | 9,800.     |
| <b>6</b> | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | <b>6</b>  | 1,321,848. |

**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.

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**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7                                                                                                                       |               |                            |             | 950,141.    |
| <b>2</b> Undistributed income, if any, as of the end of 2012                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only                                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Total for prior years                                                                                                                                                    |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012                                                                                                                          |               |                            |             |             |
| <b>a</b> From 2007                                                                                                                                                                | 1,232,500.    |                            |             |             |
| <b>b</b> From 2008                                                                                                                                                                | 425,417.      |                            |             |             |
| <b>c</b> From 2009                                                                                                                                                                | 201,421.      |                            |             |             |
| <b>d</b> From 2010                                                                                                                                                                | 163,097.      |                            |             |             |
| <b>e</b> From 2011                                                                                                                                                                | 372,570.      |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 2,395,005.    |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,331,648.                                                                                                  |               |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount                                                                                                                                     |               |                            |             | 950,141.    |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 381,507.      |                            |             |             |
| <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))                                         | 0.            |                            |             | 0.          |
| <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                                                                                                                          | 2,776,512.    |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0.                         |             |             |
| <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 |               | 0.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions                                                                                                          |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instr                                                                                  |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013                                                                |               |                            |             | 0.          |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7                                                                                                 | 1,232,500.    |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a                                                                                              | 1,544,012.    |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                      |               |                            |             |             |
| <b>a</b> Excess from 2008                                                                                                                                                         | 425,417.      |                            |             |             |
| <b>b</b> Excess from 2009                                                                                                                                                         | 201,421.      |                            |             |             |
| <b>c</b> Excess from 2010                                                                                                                                                         | 163,097.      |                            |             |             |
| <b>d</b> Excess from 2011                                                                                                                                                         | 372,570.      |                            |             |             |
| <b>e</b> Excess from 2012                                                                                                                                                         | 381,507.      |                            |             |             |

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

N/A

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

**2 a** 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) )

NONE

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

NONE

**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

SEE STATEMENT 13

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

**c Any submission deadlines**

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

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

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a Paid during the year</b>                    |                                                                                                                    |                                      |                                     |            |
| SEE STATEMENT ATTACHED                           |                                                                                                                    |                                      |                                     | 1,276,350. |
|                                                  |                                                                                                                    |                                      |                                     |            |
|                                                  |                                                                                                                    |                                      |                                     |            |
|                                                  |                                                                                                                    |                                      |                                     |            |
|                                                  |                                                                                                                    |                                      |                                     |            |
|                                                  |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                     |                                                                                                                    |                                      | <b>3a</b>                           | 1,276,350. |
| <b>b Approved for future payment</b>             |                                                                                                                    |                                      |                                     |            |
| SEE STATEMENT ATTACHED                           |                                                                                                                    |                                      |                                     | 4,132,250. |
|                                                  |                                                                                                                    |                                      |                                     |            |
|                                                  |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                     |                                                                                                                    |                                      | <b>3b</b>                           | 4,132,250. |



**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) of the Code (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                                                                                                                                                                                                                                                                                                                                                                                     | 1a(1) | X  |
|   | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | 1a(2) | X  |
| b | Other transactions                                                                                                                                                                                                                                                                                                                                                                           |       |    |
|   | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | 1b(1) | X  |
|   | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | 1b(2) | X  |
|   | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | 1b(3) | X  |
|   | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | 1b(4) | X  |
|   | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | 1b(5) | X  |
|   | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | 1b(6) | X  |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | 1c    | X  |
| 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) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**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

513.13  
Date

**PRESIDENT**

Title

May the IRS discuss this return with the preparer shown below (see instructions)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name  
JEFFREY B. DORN,  
CPA

Preparer's signature  
Jeffrey B. Dorn CPA

Date 5/2/13

Check ☐ if  
self-employed

|      |  |
|------|--|
| PTIN |  |
|------|--|

P00053769

Firm's name ▶ **PLANTE & MORAN, PLLC**

|              |            |
|--------------|------------|
| Firm's EIN ▶ | 38-1357951 |
|--------------|------------|

Firm's address ► 511 RENAISSANCE DR., SUITE 120  
ST. JOSEPH, MI 49085

Phone no (269) 982-8000

| FORM 990-PF                      |              | DIVIDENDS AND INTEREST FROM SECURITIES |                      | STATEMENT | 1 |
|----------------------------------|--------------|----------------------------------------|----------------------|-----------|---|
| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS             | COLUMN (A)<br>AMOUNT |           |   |
| CHARLES SCHWAB                   | 456,457.     | 21,593.                                | 434,864.             |           |   |
| TOTAL TO FM 990-PF, PART I, LN 4 | 456,457.     | 21,593.                                | 434,864.             |           |   |

| FORM 990-PF                             |                             | OTHER INCOME                      |                               | STATEMENT | 2 |
|-----------------------------------------|-----------------------------|-----------------------------------|-------------------------------|-----------|---|
| DESCRIPTION                             | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |           |   |
| GAIN FROM INVESTMENT IN LBC REAL ESTATE | 25,612.                     | 25,612.                           |                               |           |   |
| TOTAL TO FORM 990-PF, PART I, LINE 11   | 25,612.                     | 25,612.                           |                               |           |   |

| FORM 990-PF                  |                              | ACCOUNTING FEES                   |                               | STATEMENT                     | 3 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| ACCOUNTING                   | 5,940.                       | 2,970.                            |                               | 2,970.                        |   |
| TO FORM 990-PF, PG 1, LN 16B | 5,940.                       | 2,970.                            |                               | 2,970.                        |   |

| FORM 990-PF                         |                              | OTHER PROFESSIONAL FEES           |                               | STATEMENT                     | 4 |
|-------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                         | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| INVESTMENT MANAGEMENT ADVISORY FEES | 95,041.                      | 47,521.                           |                               | 47,520.                       |   |
| TO FORM 990-PF, PG 1, LN 16C        | 95,041.                      | 47,521.                           |                               | 47,520.                       |   |

## FORM 990-PF

## TAXES

STATEMENT 5

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAXES PAID          | 7,571.                       | 3,786.                            |                               | 3,785.                        |
| TO FORM 990-PF, PG 1, LN 18 | 7,571.                       | 3,786.                            |                               | 3,785.                        |

## FORM 990-PF

## OTHER EXPENSES

STATEMENT 6

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| OFFICE EXPENSES             | 47.                          | 24.                               |                               | 23.                           |
| TO FORM 990-PF, PG 1, LN 23 | 47.                          | 24.                               |                               | 23.                           |

## FORM 990-PF

## U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 7

| DESCRIPTION                                      | U.S.<br>GOV'T | OTHER<br>GOV'T | BOOK VALUE | FAIR MARKET<br>VALUE |
|--------------------------------------------------|---------------|----------------|------------|----------------------|
| FEDERAL HOM LN BKS                               | X             |                | 0.         | 0.                   |
| FEDERAL HOME LN MTG CORP                         | X             |                | 109,403.   | 102,345.             |
| FEDERAL NATL MTG ASSN                            | X             |                | 110,973.   | 116,949.             |
| UNITED STATES TREAS NTS                          | X             |                | 183,799.   | 182,624.             |
| UNITED STATES TREAS NTS                          | X             |                | 0.         | 0.                   |
| UNITED STATES TREAS NTS                          | X             |                | 74,994.    | 82,359.              |
| VIRGINIA ST                                      |               | X              | 49,961.    | 53,887.              |
| UNITED STATES TREAS NTS                          | X             |                | 26,328.    | 26,281.              |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |               |                | 505,497.   | 510,558.             |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |               |                | 49,961.    | 53,887.              |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |               |                | 555,458.   | 564,445.             |

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

| DESCRIPTION                        | BOOK VALUE | FAIR MARKET VALUE |
|------------------------------------|------------|-------------------|
| CHEVRON CORP NEW COM               | 26,886.    | 129,768.          |
| JPMORGAN CHASE                     | 73,236.    | 206,655.          |
| UNITED TECHNOLOGIES CORP           | 0.         | 0.                |
| CISCO SYS INC                      | 178,060.   | 157,392.          |
| INTERNATIONAL BUSINESS MACHS COM   | 14,617.    | 95,775.           |
| MICROSOFT CORP COM                 | 84,632.    | 69,445.           |
| ORACLE CORP COM                    | 89,852.    | 146,608.          |
| QUALCOMM INC COM                   | 126,837.   | 191,765.          |
| COMCAST                            | 55,887.    | 134,870.          |
| MCDONALDS CORP COM                 | 75,755.    | 105,852.          |
| VIACOM INC                         | 99,730.    | 158,220.          |
| YUM BRANDS INC COM                 | 84,160.    | 156,040.          |
| KIMBERLY CLARK CORP COM            | 56,233.    | 75,987.           |
| WAL MART STORES INC COM            | 76,743.    | 95,522.           |
| APACHE CORP COM                    | 164,386.   | 149,150.          |
| AMERIPRISE FINL INC COM            | 138,162.   | 189,143.          |
| AMERISOURCEBERGEN CORP COM         | 80,555.    | 159,766.          |
| ABBOTT LABS COM                    | 126,062.   | 163,750.          |
| GENERAL DYNAMICS CORP COM          | 57,939.    | 58,880.           |
| NORFOLK SOUTHERN CORP COM          | 144,802.   | 158,929.          |
| EMC CORP MASS COM                  | 134,660.   | 186,208.          |
| GOOGLE INC COM                     | 170,607.   | 233,435.          |
| INTEL CORP COM                     | 72,918.    | 75,263.           |
| DOLLAR TREE INC COM                | 107,581.   | 150,072.          |
| TJX COS INC NEW COM                | 74,115.    | 148,575.          |
| CVS CAREMARK CORPORATION COM       | 88,242.    | 130,545.          |
| PEPSICO INC COM                    | 142,841.   | 160,811.          |
| CONOCOPHILLIPS COM                 | 0.         | 0.                |
| HESS CORP COM                      | 174,909.   | 158,880.          |
| MARATHON OIL CORP COM              | 119,508.   | 165,564.          |
| NOBLE CORPORATION BAAR NAMEN       | 178,144.   | 156,690.          |
| EXXON MOBIL CORP COM               | 0.         | 0.                |
| AMERICAN EXPRESS CO COM            | 148,195.   | 189,684.          |
| METLIFE INC COM                    | 181,573.   | 154,818.          |
| PNC FINL SVCS GROUP INC COM        | 173,912.   | 154,522.          |
| AETNA INC NEW COM                  | 139,212.   | 203,764.          |
| THERMO FISHER SCIENTIFIC INC COM   | 155,545.   | 191,340.          |
| DOVER CORP COM                     | 157,867.   | 223,414.          |
| GENERAL ELECTRIC CO COM            | 157,098.   | 201,504.          |
| APPLE INC COM                      | 154,172.   | 340,591.          |
| SYSCO CORP COM                     | 73,951.    | 85,482.           |
| MARATHON PETROLEUM CORP            | 48,755.    | 119,700.          |
| ROYAL DUTCH SHELL PLC SPONS ADR A  | 146,567.   | 165,480.          |
| SELECT SECTOR SPDR TR SBI INT-FINL | 0.         | 0.                |
| MCKESSON CORP COM                  | 101,897.   | 130,896.          |
| UNITEDHEALTH GROUP INC COM         | 72,471.    | 92,208.           |
| EATON CORP COM                     | 176,479.   | 184,212.          |

|                                         |            |            |
|-----------------------------------------|------------|------------|
| DISCOVERY COMMUNICATIONS NEW COM SER A  | 83,024.    | 93,316.    |
| MACYS INC COM                           | 151,066.   | 163,884.   |
| KROGER CO COM                           | 165,618.   | 187,344.   |
| BAKER HUGHES                            | 141,432.   | 122,543.   |
| BB&T CORPORATION                        | 164,029.   | 156,612.   |
| RYDER SYS INC COM                       | 169,354.   | 199,720.   |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 5,780,276. | 7,530,594. |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 9 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE | FAIR MARKET VALUE |
|-----------------------------------------|------------|-------------------|
| GOLDMAN SACHS                           | 149,864.   | 151,753.          |
| AMGEN INC                               | 55,458.    | 59,212.           |
| CONOCOPHILLIPS                          | 0.         | 0.                |
| CONSOLIDATED EDISON CO                  | 55,230.    | 52,934.           |
| DUPONT E I DE NEMOURS & CO              | 11,223.    | 10,554.           |
| GENERAL ELECTRIC CO                     | 53,516.    | 50,191.           |
| GENERAL MLS INC                         | 55,029.    | 58,755.           |
| GLAXOSMITHKLINE CAP INC                 | 55,278.    | 60,902.           |
| JPMORGAN CHASE                          | 51,019.    | 52,753.           |
| MEDTRONIC                               | 54,811.    | 55,405.           |
| MORGAN STANLEY                          | 53,279.    | 50,273.           |
| NORTHERN TR CORP                        | 54,474.    | 52,691.           |
| PEPSICO INC                             | 54,219.    | 50,274.           |
| VIRGINIA ELEC & PWR CO                  | 52,311.    | 59,640.           |
| WELLS FARGO BK NATL ASSN                | 52,379.    | 56,768.           |
| ANHEUSER BUSCH                          | 53,749.    | 56,790.           |
| KRAFT FOODS INC                         | 59,344.    | 61,069.           |
| NOVARTIS SECURITIES INVESTMENT          | 52,675.    | 59,759.           |
| PNC FUNDING CORP                        | 50,876.    | 59,466.           |
| PARKER-HANNIFIN CORP MTNS BE            | 53,686.    | 59,943.           |
| SHELL INTL FIN                          | 53,546.    | 57,925.           |
| UNITED TECHNOLOGIES CORP                | 39,586.    | 41,120.           |
| AFLAC INC                               | 30,191.    | 31,537.           |
| BB&T CORPORATION                        | 34,924.    | 36,200.           |
| CISCO SYSTEMS                           | 29,465.    | 29,595.           |
| COLGATE PALMOLIVE CO                    | 39,415.    | 38,902.           |
| COMCAST CORP                            | 41,989.    | 42,645.           |
| WAL MART STORES INC                     | 34,354.    | 34,840.           |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 1,381,890. | 1,431,896.        |

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 10

| DESCRIPTION                            | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------------|------------------|------------|-------------------|
| PRICE T ROWE GROWTH STK FD INC COM     | COST             | 780,000.   | 919,417.          |
| WASATCH FDS INC 1ST INCM EQTY          | COST             | 0.         | 0.                |
| WESTPORT FDS                           | COST             | 741,000.   | 898,869.          |
| ISHARES TR INDEX MSCI EAFE IDX         | COST             | 496,014.   | 511,740.          |
| EUROPACIFIC GROWTH FD                  | COST             | 706,604.   | 776,529.          |
| EATON VANC SER TR II TAX MG            | COST             | 700,000.   | 803,779.          |
| RIDGEWORTH FDS INS USGV U-S 1          | COST             | 980,000.   | 987,991.          |
| VANGUARD FIXED INCOME SECS FD STRM     | COST             |            |                   |
| INVGRA AD                              |                  | 400,000.   | 407,049.          |
| VANGUARD FIXED INCOME SECS FD GNMA     | COST             |            |                   |
| ADM                                    |                  | 575,907.   | 614,577.          |
| PRICE T ROWE HIGH YIELD FD INC COM     | COST             | 325,000.   | 344,508.          |
| TEMPLETON INCOME TR GLB BD ADVSOR      | COST             | 300,000.   | 314,630.          |
| VANGUARD INTL EQUITY INDEX FD EMR      | COST             |            |                   |
| MKT                                    |                  | 331,262.   | 302,804.          |
| ABSOLUTE STRATEGIES FUND               | COST             | 241,000.   | 244,612.          |
| EATON VANCE GLOBAL MACRO               | COST             | 245,000.   | 235,716.          |
| MERGER FUND                            | COST             | 248,000.   | 243,833.          |
| MANAGERS AMG FQ GLOBAL                 | COST             | 0.         | 0.                |
| PIMCO ALL ASSET ALL AUTHORITY          | COST             | 245,000.   | 248,232.          |
| PERMANENT PORTFOLIO FUND COM           | COST             | 245,000.   | 238,821.          |
| VIRTUS ALLOCATOR PREMIUM               | COST             | 243,049.   | 248,103.          |
| SCOUT FDS INTERNTL FD                  | COST             | 421,000.   | 429,500.          |
| JOHN HANCOCK DISCIPLINED VALUE MID     | COST             |            |                   |
| CAP                                    |                  | 400,000.   | 416,788.          |
| CAMBIAR SMALL CAP FUND                 | COST             | 150,000.   | 152,454.          |
| HOMESTEAD SMALL COMPANY STOCK FUND     | COST             | 150,000.   | 153,277.          |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                  | 8,923,836. | 9,493,229.        |

## FORM 990-PF

## OTHER ASSETS

## STATEMENT 11

| DESCRIPTION                      | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------|----------------------------|------------------------|-------------------|
| INVESTMENT IN LBC REAL ESTATE    | 321,643.                   | 437,255.               | 406,853.          |
| TO FORM 990-PF, PART II, LINE 15 | 321,643.                   | 437,255.               | 406,853.          |

FORM 990-PF

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

STATEMENT 12

| NAME AND ADDRESS                                         | TITLE AND<br>AVRG HRS/WK        | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN<br>CONTRIB | EXPENSE<br>ACCOUNT |
|----------------------------------------------------------|---------------------------------|-------------------|---------------------------------|--------------------|
| NANCY O. BUTLER<br>1999 MORRIS DRIVE<br>NILES, MI 49120  | PRESIDENT/DIRECTOR<br>0.00      | 0.                | 0.                              | 0.                 |
| ERNEST M. OARE<br>1999 MORRIS DRIVE<br>NILES, MI 49120   | VICE PRESIDENT/DIRECTOR<br>0.00 | 0.                | 0.                              | 0.                 |
| CAROL F. OARE<br>1999 MORRIS DRIVE<br>NILES, MI 49120    | SECRETARY/DIRECTOR<br>0.00      | 0.                | 0.                              | 0.                 |
| KEVIN J. BUTLER<br>1999 MORRIS DRIVE<br>NILES, MI 49120  | TREASURER/DIRECTOR<br>0.00      | 0.                | 0.                              | 0.                 |
| JOSEPH E. KERNAN<br>1999 MORRIS DRIVE<br>NILES, MI 49120 | DIRECTOR<br>1.00                | 2,000.            | 0.                              | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII             |                                 | 2,000.            | 0.                              | 0.                 |

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NANCY O. BUTLER  
1999 MORRIS DRIVE  
NILES, MI 49120

TELEPHONE NUMBER

269-687-6290

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE WRITTEN AND INCLUDE INFORMATION WHICH SUPPORTS THAT THE REQUESTING ORGANIZATION IS OF AN EDUCATIONAL, SCIENTIFIC, LITERARY, RELIGIOUS OR CHARITABLE NATURE.

ANY SUBMISSION DEADLINES

THE APPLICATION SHOULD BE FILED SO AS TO ALLOW REASONABLE TIME TO ACT ON APPLICATION.

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICATIONS WILL BE CONSIDERED FOR ORGANIZATIONS OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE FOLLOWING PURPOSES: EDUCATIONAL; SCIENTIFIC; LITERARY; RELIGIOUS; OR CHARITABLE. AT PRESENT, NO SCHOLARSHIPS OR GRANTS ARE GIVEN TO ANY INDIVIDUAL PERSON(S).

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-12 Through 12-31-12

| OPEN<br>DATE | CLOSE<br>DATE | QUANTITY     | SECURITY                                            | TOTAL<br>COST | AMORTIZATION<br>OR ACCRETION | GAIN OR LOSS |            |           |
|--------------|---------------|--------------|-----------------------------------------------------|---------------|------------------------------|--------------|------------|-----------|
|              |               |              |                                                     |               |                              | PROCEEDS     | SHORT TERM | LONG TERM |
| 02-17-10     | 01-17-12      | 1,500 0000   | CVS CAREMARK<br>CORPORATION COM                     | 51,183 63     |                              | 63,769 98    |            | 12,586 35 |
| 09-15-10     | 02-03-12      | 1,400 0000   | AETNA INC NEW COM                                   | 42,376 69     |                              | 60,948 12    |            | 18,571 43 |
| 12-02-10     | 02-07-12      | 1,100 0000   | EXXON MOBIL CORP<br>COM                             | 78,383 29     |                              | 94,549 63    |            | 16,166 34 |
| 07-26-11     | 02-23-12      | 22,594 1520  | MANAGERS AMG FQ<br>GLOBAL ALTERNATIVE<br>FUND - INS | 210,000 00    |                              | 210,302 56   | 302 56     |           |
| 12-04-09     | 03-09-12      | 100,000 0000 | FEDERAL HOME LN BKS<br>5 000% Due 03-09-12          | 108,300 60    |                              | 100,000 00   |            | -8,300 60 |
| 02-17-10     | 04-12-12      | 2,450 0000   | CONOCOPHILLIPS COM                                  | 120,667 12    |                              | 182,787 34   |            | 62,120 22 |
| 12-01-10     | 06-04-12      | 1,300 0000   | KIMBERLY CLARK CORP<br>COM                          | 81,225 13     |                              | 102,059 56   |            | 20,834 43 |
| 01-30-08     | 06-04-12      | 1,000 0000   | CISCO SYS INC COM                                   | 24,590 82     |                              | 16,012 69    |            | -8,578 13 |
| 03-05-96     | 06-04-12      | 300 0000     | INTERNATIONAL<br>BUSINESS MACHS COM                 | 8,770 12      |                              | 56,514 28    |            | 47,744 15 |
| 05-27-10     | 06-04-12      | 1,000 0000   | TJX COS INC NEW COM                                 | 22,867 13     |                              | 40,871 83    |            | 18,004 70 |
| 11-17-11     | 06-04-12      | 7,200 0000   | SELECT SECTOR SPDR<br>TR SBI INT-FINL               | 90,077 01     |                              | 96,468 89    | 6,391 88   |           |
| 02-17-10     | 06-04-12      | 800 0000     | CVS CAREMARK<br>CORPORATION COM                     | 27,297 94     |                              | 35,024 67    |            | 7,726 73  |
| 05-27-10     | 06-04-12      | 700 0000     | DOLLAR TREE INC COM                                 | 29,073 19     |                              | 70,725 87    |            | 41,652 68 |
| 12-18-09     | 06-04-12      | 400 0000     | GENERAL DYNAMICS<br>CORP COM                        | 27,265 50     |                              | 24,751 70    |            | -2,513 80 |
| 10-22-10     | 06-04-12      | 500 0000     | PEPSICO INC COM                                     | 32,463 65     |                              | 33,736 27    |            | 1,272 62  |
| 07-26-11     | 06-04-12      | 350 0000     | PEPSICO INC COM                                     | 22,510 10     |                              | 23,615 39    | 1,105 29   |           |
| 01-22-10     | 06-04-12      | 150 0000     | PEPSICO INC COM                                     | 9,117 54      |                              | 10,120 88    |            | 1,003 34  |
| 06-29-10     | 06-04-12      | 800 0000     | VIACOM INC NEW CL B                                 | 26,018 97     |                              | 36,555 59    |            | 10,536 62 |
| 12-18-09     | 06-04-12      | 600 0000     | VIACOM INC NEW CL B                                 | 17,545 79     |                              | 27,416 69    |            | 9,870 90  |
| 11-24-09     | 07-19-12      | 1,300 0000   | WAL MART STORES INC<br>COM                          | 71,260 99     |                              | 92,134 94    |            | 20,873 95 |
| 10-19-09     | 08-06-12      | 2,300 0000   | COMCAST CORP NEW CL<br>A                            | 35,606 90     |                              | 80,403 92    |            | 44,797 02 |
| 05-27-10     | 08-22-12      | 1,000 0000   | TJX COS INC NEW COM                                 | 22,867 13     |                              | 45,815 82    |            | 22,948 69 |

Part IV Attachment

Leighton-Oare Foundation

**REALIZED GAINS AND LOSSES**  
Master Group for 25012

From 01-01-12 Through 12-31-12

| OPEN<br>DATE | CLOSE<br>DATE | QUANTITY     | SECURITY                                | TOTAL<br>COST | AMORTIZATION<br>OR ACCRETION | GAIN OR LOSS |            |            |
|--------------|---------------|--------------|-----------------------------------------|---------------|------------------------------|--------------|------------|------------|
|              |               |              |                                         |               |                              | PROCEEDS     | SHORT TERM | LONG TERM  |
| 01-06-10     | 08-31-12      | 100,000 0000 | UNITED STATES TREAS<br>NTS              | 107,156 25    |                              | 100,000 00   |            | -7,156 25  |
| 10-25-10     | 09-10-12      | 700 0000     | 4 125% Due 08-31-12<br>ABBOTT LABS COM  | 37,129 95     |                              | 47,048 42    |            | 9,918 47   |
| 11-05-09     | 09-10-12      | 500 0000     | ABBOTT LABS COM                         | 25,778 44     |                              | 33,606 02    |            | 7,827 58   |
| 12-23-11     | 09-10-12      | 200 0000     | ORACLE CORP COM                         | 5,164 73      |                              | 6,526 56     | 1,361 83   |            |
| 01-30-08     | 09-10-12      | 1,000 0000   | ORACLE CORP COM                         | 20,420 91     |                              | 32,632 81    |            | 12,211 90  |
| 01-30-08     | 09-10-12      | 2,400 0000   | UNITED TECHNOLOGIES<br>CORP COM         | 177,227 49    |                              | 190,108 55   |            | 12,881 06  |
| 10-19-09     | 09-10-12      | 1,000 0000   | COMCAST CORP NEW CL<br>A                | 15,481 26     |                              | 34,410 68    |            | 18,929 42  |
| 07-19-12     | 09-10-12      | 2,200 0000   | SELECT SECTOR SPDR<br>TR SBI CONS STPLS | 77,536 29     |                              | 78,579 23    | 1,042 94   |            |
| 11-17-11     | 09-10-12      | 5,650 0000   | SELECT SECTOR SPDR<br>TR SBI INT-FINL   | 70,685 44     |                              | 88,472 03    | 17,786 59  |            |
| 12-04-09     | 10-15-12      | 50,000 0000  | CONOCOPHILLIPS<br>4 750% Due 10-15-12   | 54,224 00     |                              | 50,000 00    |            | -4,224 00  |
| 03-10-11     | 10-31-12      | 3,465 0030   | WASATCH FDS INC<br>LARGE CAP VALUE      | 50,000 00     |                              | 49,341 64    |            | -658 36    |
| 04-26-10     | 10-31-12      | 4,424 7790   | WASATCH FDS INC<br>LARGE CAP VALUE      | 60,000 00     |                              | 63,008 85    |            | 3,008 85   |
| 12-23-09     | 10-31-12      | 15,735.6410  | WASATCH FDS INC<br>LARGE CAP VALUE      | 200,000 00    |                              | 224,075 53   |            | 24,075 53  |
| 02-17-10     | 10-31-12      | 7,980 8460   | WASATCH FDS INC<br>LARGE CAP VALUE      | 100,000 00    |                              | 113,647 25   |            | 13,647 25  |
| 09-10-10     | 10-31-12      | 3,254 6790   | WASATCH FDS INC<br>LARGE CAP VALUE      | 40,000.00     |                              | 46,346 63    |            | 6,346 63   |
| 10-19-09     | 11-13-12      | 3,600 0000   | INTEL CORP COM                          | 73,474 76     |                              | 74,440 26    |            | 965 50     |
| 09-10-10     | 11-13-12      | 130 0000     | CHEVRON CORP NEW<br>COM                 | 10,206 02     |                              | 13,761 05    |            | 3,555 03   |
| 04-18-95     | 11-13-12      | 670 0000     | CHEVRON CORP NEW<br>COM                 | 15,011 35     |                              | 70,922 34    |            | 55,910 99  |
| 01-30-08     | 11-13-12      | 3,600.0000   | MICROSOFT CORP COM                      | 117,182 40    |                              | 97,476.87    |            | -19,705 53 |
| 05-07-12     | 11-30-12      | 250 0000     | AMERISOURCEBERGEN<br>CORP COM           | 9,008 10      |                              | 10,481 23    | 1,473 13   |            |

Part IV Attachment

Leighton-Oare Foundation

**REALIZED GAINS AND LOSSES**  
Master Group for 25012

From 01-01-12 Through 12-31-12

| OPEN<br>DATE               | CLOSE<br>DATE | QUANTITY   | SECURITY                                                         | TOTAL<br>COST | AMORTIZATION<br>OR ACCRETION | GAIN OR LOSS |            |            |
|----------------------------|---------------|------------|------------------------------------------------------------------|---------------|------------------------------|--------------|------------|------------|
|                            |               |            |                                                                  |               |                              | PROCEEDS     | SHORT TERM | LONG TERM  |
| 09-22-09                   | 11-30-12      | 1,000 0000 | AMERISOURCEBERGEN<br>CORP COM                                    | 21,771 69     |                              | 41,924 90    |            | 20,153 21  |
| 05-24-11                   | 12-03-12      | 1,800 0000 | EATON OLD                                                        | 90,394 51     |                              | 93,430 08    |            | 3,035 57   |
| 07-26-11                   | 12-03-12      | 200 0000   | EATON OLD                                                        | 10,217 83     |                              | 10,381 12    |            | 163 29     |
| 10-04-11                   | 12-03-12      | 700 0000   | EATON OLD                                                        | 23,430 32     |                              | 36,333 92    |            | 12,903 60  |
| 04-23-12                   | 12-03-12      | 700 0000   | EATON OLD                                                        | 32,979 93     |                              | 36,333 92    | 3,353 99   |            |
| 12-23-11                   | 12-13-12      | 500 0000   | MCKESSON CORP COM                                                | 39,322 57     |                              | 48,594 96    | 9,272 39   |            |
| TOTAL GAINS                |               |            |                                                                  |               |                              | 42,090 60    | 562,244 06 |            |
| TOTAL LOSSES               |               |            |                                                                  |               |                              | 0 00         | -51,136 68 |            |
| TOTAL REALIZED GAIN/LOSS   |               |            |                                                                  | 553,197 97    | 0 00                         | 3,196,471 47 | 42,090 60  | 511,107 38 |
| CAPITAL GAIN DISTRIBUTIONS |               |            |                                                                  |               |                              |              |            |            |
|                            | 03-30-12      |            | VANGUARD FIXED<br>INCOME SECS FD GNMA<br>ADM                     |               |                              |              | 1,182 96   |            |
|                            | 03-30-12      |            | VANGUARD FIXED<br>INCOME SECS FD GNMA<br>ADM                     |               |                              |              |            | 394 32     |
|                            | 12-05-12      |            | PERMANENT<br>PORTFOLIO FUND COM                                  |               |                              |              | 1,767 59   |            |
|                            | 12-13-12      |            | CAMBIAR SMALL CAP<br>FUND                                        |               |                              |              |            | 2,310 52   |
|                            | 12-17-12      |            | TEMPLETON INCOME TR<br>GLB BD ADVSR                              |               |                              |              | 40 10      |            |
|                            | 12-17-12      |            | TEMPLETON INCOME TR<br>GLB BD ADVSR                              |               |                              |              |            | 4,007 17   |
|                            | 12-20-12      |            | EATON VANCE GLOBAL<br>MACRO ABSOLUTE<br>RETURN ADVANTAGE<br>FUND |               |                              |              | 4,252 03   |            |

Part IV Attachment

Leighton-Oare Foundation

**REALIZED GAINS AND LOSSES**  
Master Group for 25012

From 01-01-12 Through 12-31-12

| OPEN<br>DATE        | CLOSE<br>DATE | QUANTITY | SECURITY                                                         | TOTAL<br>COST | AMORTIZATION<br>OR ACCRETION | GAIN OR LOSS     |                      |
|---------------------|---------------|----------|------------------------------------------------------------------|---------------|------------------------------|------------------|----------------------|
|                     |               |          |                                                                  |               |                              | PROCEEDS         | SHORT TERM LONG TERM |
|                     | 12-20-12      |          | EATON VANCE GLOBAL<br>MACRO ABSOLUTE<br>RETURN ADVANTAGE<br>FUND |               |                              |                  | 8,566 67             |
|                     | 12-28-12      |          | MERGER FUND                                                      |               |                              | 971 48           |                      |
|                     | 12-28-12      |          | VANGUARD FIXED<br>INCOME SECS FD GNMA<br>ADM                     |               |                              |                  | 2,309 59             |
|                     | 12-28-12      |          | VANGUARD FIXED<br>INCOME SECS FD GNMA<br>ADM                     |               |                              | 2,929 24         |                      |
|                     | 12-28-12      |          | VANGUARD FIXED<br>INCOME SECS FD STRM<br>INVGRA AD               |               |                              |                  | 1,202 73             |
|                     | 12-28-12      |          | VANGUARD FIXED<br>INCOME SECS FD STRM<br>INVGRA AD               |               |                              | 526 19           |                      |
|                     | 12-28-12      |          | WESTPORT FDS<br>WESTPORT FD I                                    |               |                              |                  | 666.34               |
|                     | 12-31-12      |          | HOMESTEAD SMALL<br>COMPANY STOCK FUND                            |               |                              |                  | 368 20               |
| TOTAL DISTRIBUTIONS |               |          | 31,495 13                                                        |               |                              | 9,902 00         | 21,593 13            |
| TOTAL GAIN/LOSS     |               |          | 584,693 10                                                       |               |                              | <b>51,992.60</b> | <b>532,700.51</b>    |

Part IV Attachment

# Part XV Attachment

| Leighton-Dare Foundation<br>1999 Morris Drive<br>Niles, Michigan 49120<br>2012 Schedule of Contributions Paid |                                                                |                                        |            |
|---------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------|------------|
| Name                                                                                                          | Address                                                        | Purpose                                | Amount     |
| Alcohol & Addiction Recovery Center                                                                           | 1818 East Jefferson Blvd South Bend, IN 46617                  | General                                | 2,000 00   |
| ALS-TDI                                                                                                       | 1613 South Lake George Mishawaka, IN 46545                     | General                                | 150 00     |
| American Red Cross                                                                                            | 2025 East Street, NW Washington, DC 20006                      | Humane Relief                          | 1,000 00   |
| Big Brothers & Big Sisters of Berrien & Cass                                                                  | PO Box 194 Niles, MI 49120                                     | General                                | 1,000 00   |
| Blowing Rock Charity Horse Show Fdn                                                                           | P O Box 650 Blowing Rock NC 28605                              | General                                | 3,000 00   |
| Boys and Girls Club of Fauquier, Inc.                                                                         | 169 Keith Street Warrenton, VA 20186                           | General                                | 3,000 00   |
| Brian Parker Memorial Foundation                                                                              | 433 South SS1 Joseph Street Niles, MI 49120                    | General                                | 1,000 00   |
| California Professional Horsemen's Assoc                                                                      | 10153 1/3 Riverside Dr Suite 390 Toluca Lake, CA 91602         | General                                | 300 00     |
| Camp Eberhart Alumni Association, Inc                                                                         | 316 Eddy Street South Bend, IN 46617                           | General                                | 22,000 00  |
| Center for History                                                                                            | 808 West Washington South Bend, IN 46601                       | General                                | 2,500 00   |
| Children's Burn Camp of North Florida                                                                         | P O Box 368 Tallahassee, FL 32302                              | General                                | 8,000 00   |
| Community Foundation of St. Joseph County                                                                     | 205 W Jefferson Blvd South Bend, IN 46624                      | Arts Everywhere Fund                   | 250,000 00 |
| Converse College                                                                                              | 580 East Main Street Spartanburg, SC 29302                     | Capital Project/Pell Dorm              | 5,250 00   |
| Danny & Ron's Rescue                                                                                          | PO Box 604 Camden, SC 29021                                    | General                                | 1,000 00   |
| Deerfield Academy                                                                                             | Albany Road Deerfield, MA 01342                                | General                                | 1,000 00   |
| Devon Horse Show & Country Fair Fdn                                                                           | PO Box 865 Devon, PA 19333                                     | General                                | 1,000 00   |
| Diabetes Resource Center                                                                                      | 6910 North Main Street Building 9 - Mail Unit 10               | General                                | 5,650 00   |
| Educational Foundation, Inc.                                                                                  | P O Box 2446 Chapel Hill, NC 27515                             | General                                | 5,000 00   |
| Family Life Center                                                                                            | P O Box 2058 Bunnell, FL 32110                                 | General                                | 10,000 00  |
| Fauquier Free Clinic                                                                                          | P O Box 3138 Warrenton, VA 20188                               | General                                | 500 00     |
| Fauquier Health Foundation                                                                                    | 170 West Shirley Avenue Suite 101 Warrenton, VA 20186          | General                                | 5,000 00   |
| Fauquier SPCA                                                                                                 | PO Box 733 Warrenton, VA 20188                                 | General                                | 225 00     |
| Feed The Children                                                                                             | PO Box 36 Oklahoma City, OK 73101                              | General                                | 1,000 00   |
| Fernwood Botanical Garden                                                                                     | 13988 Range Line Road Niles, MI 49120                          | General                                | 10,500 00  |
| Flagler County Education Foundation                                                                           | 1769 East Moody Blvd Building 2 Bunnell, FL 32110              | General                                | 10,000 00  |
| Flagler Humane Society, Inc                                                                                   | 1 Shelter Drive, Palm Coast, FL 32137                          | General                                | 5,000 00   |
| Florida Hospital Flagler Foundation                                                                           | 60 Memorial Medical Parkway Suite 2801 Palm Coast, FL 32164    | General                                | 5,000 00   |
| Great Meadow Foundation                                                                                       | 5089 Old Tavern Road The Plains, VA 20198                      | General                                | 500 00     |
| Habitat for Humanity St Joseph County                                                                         | 402 East South Street South Bend, IN 46601                     | General                                | 5,000 00   |
| Hanley Center Foundation                                                                                      | 933 4th Street West Palm Beach, FL 33407                       | General                                | 500 00     |
| Highland School                                                                                               | 597 Broadway Avenue Warrenton, VA 20186                        | General                                | 2,000 00   |
| Holy Cross College                                                                                            | PO Box 308 Notre Dame, IN 46556                                | General                                | 100 00     |
| Hospice Foundation                                                                                            | 4220 Edison Lakes Parkway Suite 210 Mishawaka, IN 46545        | General                                | 500 00     |
| Hospice Support of Fauquier County                                                                            | 42 North 5th Street Warrenton, VA 20186                        | General                                | 1,000 00   |
| J. Red Peach Foundation                                                                                       | 1999 Morris Drive Niles, MI 49120                              | General                                | 10,000 00  |
| Keswick Community Foundation                                                                                  | 862 Club Drive Keswick, VA 22947                               | General                                | 1,000 00   |
| Kidds aRe First, Inc.                                                                                         | P O Box 730221 Ormond Beach, FL 32173                          | General                                | 5,000 00   |
| Lake Michigan College Foundation                                                                              | 2755 East Napier Avenue Benton Harbor, Michigan 49022          | General                                | 5,000 00   |
| Lakeland Health Foundation                                                                                    | 31 North St Joseph Niles, MI 49120                             | General                                | 10,000 00  |
| Logan Foundation                                                                                              | P O Box 1049 South Bend, IN 46624                              | General                                | 5,000 00   |
| Mayo Foundation                                                                                               | Dept of Development 4500 San Pablo Road, Jacksonville, FL      | General                                | 15,000 00  |
| MD Anderson Cancer Center                                                                                     | PO Box 4464 Houston, TX 77210                                  | General                                | 1,000 00   |
| Meals on Wheels Niles-Buchanan                                                                                | 31 North St Joseph Niles, MI 49120                             | General                                | 1,000 00   |
| Memorial Health Foundation                                                                                    | 615 N Michigan Street South Bend, IN 46601                     | General                                | 40,000 00  |
| Mercy Health Foundation                                                                                       | 615 South New Ballas Road St Louis, MO 63141                   | Mercy JFK Clinic                       | 10,000 00  |
| Metropolitan Ministries                                                                                       | 2002 North Florida Avenue Tampa, FL 33602                      | General                                | 10,000 00  |
| Michigan Gateway Community Foundation                                                                         | 111 Days Avenue, Buchanan, MI 49107                            | Niles Fund                             | 10,000 00  |
| Middleburg Classic Horse Show                                                                                 | 781 Ledford Lane Smithfield, VA 23430                          | General                                | 1,500 00   |
| Miss Porter's School                                                                                          | 60 Main Street Farmington, CT 06032                            | General                                | 100 00     |
| National Horse Show Association                                                                               | P O Box 386 Greenvale, NY 11548                                | General                                | 5,000 00   |
| National Museum of Racing & Hall of Fame                                                                      | 191 Union Avenue Saratoga Springs, NY 12866-3566               | General                                | 500 00     |
| National Sporting Library                                                                                     | PO Box 1335 Middleburg, VA 20118                               | General                                | 2,000 00   |
| National Steeplechase Foundation                                                                              | 420 Fair Hill Drive Elkton, MD 21921                           | General                                | 500 00     |
| National Steeplechase Museum                                                                                  | P O Box 2424 Camden, SC 29020                                  | General                                | 500 00     |
| Next Generation Choices Foundation                                                                            | P O Box 1801 Middleburg, Virginia 20118                        | General                                | 500 00     |
| Niles-Buchanan YMCA                                                                                           | 905 North Front Street Niles, MI 49120                         | General                                | 1,000 00   |
| Niles Main Street Initiative                                                                                  | 210 Main Street Niles, MI 49120                                | General                                | 10,600 00  |
| Northern Haiti Hope Foundation                                                                                | 332 West Lee Highway Suite 119 Warrenton, VA 20186             | General                                | 500 00     |
| Northern Piedmont Community Foundation                                                                        | PO Box 182 Warrenton, VA 20188                                 | General                                | 1,000 00   |
| PEACE                                                                                                         | 6 Alderson Drive, Ipswich, MA 01938                            | General                                | 2,500 00   |
| Pegasus Rising, Inc                                                                                           | 42 Sleepy Hollow Trail Palm Coast, FL 32614                    | General                                | 10,000 00  |
| Pennsylvania National Horse Show                                                                              | 720 Limekiln Road New Cumberland, PA 17070                     | General                                | 1,500 00   |
| Piedmont Environmental Council                                                                                | PO Box 460 Warrenton, VA 20188                                 | General                                | 1,000 00   |
| Piedmont Symphony Orchestra                                                                                   | PO Box 509 Warrenton, VA 20188                                 | General                                | 500 00     |
| Protestant Episcopal Church                                                                                   | 10 Iroquois Trail Ormond Beach, FL 32174                       | Operation Caning Through Shannig       | 20,000 00  |
| Retirement Home for Horses, Inc.                                                                              | P O Box 2100 Alachua, FL 32616-2100                            | General                                | 3,500 00   |
| Snite Museum of Art                                                                                           | University of Notre Dame P O Box 368 Notre Dame, IN 46556-9957 | General                                | 1,250 00   |
| South Bend Symphony                                                                                           | 127 North Michigan Street South Bend, IN 46601-1603            | General                                | 11,000 00  |
| St. Joseph High School                                                                                        | 1441 North Michigan Street South Bend, IN 46601                | Forward in Faith Campaign              | 200,000 00 |
| St. Mary's Church                                                                                             | 219 South State Street Niles, MI 49120                         | General                                | 5,000 00   |
| Stanley Clark School                                                                                          | 31233 Miami Street South Bend, IN 46614-2098                   | General                                | 5,000 00   |
| Studebaker National Museum                                                                                    | 201 South Chapin Street South Bend, IN 46601                   | General                                | 1,000 00   |
| Susan G. Komen for the Cure                                                                                   | 5005 LBJ Freeway Dallas, TX 75244                              | General                                | 5,000 00   |
| The Salvation Army                                                                                            | P O 566 South Bend, IN 46624                                   | Ray & Joan Kroc Corps Community Center | 20,000 00  |
| Thoroughbred Retirement Foundation                                                                            | PO Box 834 Saratoga Springs, NY 12866                          | General                                | 1,000 00   |
| United States Equestrian Federation, Inc                                                                      | 4047 Iron Works Parkway Lexington, KY 40511                    | General                                | 1,000 00   |
| United States Hunter Jumper Association                                                                       | 3870 Cigar Lane Lexington, KY 40511                            | Capital Campaign                       | 7,725 00   |
| University of Mary Washington                                                                                 | 119 Hanover Street Fredricksburg, VA 22401-5412                | General                                | 10,000 00  |
| University of North Carolina                                                                                  | PO Box 309 Chapel Hill, NC 27514                               | General                                | 2,000 00   |
| University of Notre Dame                                                                                      | 405 Main Building Notre Dame, Indiana 46556-5602               | Slayer Center                          | 420,000 00 |
| Upperville Colt & Horse Show, Inc                                                                             | P O Box 239 Upperville, VA 20185                               | General                                | 10,000 00  |
| Verdun Adventure Bound                                                                                        | 6436 Carpe Diem Drive Ruxeyville, VA 22737                     | General                                | 500 00     |

# Part ~~XV~~ Attachment

|                                        |                                                          |                |              |
|----------------------------------------|----------------------------------------------------------|----------------|--------------|
| Virginia Horse Center Foundation       | 487 Maury River Road Lexington, VA 24450                 | General        | 5,500 00     |
| Virginia Tech Foundation               | Scott Equine Medical Ctr Development Office P O Box 1938 | General        | 1,000 00     |
| Warrenton United Methodist Church      | Building Fund 341 Church Street Warrenton, VA 20186      | General        | 1,000 00     |
| Washington International Horse Show    | 3299 K Street NW Suite 600 Washington, DC 20007          | General        | 5,000 00     |
| Western Michigan University Foundation | 1903 W Michigan Avenue Kalamazoo, MI 49008-5403          | Fort St Joseph | 5,000 00     |
| Wounded Warrior Project                | PO Box 758517 Topeka, KS 66675                           | General        | 3,000 00     |
|                                        |                                                          |                | 1,276,350 00 |

Part XV Attachment

| Leighton-Oare Foundation                                                                     |                                            |                                                                                                                |
|----------------------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| 1999 Morris Drive                                                                            |                                            |                                                                                                                |
| Niles, Michigan 49120                                                                        |                                            |                                                                                                                |
| 2012 Committed Funds                                                                         |                                            |                                                                                                                |
| Name                                                                                         | Purpose                                    | Description                                                                                                    |
| University of Notre Dame<br>University Relations<br>Notre Dame, IN 46556                     | General                                    | \$600,000 per year for the years 2006-2008 and \$420,000 per year for the years 2009-2018 totaling \$6,000,000 |
| Community Foundation of St. Joseph County<br>205 West Jefferson Blvd<br>South Bend, IN 46601 | Arts Everywhere Fund                       | \$250,000 per year for the years 2009-2014 and final payment of \$122,750 in 2015                              |
| South Bend Symphony Orchestra<br>127 North Michigan Avenue<br>South Bend, IN 46601           | General                                    | \$10,000 per year for the years 2011-2015                                                                      |
| The Salvation Army<br>2009 South Bend Ave.<br>South Bend, IN                                 | General                                    | \$20,000 per year for the years 2010-2014 totaling \$100,000                                                   |
| The Mayo Foundation<br>200 1st Street SW<br>Rochester, MN 55905                              | General                                    | \$10,000 per year for the years 2010-2014                                                                      |
| Saint Joseph's High School<br>1441 North Michigan Street<br>South Bend, IN 46617             | Forward in Faith Campaign                  | \$200,000 per year for the years 2011-2015                                                                     |
| Stanley Clark School<br>31233 Miami Street<br>South Bend, IN 46614                           | General                                    | \$5,000 per year for the years 2011-2015                                                                       |
| Logan Foundation<br>PO Box 1049<br>South Bend, IN 46624                                      | General                                    | \$5,000 per year for the years 2011-2014                                                                       |
| Camp Eberhart Alumni Association<br>316 S Eddy Street<br>South Bend, IN 46617                | General                                    | \$20,000 per year for the years 2012-2016 totaling \$100,000                                                   |
| Lakeland Health Foundation<br>31 North St. Joseph<br>Niles, MI 49120                         | General                                    | \$10,000 per year for the years 2010-2014                                                                      |
| Mercy Health Foundation<br>615 South New Ballas Road<br>St. Louis, MO 63141                  | General                                    | \$10,000 per year for the year 2012-2013                                                                       |
| Western Michigan University<br>Kalamazoo, MI 49001                                           | The Fort St. Joseph Archaeological Project | \$5,000 per year for the years 2012-2015                                                                       |
| Fernwood<br>13988 Range Line Road<br>Niles, MI 49120                                         | General                                    | \$10,000 per year for the years 2012-2013                                                                      |
| Boys & Girls Club of Fauquier County<br>169 Keith Street<br>Warrenton, Virginia 20186        | General                                    | \$3,000 per year for the years 2010-2014                                                                       |
| Converse College<br>580 East Main Street<br>Spartanburg, SC 29302                            | General                                    | \$5,000 per year for the years 2010-2015                                                                       |
| Educational Foundation<br>PO Box 2446<br>Chapel Hill, NC 27515                               | General                                    | \$5,000 per year for the years 2011-2015                                                                       |
| Fauquier Health Foundation<br>170 West Shirley Ave, Suite 101<br>Warrenton, VA 20188         | General                                    | \$5,000 per year for the years 2011-2015                                                                       |

Part XV Attachment

|                                                                                                        |         |                                          |
|--------------------------------------------------------------------------------------------------------|---------|------------------------------------------|
| United States Hunter Jumper Foundation<br>3870 Cigar Lane<br>Lexington, KY 40511                       | General | \$2,500 per year for the years 2011-2015 |
| Upperville Colt & Horse Show<br>PO Box 239<br>Upperville, VA 20185                                     | General | \$5,000 per year for the years 2011-2014 |
| Virginia Horse Center Foundation<br>PO Box 1051<br>Lexington, VA 24450                                 | General | \$5,000 per year for the years 2011-2015 |
| Virginia Tech Foundation<br>University Development Office<br>Blacksburg, VA 24061                      | General | \$1,000 per year for the years 2011-2013 |
| Mayo Foundation<br>4500 San Pablo Avenue<br>Jacksonville, FL 32224                                     | General | \$5,000 per year for the years 2012-2016 |
| Florida Hospital Flagler Foundation<br>60 Memorial Medical Parkway, Suite 2801<br>Palm Coast, FL 32164 | General | \$5,000 per year for the years 2010-2019 |