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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
DOROTHY U DALTON FOUNDATION INC

A Employer identification number
38-2240062

Number and street (or P O box number if mail is not delivered to street address)
C/O GREENLEAF TRUST 211 SOUTH ROSE ST

Room/suite

B Telephone number (see instructions)
(269) 388-9800

City or town, state, and ZIP code
KALAMAZOO, MI 49007

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 31,728,594

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	7,392	7,392		
	4	Dividends and interest from securities	750,959	750,959		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	14,193,283			
	b	Gross sales price for all assets on line 6a 24,274,720				
	7	Capital gain net income (from Part IV, line 2)		14,193,283		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	14,951,634	14,951,634		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	4,980	2,490		2,490
	c	Other professional fees (attach schedule)	155,151	131,151		24,000
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	145,244	1,244		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,496	0		3,496
	24	**Total operating and administrative expenses.** Add lines 13 through 23	308,871	134,885		29,986
	25	Contributions, gifts, grants paid	1,917,266			1,917,266
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,226,137	134,885		1,947,252
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	12,725,497			
	b	**Net investment income** (if negative, enter -0-)		14,816,749		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	10,523	4,722	4,722
	2	Savings and temporary cash investments	7,900,691	3,149,634	3,149,634
	3	Accounts receivable ▶ 28,876			
		Less allowance for doubtful accounts ▶	4,120	28,876	
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	0	1,253,238	1,246,860
	b	Investments—corporate stock (attach schedule)	6,782,325	9,636,529	11,599,837
	c	Investments—corporate bonds (attach schedule)	1,000,000	2,352,097	2,351,235
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	531,887	12,529,947	13,376,306
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	16,229,546	28,955,043	31,728,594
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	14,119,390	14,119,390	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	2,110,156	14,835,653	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	16,229,546	28,955,043	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	16,229,546	28,955,043	

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

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,229,546
2	Enter amount from Part I, line 27a	2	12,725,497
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	28,955,043
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	28,955,043

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	14,193,283
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,395,046	30,682,479	0 045467
2010	1,729,013	29,857,474	0 057909
2009	1,786,272	27,587,728	0 064749
2008	2,060,480	34,653,645	0 059459
2007	2,176,363	38,820,579	0 056062

2	**Total** of line 1, column (d).	2	0 283646
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	0 056729
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	31,095,946
5	Multiply line 4 by line 3.	5	1,764,042
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	148,167
7	Add lines 5 and 6.	7	1,912,209
8	Enter qualifying distributions from Part XII, line 4.	8	1,947,252

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	148,167
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	148,167
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	148,167
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	146,238		
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	146,238
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,929
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶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*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶RN KILGORE GREENLEAF TRUST Telephone no ▶(269) 388-9800

Located at ▶211 SOUTH ROSE STREET KALAMAZOO MI ZIP +4 ▶49007

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
GREENLEAF TRUST 211 SOUTH ROSE ST KALAMAZOO,MI 49007	ASSET MANAGEMENT	155,151
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	26,411,016
b	Average of monthly cash balances	1b	5,158,472
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	31,569,488
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	31,569,488
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	473,542
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,095,946
6	**Minimum investment return.** Enter 5% of line 5	6	1,554,797

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

1	Minimum investment return from Part X, line 6	1	1,554,797
2a	Tax on investment income for 2012 from Part VI, line 5 2a 148,167		
b	Income tax for 2012 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	148,167
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,406,630
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,406,630
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,406,630

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,947,252
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,947,252
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	148,167
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,799,085

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,406,630
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 213,744				
b From 2008. 352,798				
c From 2009. 421,744				
d From 2010. 254,733				
e From 2011.				
f Total of lines 3a through e.	1,243,019			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,947,252				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				1,406,630
e Remaining amount distributed out of corpus	540,622			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,783,641			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	213,744			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,569,897			
10 Analysis of line 9				
a Excess from 2008. . . . 352,798				
b Excess from 2009. . . . 421,744				
c Excess from 2010. . . . 254,733				
d Excess from 2011. . . .				
e Excess from 2012. . . . 540,622				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

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

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

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

RONALD N KILGORE GREENLEAF TRUST
211 SOUTH ROSE STREET
KALAMAZOO, MI 49007
(269) 388-9800

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

APPLICANTS SHOULD SUBMIT A BRIEF DESCRIPTION AND BUDGET OF THE PROJECT OR PROGRAM THAT THE GRANT IS INTENDED TO FUND

c Any submission deadlines

THE BOARD MEETS TO ACT ON APPLICATIONS IN JUNE, SEPTEMBER AND DECEMBER

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

NO GRANTS OR LOANS WILL BE GIVEN TO INDIVIDUALS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,917,266
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				784,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	7,392	
4 Dividends and interest from securities. . . .			18	750,959	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	14,193,283	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		14,951,634	0

13 Total. Add line 12, columns (b), (d), and (e). 13 14,951,634

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-05-15 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
JAMES G THOMPSON CPA	JAMES G THOMPSON CPA			P00053844

Firm's name ▶ PLANTE & MORAN PLLC — Firm's EIN ▶ 38-1357951

Firm's address ▶ 750 TRADE CENTRE WAY STE 300 PORTAGE, MI 49002 — Phone no (269) 567-4500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
LITIGATION SETTLEMENT	P		
125000 SHS AMERICAN ELECTRIC POWER 5 2500% 06/01/15		2012-04-20	2012-12-14
250000 SHS FEDERAL HOME LOAN BANK 2 000% 04/27/22		2012-04-23	2012-07-27
250000 SHS FEDERAL HOME LOAN BANK 2 000% 06/12/24		2012-05-22	2012-08-13
250000 SHS FEDERAL HOME LOAN BANK STEP 1 500% 06/28/27		2012-06-05	2012-12-28
250000 SHS FEDERAL HOME LOAN BANK STEP 1 500% 09/12/22		2012-08-24	2012-12-12
100000 SHS FEDERAL HOME LOAN BANK STEP 2 000% 02/23/27		2012-06-20	2012-07-23
250000 SHS FEDERAL HOME LOAN BANK STEP 2 000% 04/23/27		2012-04-27	2012-07-23
4278 075 SHS PERMANENT PORTFOLIO FUND		2012-06-14	2012-08-09
8656 135 SHS PERMANENT PORTFOLIO FUND		2012-06-21	2012-08-09
32467 532 SHS PIMCO COMMODITY REAL RETURN STRATEGY FUND		2012-06-14	2012-08-09
16501 65 SHS PIMCO COMMODITY REAL RETURN STRATEGY FUND		2012-06-21	2012-08-09
11000 SHS TOWER GROUP INC		2012-05-17	2012-10-04
1600 SHS 3M COMPANY		1981-12-03	2012-12-17
800 SHS 3M COMPANY		1985-07-23	2012-10-26
2400 SHS 3M COMPANY		1985-07-23	2012-12-17
1200 SHS 3M COMPANY		1998-04-30	2012-10-26
2000 SHS 3M COMPANY		1999-01-20	2012-10-26
400 SHS AFLAC INC		2003-06-03	2012-05-17
800 SHS AFLAC INC		2003-06-03	2012-05-17
1000 SHS AFLAC INC		2003-06-03	2012-05-17
1200 SHS AFLAC INC		2003-06-03	2012-05-17
2100 SHS AFLAC INC		2003-06-03	2012-05-17
2500 SHS AFLAC INC		2003-06-03	2012-05-17
1000 SHS ANADARKO PETROLEUM CORP		2002-11-26	2012-10-26
6000 SHS ANADARKO PETROLEUM CORP		2002-11-26	2012-07-26
3000 SHS ANADARKO PETROLEUM CORP		2003-04-16	2012-12-17
3000 SHS ANADARKO PETROLEUM CORP		2003-04-16	2012-11-26
4000 SHS ANADARKO PETROLEUM CORP		2003-04-16	2012-10-26
13940 SHS BANK AMER CORP		1990-04-20	2012-04-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
6060 SHS BANK AMER CORP		2003-04-15	2012-04-19
500000 SHS BANKAMERICA CORP 5 2500% 11/15/17		2002-11-18	2012-11-15
10300 SHS BRISTOL MYERS SQUIBB CO		1983-02-16	2012-10-26
20000 SHS CHICO'S FAS		2003-04-15	2012-05-17
4000 SHS CISCO SYS INC		1999-08-03	2012-04-19
4000 SHS CISCO SYS INC		2001-01-26	2012-04-19
133 3 SHS CITIGROUP INC		2000-05-04	2012-04-19
366 7 SHS CITIGROUP INC		2001-01-26	2012-04-19
500 SHS CITIGROUP INC		2001-05-23	2012-04-19
2000 SHS EXXON MOBIL CORP		1991-11-19	2012-10-26
2000 SHS EXXON MOBIL CORP		1996-02-01	2012-10-26
1600 SHS EXXON MOBIL CORP		1996-08-21	2012-10-26
2000 SHS EXXON MOBIL CORP		1999-01-20	2012-10-26
300 SHS EXXON MOBIL CORP		2001-06-21	2012-10-26
4100 SHS EXXON MOBIL CORP		2001-06-21	2012-07-26
9000 SHS FASTENAL CO		2002-07-19	2012-10-26
15000 SHS FASTENAL CO		2002-07-19	2012-05-17
1000 SHS FASTENAL CO		2003-04-15	2012-10-26
8600 SHS FASTENAL CO		2003-04-15	2012-12-17
300 SHS FLAHERTY & CRUMRINE/CLAYMORE PFD SEC INC FUND		2004-01-28	2012-06-14
9700 SHS FLAHERTY & CRUMRINE/CLAYMORE PFD SEC INC FUND		2004-01-28	2012-06-14
500 SHS FLAHERTY & CRUMRINE/CLAYMORE PFD SEC INC FUND		2004-04-07	2012-06-14
9500 SHS FLAHERTY & CRUMRINE/CLAYMORE PFD SEC INC FUND		2004-04-07	2012-06-14
25000 SHS GENERAL ELECTRIC CO		1980-09-16	2012-10-26
500 SHS IBM CORP		1968-09-05	2012-12-17
2000 SHS IBM CORP		1982-11-04	2012-10-26
20000 SHS INTEL CORP		1990-04-20	2012-10-26
740 SHS J P MORGAN CHASE & CO		1991-08-19	2012-05-17
370 SHS J P MORGAN CHASE & CO		1991-11-19	2012-05-17
1480 SHS J P MORGAN CHASE & CO		1996-04-04	2012-05-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
2590 SHS J P MORGAN CHASE & CO		1996-07-09	2012-05-17
2220 SHS J P MORGAN CHASE & CO		1997-02-26	2012-05-17
1850 SHS J P MORGAN CHASE & CO		1998-07-06	2012-05-17
5550 SHS J P MORGAN CHASE & CO		1998-12-18	2012-05-17
12000 SHS JACOBS ENGINEERING GROUP INC		2001-10-19	2012-05-17
8000 SHS JACOBS ENGINEERING GROUP INC		2002-03-26	2012-05-17
500000 SHS JOHN HANCOCK LIFE INS CO 4 6500% 11/15/12		2002-11-18	2012-11-15
4000 SHS NORTHERN TRUST		2001-06-21	2012-04-19
4000 SHS NORTHERN TRUST		2002-04-19	2012-04-19
1000 SHS PEPSICO INC		1999-01-20	2012-12-17
280000 SHS PFIZER INC		1932-10-18	2012-06-14
600 SHS PROCTER & GAMBLE CO		1983-02-16	2012-11-16
5000 SHS PROCTER & GAMBLE CO		1983-02-16	2012-08-29
6400 SHS PROCTER & GAMBLE CO		1985-05-15	2012-11-16
5000 SHS QEP RESOURCES INC		2002-01-31	2012-06-14
5300 SHS QEP RESOURCES INC		2002-01-31	2012-05-17
9700 SHS QEP RESOURCES INC		2002-01-31	2012-10-26
9700 SHS QEP RESOURCES INC		2002-04-19	2012-05-17
20000 SHS QUESTAR CORP		2002-01-31	2012-10-26
9700 SHS QUESTAR CORP		2002-04-19	2012-10-26
100 SHS SYSCO CORP		2003-07-08	2012-04-19
2000 SHS SYSCO CORP		2003-07-08	2012-04-19
5900 SHS SYSCO CORP		2003-07-08	2012-04-19
15600 SHS TARGET CORP		1981-12-03	2012-06-14
2000 SHS TOLL BROTHERS INC		2002-07-19	2012-05-17
5800 SHS TOLL BROTHERS INC		2002-07-19	2012-05-17
6000 SHS TOLL BROTHERS INC		2002-07-19	2012-05-17
6200 SHS TOLL BROTHERS INC		2002-07-19	2012-05-17
10000 SHS TOLL BROTHERS INC		2003-01-09	2012-05-17
987 SHS XEROX CORPORATION		2002-07-09	2012-04-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
23688 SHS XEROX CORPORATION		2002-07-09	2012-04-19
24675 SHS XEROX CORPORATION		2002-11-26	2012-04-19
1100 SHS ZIMMER HOLDINGS INC		1983-02-16	2012-05-17
7000 SHS ZIMMER HOLDINGS INC		2002-01-31	2012-05-17
1900 SHS ZIMMER HOLDINGS INC		2003-06-05	2012-05-17
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
195			195
139,051		136,785	2,266
250,000		250,063	-63
250,000		250,000	0
250,000		250,000	0
250,000		249,750	250
100,000		99,980	20
250,000		250,000	0
203,508		200,000	3,508
411,772		400,000	11,772
224,351		200,000	24,351
114,026		100,000	14,026
212,316		218,837	-6,521
147,819		10,414	137,405
70,476		7,798	62,678
221,728		23,393	198,335
105,714		57,050	48,664
176,189		72,513	103,676
15,944		12,724	3,220
31,888		25,504	6,384
39,860		31,800	8,060
47,832		38,244	9,588
83,706		66,822	16,884
99,650		79,750	19,900
66,088		22,854	43,234
423,496		137,121	286,375
224,333		67,932	156,401
221,519		67,932	153,587
264,351		90,576	173,775
122,809		127,847	-5,038

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
53,387		209,420	-156,033
500,000		500,000	0
345,141		40,359	304,782
295,629		222,820	72,809
79,679		122,575	-42,896
79,679		149,740	-70,061
4,665		54,475	-49,810
12,834		189,219	-176,385
17,500		241,728	-224,228
181,172		29,103	152,069
181,172		40,325	140,847
144,937		33,550	111,387
181,172		71,513	109,659
27,176		13,151	14,025
351,502		179,725	171,777
388,160		84,686	303,474
638,741		141,143	497,598
43,129		8,543	34,586
371,157		73,466	297,691
5,416		8,021	-2,605
175,132		259,928	-84,796
9,027		13,168	-4,141
171,521		250,770	-79,249
527,763		27,898	499,865
96,714		8,590	88,124
386,173		42,626	343,547
437,440		23,333	414,107
25,211		10,466	14,745
12,606		6,108	6,498
50,422		33,900	16,522

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
88,239		57,863	30,376
75,634		65,000	10,634
63,028		59,325	3,703
189,084		152,731	36,353
438,308		196,826	241,482
292,205		143,543	148,662
500,000		500,000	0
185,699		262,961	-77,262
185,699		217,760	-32,061
70,397		38,912	31,485
6,213,397		675	6,212,722
39,895		2,137	37,758
334,457		17,810	316,647
425,551		20,749	404,802
130,171		40,099	90,072
141,711		42,504	99,207
304,827		77,791	227,036
259,358		93,782	165,576
407,093		82,260	324,833
197,440		48,097	149,343
2,952		3,029	-77
59,039		60,640	-1,601
174,165		178,947	-4,782
910,280		17,546	892,734
51,934		23,370	28,564
150,610		68,179	82,431
155,803		70,080	85,723
160,997		72,478	88,519
259,672		104,563	155,109
7,738		8,365	-627

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
185,712		200,756	-15,044
193,450		209,120	-15,670
65,547		2,184	63,363
417,117		225,460	191,657
113,218		79,857	33,361
11,415			11,415

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			195
			2,266
			-63
			0
			0
			250
			20
			0
			3,508
			11,772
			24,351
			14,026
			-6,521
			137,405
			62,678
			198,335
			48,664
			103,676
			3,220
			6,384
			8,060
			9,588
			16,884
			19,900
			43,234
			286,375
			156,401
			153,587
			173,775
			-5,038

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-156,033
			0
			304,782
			72,809
			-42,896
			-70,061
			-49,810
			-176,385
			-224,228
			152,069
			140,847
			111,387
			109,659
			14,025
			171,777
			303,474
			497,598
			34,586
			297,691
			-2,605
			-84,796
			-4,141
			-79,249
			499,865
			88,124
			343,547
			414,107
			14,745
			6,498
			16,522

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			30,376
			10,634
			3,703
			36,353
			241,482
			148,662
			0
			-77,262
			-32,061
			31,485
			6,212,722
			37,758
			316,647
			404,802
			90,072
			99,207
			227,036
			165,576
			324,833
			149,343
			-77
			-1,601
			-4,782
			892,734
			28,564
			82,431
			85,723
			88,519
			155,109
			-627

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-15,044
			-15,670
			63,363
			191,657
			33,361
			11,415

Form 990PF Part VIII Line 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
HOWARD KALLEWARD 211 SOUTH ROSE STREET KALAMAZOO,MI 49007	/DIRECTOR 1 00	0	0	0
RONALD N KILGORE 211 SOUTH ROSE STREET KALAMAZOO,MI 49007	SEC/TREAS/DIRECTOR 4 00	0	0	0
JUDY K JOLLIFFE 211 SOUTH ROSE STREET KALAMAZOO,MI 49007	DIRECTOR 1 00	0	0	0
SARAH A JOHANSSON 211 SOUTH ROSE STREET KALAMAZOO,MI 49007	DIRECTOR 1 00	0	0	0
ELIZABETH A BENNETT 211 SOUTH ROSE STREET KALAMAZOO,MI 49007	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ARTS COUNCIL OF GREATER KALAMAZOO 359 S BURDICK ST SUITE 203 KALAMAZOO,MI 49007	N/A	PUBLIC	GENERAL SUPPORT	10,000
BACH FESTIVAL SOCIETY OF KALAMAZOO 1140 ACADEMY KALAMAZOO,MI 49006	N/A	PUBLIC	GENERAL SUPPORT 2012-2013 SEASON	3,000
BALLET ARTS ENSEMBLE INC 2108 RAMBLING ROAD KALAMAZOO,MI 49008	N/A	PUBLIC	2012-2013 SEASON	2,500
BIG BROTHERS BIG SISTERS 359 S KALAMAZOO MALL KALAMAZOO,MI 49007	N/A	PUBLIC	SUSTAINABLE CAPACITY BUILDING SUPPORT	15,000
BLACK ARTS & CULTURAL CENTER 1722 SHAFFER KALAMAZOO,MI 49048	N/A	PUBLIC	GENERAL SUPPORT	10,000
BOY SCOUTS OF AMERICA SW MI COUNCIL 1035 W MAPLE ST KALAMAZOO,MI 49001	N/A	PUBLIC	SUMMER CAMP STAFF TRAINING	25,000
BOYS AND GIRLS CLUBS OF GREATER KALAMAZOO 915 LAKE ST KALAMAZOO,MI 49001	N/A	PUBLIC	SOCIAL RECREATION PROGRAMS	35,000
CHADD INC 8181 PROFESSIONAL PL LANDOVER,MD 20785	N/A	PUBLIC	GENERAL SUPPORT	1,500
CITY OF PORTAGE PARKSRECREATION 7719 SOUTH WESTNEDGE AVENUE PORTAGE,MI 49002	N/A	PUBLIC	SUMMER ENTERTAINMENT SERIES	5,000
COMMUNITY HEALING CENTER 2614 STADIUM DR KALAMAZOO,MI 49007	N/A	PUBLIC	DETOX AND RES SUBSTANCE ABUSE TREATMENT PROGRAM	50,000
COMMUNITY HOMEWORKS 504 S WESTNEDGE AVENUE KALAMAZOO,MI 49008	N/A	PUBLIC	HOMEOWNER SUPPORT PROGRAM	10,000
CONSTANCE BROWN HEARING & SPEECH CENTER 1634 GULL ROAD KALAMAZOO,MI 49048	N/A	PUBLIC	UNIVERSAL NEWBORN HEARING SCREENING	15,000
DISABILITY NETWORK SOUTHWEST MICHIGAN 517 EAST CROSSTOWN PARKWAY KALAMAZOO,MI 49001	N/A	PUBLIC	INDEPENDENT LIVING PROGRAM	5,000
DOUGLAS COMMUNITY ASSOCIATION 1000 W PATERSON ST KALAMAZOO,MI 49007	N/A	PUBLIC	REPLACEMENT OF ROOFTOP HEATING AND COOLING UNITS	11,000
DRUG TREATMENT COURT FOUNDATION PO BOX 50587 KALAMAZOO,MI 49005	N/A	PUBLIC	GENERAL SUPPORT	50,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ECUMENICAL SENIOR CENTER 702 NORTH BURDICK STREET KALAMAZOO,MI 49007	N/A	PUBLIC	IMPROVING ACCESSIBILITY AND SAFETY FOR SENIORS	5,000
FIRST CONGREGATIONAL CHURCH 129 SOUTH PARK STREET KALAMAZOO,MI 49007	N/A	PUBLIC	KALAMAZOO DROP-IN CHILD CARE CENTER	5,000
FIRST DAY SHOE FUND 2525 FULFORD STREET KALAMAZOO,MI 49001	N/A	PUBLIC	2012 SHOE DISTRIBUTION	3,000
FONTANA CHAMBER ARTS 359 S BURDICK ST SUITE 200 KALAMAZOO,MI 49007	N/A	PUBLIC	OUTREACH AND EDUCATIONAL PROGRAMS	6,000
FOOD BANK OF SOUTH CENTRAL MICHIGAN 5451 WAYNE ROAD BATTLE CREEK,MI 49037	N/A	PUBLIC	CRITICAL CROSSROADS II CAPACITY BUILDING	20,000
FOUNDATION CENTER 79 FIFTH AVENUE NEW YORK,NY 10003	N/A	PUBLIC	GENERAL SUPPORT	500
GIRL SCOUTS HEART OF MICHIGAN 601 WEST MAPLE STREET KALAMAZOO,MI 49008	N/A	PUBLIC	CAMP MERRIE WOODE ADVENTURE UNIT HOUSE	50,000
GOODWILL INDUSTRIES OF SW MICHIGAN 420 EAST ALCOTT KALAMAZOO,MI 49001	N/A	PUBLIC	ADULT EDUCATION/GED PROGRAM	9,966
GREATER KALAMAZOO UNITED WAY 709 S WESTNEDGE KALAMAZOO,MI 49007	N/A	PUBLIC	2011-2012 CAMPAIGN	70,000
GREATER KALAMAZOO UNITED WAY 709 S WESTNEDGE KALAMAZOO,MI 49007	N/A	PUBLIC	KALAMAZOO COUNTY READY 4S PILOT PROGRAM	25,000
GRYPHON PLACE 1104 S WESTNEDGE KALAMAZOO,MI 49008	N/A	PUBLIC	NEW BUILDING CAMPAIGN	50,000
GUARDIAN & ADVOCACY SERVICES 18 W MICHIGAN AVENUE BATTLE CREEK,MI 49017	N/A	PUBLIC	GENERAL SUPPORT	6,000
HOUSING RESOURCES INC 345 N BURDICK STREET KALAMAZOO,MI 49007	N/A	PUBLIC	GENERAL SUPPORT	25,000
INTERACT OF MICHIGAN INC 610 SOUTH BURDICK STREET KALAMAZOO,MI 49007	N/A	PUBLIC	COGNITIVE ENHANCED THERAPY DEVELOPMENT	7,500
INTERFAITH HOMES OF KALAMAZOO INC 1037 INTERFAITH BOULEVARD KALAMAZOO,MI 49007	N/A	PUBLIC	CAPS	6,300

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
IRVING S GILMORE INT'L KEYBOARD FESTIVAL 359 S BURDICK ST SUITE 101 KALAMAZOO,MI 49007	N/A	PUBLIC	PIANO CAMP 2012	10,000
JULIUS AND ESTER STULBERG AUDITIONS 359 S BURDICK ST SUITE 14 KALAMAZOO,MI 49007	N/A	PUBLIC	FEES FOR COMPETITION ADJUDICATORS	3,000
KAIROS DWELLING 2945 GULL ROAD KALAMAZOO,MI 49048	N/A	PUBLIC	GENERAL SUPPORT 2013	25,000
KALAMAZOO CIVIC THEATER 329 S PARK STREET KALAMAZOO,MI 49007	N/A	PUBLIC	DEVELOPMENT DIRECTOR	35,000
KALAMAZOO CIVIC THEATER 329 S PARK STREET KALAMAZOO,MI 49007	N/A	PUBLIC	OPERATIONAL SUPPORT	145,000
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO,MI 49006	N/A	PUBLIC	FESTIVAL PLAYHOUSE - DALTON MAINTENANCE FUND	40,000
KALAMAZOO CONCERT BAND PO BOX 20060 KALAMAZOO,MI 49019	N/A	PUBLIC	REPAIR OF INSTRUMENTS AND EQUIPMENT	5,000
KALAMAZOO COUNTY PARKS & RECREATION 2900 LAKE STREET KALAMAZOO,MI 49048	N/A	PUBLIC	KRVT PROJECT	50,000
KALAMAZOO CULTURAL CENTER 359 S KALAMAZOO MALL STE 203 KALAMAZOO,MI 49007	N/A	PUBLIC	GENERAL SUPPORT	25,000
KALAMAZOO IN BLOOM PO BOX 20178 KALAMAZOO,MI 49019	N/A	PUBLIC	GENERAL SUPPORT	4,500
KALAMAZOO INSTITUTE OF ARTS 314 SOUTH PARK STREET KALAMAZOO,MI 49007	N/A	PUBLIC	KIA YOUTH EDUCATION PROGRAMS	20,000
KALAMAZOO JUNIOR GIRL'S ORGANIZATION 1114 W PATERSON STREET KALAMAZOO,MI 49007	N/A	PUBLIC	GENERAL SUPPORT	10,000
KALAMAZOO JUNIOR GIRL'S ORGANIZATION 1115 W PATERSON STREET KALAMAZOO,MI 49007	N/A	PUBLIC	VAN PURCHASE	5,000
KALAMAZOO JUNIOR SYMPHONY 714 S WESTNEDGE KALAMAZOO,MI 49007	N/A	PUBLIC	GENERAL SUPPORT	3,000
KALAMAZOO LOAVES AND FISHES 913 E ALCOTT STREET KALAMAZOO,MI 49001	N/A	PUBLIC	FACILITIES CAMPAIGN	25,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
KALAMAZOO NATURE CENTER 7000 N WESTNEDGE AVE KALAMAZOO,MI 49007	N/A	PUBLIC	CAPITAL CAMPAIGN - NO CHILD LEFT INSIDE	100,000
KALAMAZOO PUBLIC LIBRARY 315 S ROSE ST KALAMAZOO,MI 49007	N/A	PUBLIC	ONEPLACE PROGRAMS AND SERVICES	15,000
KALAMAZOO RESA 1819 EAST MILHAM AVENUE PORTAGE,MI 49002	N/A	PUBLIC	TRANSPORTATION EXPENSES	10,000
KALAMAZOO SINGERS PO BOX 2712 KALAMAZOO,MI 49003	N/A	PUBLIC	FUND RAISING DEVELOPMENT	3,500
KALAMAZOO SYMPHONY ORCHESTRA 359 S BURDICK ST SUITE 100 KALAMAZOO,MI 49007	N/A	PUBLIC	YOUTH EDUCATION PROGRAMS	20,000
KALAMAZOO VALLEY COMMUNITY COLLEGE 6767 WEST O AVENUE KALAMAZOO,MI 49009	N/A	PUBLIC	COLLEGE CAMPUS BAND	2,000
KALAMAZOO VALLEY HABITAT FOR HUMANITY 525 E KALAMAZOO AVENUE KALAMAZOO,MI 49007	N/A	PUBLIC	HOME OWNERSHIP PROGRAM	15,000
LADIES LIBRARY ASSOCIATION OF KALAMAZOO 333 SOUTH PARK STREET KALAMAZOO,MI 49007	N/A	PUBLIC	21ST CENTURY MATCHING FUNDS PROGRAM	25,000
MI FOUNDATION FOR THE BLIND & VISUALLY IMPAIRED 261 E KALAMAZOO AVE SUITE L400 KALAMAZOO,MI 49007	N/A	PUBLIC	WMU PARTNERSHIP	5,000
MI YOUTH ARTS FESTIVAL 36400 WOODWARD AVENUE 118 BLOOMFIELD HILLS,MI 48304	N/A	PUBLIC	GENERAL SUPPORT 2013	2,500
MINISTRY WITH COMMUNITY 440 N CHURCH STREET KALAMAZOO,MI 49007	N/A	PUBLIC	DROP -IN PROGRAM	30,000
MRC INDUSTRIES INC 1310 BANK STREET KALAMAZOO,MI 49001	N/A	PUBLIC	NEW FACILITY	25,000
NEW YEAR'S FEST 346 W MICHIGAN AVENUE KALAMAZOO,MI 49007	N/A	PUBLIC	2012-13 NEW YEAR'S FEST	10,000
OPEN DOOR - NEXT DOOR SHELTERS PO BOX 50102 KALAMAZOO,MI 49005	N/A	PUBLIC	GENERAL SUPPORT	23,000
PRETTY LAKE VACATION CAMP 9123 WEST Q AVENUE MATTAWAN,MI 49071	N/A	PUBLIC	ADVANCEMENT CAMPAIGN	50,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PRETTY LAKE VACATION CAMP 9123 WEST Q AVENUE MATTAWAN,MI 49071	N/A	PUBLIC	SUMMER CAMP 2012	20,000
RESIDENTIAL OPPORTUNITIES INC 1100 S ROSE ST KALAMAZOO,MI 49001	N/A	PUBLIC	CAPITAL CAMPAIGN - RESIDENTIAL & OUTPATIENT	50,000
SHERMAN LAKE YMCA OUTDOOR CENTER 6225 NORTH 39TH STREET AUGUSTA,MI 49012	N/A	PUBLIC	WORDS FOR HUMANITY - KIRK NEWMAN SCULPTURE	25,000
SLD LEARNING CENTER 504 S WESTNEDGE AVENUE KALAMAZOO,MI 49008	N/A	PUBLIC	GENERAL SUPPORT	7,500
SPECIAL OLYMPICS MICHIGAN PO BOX 474 ALMA,MI 48801	N/A	PUBLIC	KALAMAZOO PARTICIPANTS INVOLVED IN SPECIAL OLYMPICS AT WMU	5,000
VINEYARD OUTREACH MINISTRY 811 S WESTNEDGE AVENUE KALAMAZOO,MI 49008	N/A	PUBLIC	GENERAL SUPPORT	6,000
WEST MICHIGAN CANCER CENTER 200 N PARK ST KALAMAZOO,MI 49007	N/A	PUBLIC	SURVIVORSHIP CLINIC PROGRAM	45,000
WESTERN MICHIGAN UNIVERSITY FOUNDATION 1903 W MICHIGAN AVENUE KALAMAZOO,MI 49008	N/A	PUBLIC	COLLEGE OF FINE ARTS, AVIATION AND WMUK-FM RADIO	400,000
YWCA 352 E MICHIGAN AVENUE KALAMAZOO,MI 49007	N/A	PUBLIC	NURSE EXAMINER PROGRAM	25,000
YWCA 353 E MICHIGAN AVENUE KALAMAZOO,MI 49007	N/A	PUBLIC	SEXUAL ASSUALT PROGRAM	35,000
YWCA 353 E MICHIGAN AVENUE KALAMAZOO,MI 49007	N/A	PUBLIC	EDUCATOR - SEXUAL ASSUALT PROGRAM	20,000
Total . . . . ▶ **3a**				1,917,266

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b Approved for future payment				
BLACK ARTS & CULTURAL CENTER 1722 SHAFFER KALAMAZOO, MI 49048	N/A	PUBLIC	GENERAL SUPPORT	10,000
BOY SCOUTS OF AMERICA SW MI COUNCIL1035 W MAPLE ST KALAMAZOO, MI 49001	N/A	PUBLIC	SUMMER CAMP STAFF TRAINING	10,000
COMMUNITY ADVOCATES FOR PERSONS WITH DEVELOPMENTAL DISABILITIES814 S WESTNEDGE AVENUE KALAMAZOO, MI 49008	N/A	PUBLIC	GENERAL SUPPORT	10,000
COMMUNITY HEALING CENTERS 2614 STADIUM DR KALAMAZOO, MI 49007	N/A	PUBLIC	REPAIR AND RESTORE HEALING CENTER BUILDINGS	65,000
COMMUNITY HOMEWORKS504 S WESTNEDGE AVENUE KALAMAZOO, MI 49008	N/A	PUBLIC	HOMEOWNER SUPPORT PROGRAM	10,000
COMSTOCK COMMUNITY CENTER INC6330 KING HIGHWAY COMSTOCK, MI 49011	N/A	PUBLIC	MORTGAGE REPAYMENT	50,000
CONSTANCE BROWN HEARING & SPEECH CENTER1634 GULL ROAD KALAMAZOO, MI 49048	N/A	PUBLIC	UNIVERSAL NEWBORN HEARING SCREENING	15,000
DRUG TREATMENT COURT FOUNDATIONPO BOX 50587 KALAMAZOO, MI 49005	N/A	PUBLIC	GENERAL SUPPORT	50,000
GIRL SCOUTS HEART OF MICHIGAN 601 WEST MAPLE STREET KALAMAZOO, MI 49008	N/A	PUBLIC	3 OF 3 PAYMENTS	25,000
GREATER KALAMAZOO UNITED WAY 709 S WESTNEDGE KALAMAZOO, MI 49007	N/A	PUBLIC	2013-2013 ANNUAL CAMPAIGN	70,000
GRYPHON PLACE1104 S WESTNEDGE KALAMAZOO, MI 49008	N/A	PUBLIC	NEW BUILDING CAMPAIGN	25,000
KALAMAZOO CIVIC THEATER329 S PARK STREET KALAMAZOO, MI 49007	N/A	PUBLIC	DEVELOPMENT DIRECTOR	15,000
KALAMAZOO COLLEGE1200 ACADEMY STREET KALAMAZOO, MI 49006	N/A	PUBLIC	FESTIVAL PLAYHOUSE - DALTON MAINTENANCE FUND	40,000
KALAMAZOO COUNTY PARKS & RECREATION2900 LAKE STREET KALAMAZOO, MI 49048	N/A	PUBLIC	KRVT PROJECT	25,000
KALAMAZOO COUNTY READY 4S222 S WESTNEDGE AVENUE KALAMAZOO, MI 49007	N/A	PUBLIC	GENERAL SUPPORT	5,000
KALAMAZOO JUNIOR SYMPHONY 714 S WESTNEDGE KALAMAZOO, MI 49007	N/A	PUBLIC	GENERAL SUPPORT	4,000
KALAMAZOO LOAVES AND FISHES 913 E ALCOTT STREET KALAMAZOO, MI 49001	N/A	PUBLIC	FACILITIES CAMPAIGN	25,000
KALAMAZOO LOAVES AND FISHES 913 E ALCOTT STREET KALAMAZOO, MI 49001	N/A	PUBLIC	GENERAL SUPPORT	25,000
KALAMAZOO NATURE CENTER7000 N WESTNEDGE AVE KALAMAZOO, MI 49007	N/A	PUBLIC	CAPITAL CAMPAIGN - NO CHILD LEFT INSIDE	100,000
LADIES LIBRARY ASSOCIATION OF KALAMAZOO333 SOUTH PARK STREET KALAMAZOO, MI 49007	N/A	PUBLIC	21ST CENTURY MATCHING FUNDS PROGRAM	25,000
LOCAL INITIATIVES SUPPORT CORP119 NORTH CHURCH STREET SUITE 201 KALAMAZOO, MI 49007	N/A	PUBLIC	GENERAL SUPPORT	25,000
MI FDN FOR THE BLIND & VISUALLY IMPAIR261 E KALAMAZOO AVE SUITE L400 KALAMAZOO, MI 49005	N/A	PUBLIC	GENERAL SUPPORT	5,000
MICHIGAN FESTIVAL OF SACRED MUSICPO BOX 50566 KALAMAZOO, MI 50566	N/A	PUBLIC	2013 FESTIVAL	5,000
NEW VIC THEATRICALS INC134 EAST VINE STREET KALAMAZOO, MI 49001	N/A	PUBLIC	GENERAL SUPPORT	5,000
PRETTY LAKE VACATION CAMP 9123 WEST Q AVENUE MATTAWAN, MI 49071	N/A	PUBLIC	ADVANCEMENT CAMPAIGN	50,000
RENAISSANCE ENTERPRISES CO 901 LAY BLVD KALAMAZOO, MI 49001	N/A	PUBLIC	GENERAL SUPPORT	5,000
SPECIAL OLYMPICS MICHIGANPO BOX 474 ALMA, MI 48801	N/A	PUBLIC	KALAMAZOO PARTICIPANTS INVOLVED IN SPECIAL OLYMPICS AT WMU	5,000
WEST MICHIGAN CANCER CENTER 200 N PARK ST KALAMAZOO, MI 49007	N/A	PUBLIC	SURVIVORSHIP CLINIC PROGRAM	20,000
Y W C A352 E MICHIGAN AVENUE KALAMAZOO, MI 49007	N/A	PUBLIC	NURSE EXAMINER PROGRAM	25,000
Y W C A352 E MICHIGAN AVENUE KALAMAZOO, MI 49007	N/A	PUBLIC	SEXUAL ASSAULT PROGRAM	35,000
Total . . . . ▶ 3b				784,000

TY 2012 Accounting Fees Schedule

Name: DOROTHY U DALTON FOUNDATION INC

EIN: 38-2240062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & TAX SERVICES - PLANTE & MORAN, PLLC	4,980	2,490		2,490

TY 2012 Investments Corporate Bonds Schedule

Name: DOROTHY U DALTON FOUNDATION INC

EIN: 38-2240062

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CELGENE CORPORATION 2.450% 10/15/2015, 125000 SHRS	128,647	129,713
JUNIPER NETWORKS INC 3.100% 03/15/2016, 250000 SHRS	261,252	259,141
LOCKHEED MARTIN CORP 7.650% 05/01/2016, 250000 SHRS	306,970	302,753
OHIO POWER CO 6.000% 06/01/16, 250000 SHRS	291,548	288,027
AMGEN 2.300% 06/15/2016, 125000 SHRS	126,823	129,956
DOMINION RESOURCES INC 5.600% 11/15/2016, 125000 SHRS	146,259	144,865
INTUIT INC 5.750% 03/15/2017, 250000 SHRS	290,550	288,385
STARBUCKS CORP 6.250% 08/15/2017, 250000 SHRS	302,302	300,715
UNION PACIFIC CORP 5.750% 11/15/2017, 200000 SHRS	240,206	239,787
BROADCOM CORP 2.700% 11/01/2018, 250000 SHRS	257,540	267,893

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TY 2012 Investments Corporate Stock Schedule

Name: DOROTHY U DALTON FOUNDATION INC

EIN: 38-2240062

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENERAL DYNAMICS CORP, 6950 SHRS	300,247	481,427
IBM CORP, 3500 SHRS	50,594	670,425
PEPSICO INC, 9000 SHRS	304,293	615,870
STRYKER CORP, 10,000 SHRS	243,590	548,200
ACE LIMITED, 5900 SHRS	444,660	470,820
ALBERMARLE CORP, 8500 SHRS	469,025	528,020
AMPHENOL CORPORATION, 2000 SHRS	104,478	129,400
APPLE INC, 1300 SHRS	713,691	691,824
AVAGO TECHNOLOGIES, 14300 SHRS	469,712	452,606
BUNGE LTD, 7300 SHRS	434,986	530,637
CELGENE CORPORATION, 7250 SHRS	483,844	568,908
CHECK POINT SOFTWARE TECHNOLOGIES, 10000 SHRS	513,828	476,400
CONOCOPHILLIPS, 3900 SHRS	212,550	226,161
DEERE & CO, 3000 SHRS	219,878	259,260
DENBURY RES INC HLDG CO, 29650 SHRS	455,403	480,330
FACTSET, 2450 SHRS	224,876	215,747
GLAXOSMITHKLINE PLC SPONSORED ADR, 5000 SHRS	220,225	217,350
MARKEL CORP, 500 SHRS	230,572	216,710
NETAPP INC, 15325 SHRS	427,762	514,154
NORFOLK SOUTHERN CORP, 3600 SHRS	237,935	222,624
NOVO NORDISK A/S ADR, 3100 SHRS	429,885	505,951
OMNICOM GROUP INC, 9400 SHRS	445,351	469,624
PLUM CREEK TIMBER CO INC, 6000 SHRS	221,491	266,220
SUNCOR ENERGY INC NEW ADR, 23600 SHRS	653,305	778,328
TIFFANY & CO, 7600 SHRS	448,020	435,784
TRIANGLE CAPITAL CORP, 9000 SHRS	222,024	229,410
VODAFONE GROUP PLC NEW ADR, 9000 SHRS	226,125	216,634
WESTERN UNION CO, 13300 SHRS	228,179	181,013

TY 2012 Investments Government Obligations Schedule

Name:	DOROTHY U DALTON FOUNDATION INC
EIN:	38-2240062
US Government Securities - End of Year Book Value:	1,253,238
US Government Securities - End of Year Fair Market Value:	1,246,860
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

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TY 2012 Investments - Other Schedule

Name: DOROTHY U DALTON FOUNDATION INC

EIN: 38-2240062

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALERIAN MLP, 28250 SHRS	AT COST	462,092	450,588
ISHARES S&P 500 BARRA VALUE, 12450 SHRS	AT COST	812,826	826,555
ISHARES S&P 500 GROWTH INDEX FUND, 10400 SHRS	AT COST	787,642	787,696
ISHARES TR S&P MIDCAP GROWTH INDEX, 5650 SHRS	AT COST	585,637	646,417
ISHARES TR S&P MIDCAP VALUE INDEX, 7350 SHRS	AT COST	583,472	647,829
ISHARES TR S&P SMALLCAP GROWTH INDEX, 13700 SHRS	AT COST	1,099,831	1,151,347
ISHARES TR S&P SMALLCAP VALUE INDEX, 14500 SHRS	AT COST	1,098,025	1,173,195
VANGUARD MSCI EMERGING MARKETS ETF, 11260 SHRS	AT COST	431,645	501,408
WISDOMTREE EMERGING MARKETS SMALL CAP, 10210 SHRS	AT COST	441,349	504,782
WISDOMTREE ETF EMERGING MARKETS EQUITY INC, 13025 SHRS	AT COST	670,578	744,900
ALPHASIMPLEX MANAGED FUTURES STRATEGY FD CL Y, 48824.712 SHRS	AT COST	450,000	444,305
CREDIT SUISSE COMMODITY RETURN STRATEGY FD, 40377.438 SHRS	AT COST	300,000	324,231
DELAWARE EMERGING MARKET, 36303.086 SHRS	AT COST	434,500	523,127
MATTHEWS PACIFIC TIGER FUND CL I, 31010.256 SHRS	AT COST	651,750	756,960
TOUCHSTONE MERGER ARBITRAGE FUND CL I, 42454.539 SHRS	AT COST	448,000	452,990
CALAMOS INTERNATIONAL GROWTH FUND CL I, 12982.773 SHRS	AT COST	207,000	230,314
ING GLOBAL REAL ESTATE, 38303.634 SHRS	AT COST	620,000	691,381
COLUMBIA INCOME OPPORTUNITIES FUND CL Z, 94608.405 SHRS	AT COST	910,000	953,653
TEMPLETON GLOBAL BOND FUND ADVISOR CL, 47191.339 SHRS	AT COST	600,000	629,532
VANGUARD SHORT-TERM CORPORATE FUND, 86,343.13 SHRS	AT COST	935,600	935,096

TY 2012 Other Expenses Schedule

Name: DOROTHY U DALTON FOUNDATION INC

EIN: 38-2240062

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	20	0		20
SERVICE CHARGES	281	0		281
DUES	3,195	0		3,195

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TY 2012 Other Professional Fees Schedule

Name: DOROTHY U DALTON FOUNDATION INC

EIN: 38-2240062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT & MANAGEMENT SERVICES - GREENLEAF TRUST	155,151	131,151		24,000

TY 2012 Taxes Schedule

Name: DOROTHY U DALTON FOUNDATION INC

EIN: 38-2240062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	144,000	0		0
FOREIGN TAXES	1,244	1,244		0