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 , 2012, and ending , 20

Name of foundation: JOHN AND JUDY SPOELHOF FOUNDATION

A Employer identification number: 38-2492821

Number and street (or P O box number if mail is not delivered to street address): 151 CENTRAL AVENUE, SUITE 200

Room/suite:

B Telephone number (see instructions): (616) 494-7400

City or town, state, and ZIP code: HOLLAND, MI 49423

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: [X] 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)* ▶ $ 19,114,861.

J Accounting method [ ] Cash [X] 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))*

		(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	458.	458.		ATCH 1
	4 Dividends and interest from securities	502,468.	502,468.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	727,603.			
	b Gross sales price for all assets on line 6a 4,604,367.				
	7 Capital gain net income (from Part IV, line 2)		727,603.		
	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) ATCH 3	50,812.	47,292.		
	12 **Total.** Add lines 1 through 11	1,281,341.	1,277,821.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	2,175.	2,175.		
	c Other professional fees (attach schedule) *	168,452.	150,785.		10,167.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	16,443.	6,992.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	42,037.	41,970.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	229,107.	201,922.		10,167.
	25 Contributions, gifts, grants paid	955,750.			955,750.
	26 Total expenses and disbursements Add lines 24 and 25	1,184,857.	201,922.	0	965,917.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	96,484.			
	b **Net investment income** (if negative, enter -0-)		1,075,899.		
	c **Adjusted net income** (if negative, enter -0-)				

SCANNED AUG 22 2013

RECEIVED AUG 2013 OGDEN, UT

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

	Description	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	45,392.	83,795.	83,795.
	2 Savings and temporary cash investments	169,390.	190,397.	190,397.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges ATCH 8	35,167.	21,715.	21,715.
	10 a Investments - U S and state government obligations (attach schedule) **	509,379.	598,896.	603,468.
	b Investments - corporate stock (attach schedule) ATCH 10	12,676,629.	14,806,615.	17,624,536.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 11	2,848,338.	543,936.	590,950.
	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)	16,284,295.	16,245,354.	19,114,861.
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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	16,284,295.	16,245,354.	
	30 **Total net assets or fund balances** (see instructions)	16,284,295.	16,245,354.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	16,284,295.	16,245,354.	

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	16,284,295.
2	Enter amount from Part I, line 27a	2	96,484.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,380,779.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	135,425.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,245,354.

**ATCH 9

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 PART IV SCHEDULE			
b				
c				
d				
e				

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

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

	(i) 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				
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	727,603.
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	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	912,073.	19,143,015.	0.047645
2010	1,012,915.	18,168,213.	0.055752
2009	344,278.	15,665,102.	0.021977
2008	679,119.	21,229,219.	0.031990
2007	874,135.	23,438,965.	0.037294

2	**Total** of line 1, column (d)	2	0.194658
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	0.038932
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	18,823,106.
5	Multiply line 4 by line 3	5	732,821.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,759.
7	Add lines 5 and 6	7	743,580.
8	Enter qualifying distributions from Part XII, line 4	8	965,917.

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 ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b		1	10,759.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	10,759.
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	10,759.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 19,516.		
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	19,516.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	8,757.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 8,757. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
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	X	
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	X	
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	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ANN VAN ZALEN Telephone no ▶ 616-494-7405
Located at ▶ 151 CENTRAL AVENUE, SUITE 200 HOLLAND, MI ZIP+4 ▶ 49423

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

			Yes	No
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		X
	See the 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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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		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? ☐ Yes ☒ No			
	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)	2b		X
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? ☒ 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		X
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

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

			Yes	No
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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		X
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		X

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
ATCH 13		0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 14		52,973.
Total number of others receiving over $50,000 for professional services . . . ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	19,028,068.
b	Average of monthly cash balances	1b	81,684.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	19,109,752.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	19,109,752.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	286,646.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,823,106.
6	**Minimum investment return.** Enter 5% of line 5	6	941,155.

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	941,155.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,759.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,759.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	930,396.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	930,396.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	930,396.

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	965,917.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	965,917.
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	10,759.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	955,158.

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				930,396.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010 106,052.				
e From 2011				
f **Total** of lines 3a through e	106,052.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 965,917.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				930,396.
e Remaining amount distributed out of corpus	35,521.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	141,573.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	141,573.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 106,052.				
d Excess from 2011				
e Excess from 2012 35,521.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	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 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))

JOHN & JUDY SPOELHOF

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

N/A

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

Check here ▶ [X] 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

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 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*				
ATCH 15				
Total ▶ 3a				955,750.
b *Approved for future payment*				
Total ▶ 3b				

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.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
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	458.	
4 Dividends and interest from securities			14	502,468.	
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	727,603.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 16		3,520.		47,291.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		3,520.		1,277,820.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 1,281,340.

(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

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?

		Yes	No
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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

Signature of officer or trustee | Date 8/15/13 | Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICHARD NOREEN	RICHARD NOREEN	08/13/2013		P00059529

Firm's name ▶ BDO USA, LLP — Firm's EIN ▶ 13-5381590

Firm's address ▶ 200 OTTAWA AVE NW STE 300, GRAND RAPIDS, MI 49503 — Phone no 616-774-7000

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	JOHN AND JUDY SPOELHOF FOUNDATION	38-2492821
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 151 CENTRAL AVENUE, SUITE 200	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions HOLLAND, MI 49423	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ANN VAN ZALEN

Telephone No ▶ 616 494-7405 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______, 20___, and ending ______, 20___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 19,516.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 19,516.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		LAFLEUR - SHORT TERM				P	VARIOUS	VARIOUS
281,629.		286,084.					-4,455.	
		LAFLEUR - LONG TERM				P	VARIOUS	VARIOUS
1,186,900.		782,296.					404,604.	
		HAHN CAPITAL MGMT - SHORT TERM				P	VARIOUS	VARIOUS
24,629.		34,943.					-10,314.	
		HAHN CAPITAL MGMT - LONG TERM				P	VARIOUS	VARIOUS
438,059.		334,770.					103,289.	
		BAHL & GAYNOR - SHORT TERM				P	VARIOUS	VARIOUS
498,957.		497,148.					1,809.	
		BAHL & GAYNOR - LONG TERM				P	VARIOUS	VARIOUS
783,675.		693,368.					90,307.	
		LABBETT HIGH YIELD - LONG TERM				P	VARIOUS	VARIOUS
3,478.		3,360.					118.	
		PIMCO MULTI STRAT - SHORT TERM				P	VARIOUS	VARIOUS
329,795.		321,978.					7,817.	
		PIMCO MULTI STRAT - LONG TERM				P	VARIOUS	VARIOUS
278,349.		278,101.					248.	
		WINSLOW - SHORT TERM				P	VARIOUS	VARIOUS
223,172.		254,405.					-31,233.	
		WINSLOW - LONG TERM				P	VARIOUS	VARIOUS
489,567.		369,387.					120,180.	
		MISCELLANEOUS				P	VARIOUS	VARIOUS
4,532.							4,532.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		BAYSIDE INTERNATIONAL - ST				P	VARIOUS	VARIOUS
		1,768.					-1,768.	
		BAYSIDE INTERNATIONAL - LT				P	VARIOUS	VARIOUS
		4,870.					-4,870.	
		TROJAN - UNRECAPTURED 1250 GAIN				P	VARIOUS	VARIOUS
498.							498.	
		TROJAN - 1231 LOSS				P	VARIOUS	VARIOUS
		48.					-48.	
		TROJAN CAPITAL LLC K-1 - ST				P	VARIOUS	VARIOUS
4,431.							4,431.	
		TROJAN CAPITAL LLC K-1 - LT				P	VARIOUS	VARIOUS
49,877.							49,877.	
		LOSS ON DISPOSAL OF TROJAN				P	VARIOUS	VARIOUS
		7,419.					-7,419.	
TOTAL GAIN(LOSS)							727,603.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON CHECKING		458.	458.
	TOTAL	458.	458.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON BAYSIDE PARTNERS II, LLC	5.	5.
INTEREST ON WINSLOW	34.	34.
DIVIDENDS ON WINSLOW	13,375.	13,375.
DIVIDENDS ON GREENLEAF #1	79,184.	79,184.
DIVIDENDS ON GREENLEAF #2	12,877.	12,877.
DIVIDENDS ON GREENLEAF #5	32,536.	32,536.
INTEREST ON BAYSIDE INT'L	20.	20.
INTEREST ON PIMCO	16,760.	16,760.
DIVIDENDS ON PIMCO	28,637.	28,637.
DIVIDENDS ON LA HY	115,840.	115,840.
DIVIDENDS ON BAYSIDE INTERNATIONAL	16,598.	16,598.
INTEREST ON TROJAN CAPITAL	216.	216.
DIVIDENDS ON TROJAN CAPITAL	3,592.	3,592.
DIVIDENDS ON BAHL GAYNOR	182,425.	182,425.
INTEREST ON BAHL GAYNOR	179.	179.
DIVIDENDS ON BAYSIDE PARTNERS II, LLC	11.	11.
INTEREST ON GREENLEAF #1	34.	34.
INTEREST ON GREENLEAF #2	125.	125.
INTEREST ON GREENLEAF #5	20.	20.
TOTAL	502,468.	502,468.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY INCOME FROM PASS-THROUGH ENTITIES, SUBJECT TO UBIT	-10,706.	
RENTAL INCOME FROM PASS-THROUGH ENTITIES, NOT SUBJECT TO UBIT	46,430.	46,430.
OTHER INVESTMENT INCOME/LOSS	64.	64.
ROYALTIES	730.	730.
CAPITAL GAIN/LOSS FROM PASS-THROUGH ENTITIES, SUBJECT TO UBIT	14,226.	
ORDINARY INCOME FROM PASS-THROUGH ENTITIES, NOT SUBJECT TO UBIT	68.	68.
TOTALS	50,812.	47,292.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	2,175.	2,175.		
TOTALS	2,175.	2,175.		

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BAYSIDE INT'L MGMT FEES	4,506.	4,506.
FEES - WINSLOW	10,517.	10,517.
FEES - GREENLEAF #1	21,059.	19,736.
FEES - GREENLEAF #2	610.	305.
FEES - GREENLEAF #5	31,304.	30,265.
FEES - BAYSIDE CAPITAL MANAGEM	50,000.	35,000.
FEES - LA HIGH Y	3,476.	3,476.
FEES - PIMCO	5,996.	5,996.
FEES - BAYSIDE II	24.	24.
FEES - GAYNOR	40,960.	40,960.
TOTALS	168,452.	150,785.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAXES	9,451.	
STATE TAXES		
FOREIGN TAXES - WINSLOW		
FOREIGN TAXES - BAYSIDE INT'L	1,753.	1,753.
FOREIGN TAXES - GREENLEAF #1	940.	940.
FOREIGN TAXES - TROJAN CAPITAL	177.	177.
FOREIGN TAXES - GAYNOR	4,122.	4,122.
TOTALS	16,443.	6,992.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER PORTFOLIO DEDUCTIONS	4,560.	4,560.
OTHER DEDUCTIONS	37,364.	37,364.
BANK FEES	46.	46.
NONDEDUCTIBLE EXPESES PER K-1	67.	
TOTALS	42,037.	41,970.

ATTACHMENT 8

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSES	21,715.	21,715.
TOTALS	21,715.	21,715.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PIMCO MULTI STRAT	598,896.	603,468.
US OBLIGATIONS TOTAL	598,896.	603,468.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GREENLEAF 1	3,008,785.	4,139,734.
GREENLEAF 2	1,178,145.	994,981.
GREENLEAF 5	2,470,924.	3,667,667.
WINSLOW	954,668.	1,179,337.
LABBETT HIGH YIELD	1,229,742.	1,282,230.
PIMCO MULTI STRAT	480,525.	504,856.
BAHL GAYNOR	5,483,826.	5,855,731.
TOTALS	14,806,615.	17,624,536.

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENT IN PARTNERSHIPS	543,936.	590,950.
TOTALS	543,936.	590,950.

ATTACHMENT 12

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
DISPOSAL ON RELATED PARTY INVESTMENT	135,425.
TOTAL	135,425.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN SPOELHOF 341 WAUKAZOO DRIVE HOLLAND, MI 49424	PRESIDENT 5.00	0	0	0
JUDITH SPOELHOF 341 WAUKAZOO DRIVE HOLLAND, MI 49424	SECRETARY 5.00	0	0	0
SCOTT SPOELHOF 41 BAY MEADOWS DRIVE HOLLAND, MI 49424	TRUSTEE 5.00	0	0	0
	GRAND TOTALS	0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
GREENLEAF TRUST 211 SOUTH ROSE STREET KALAMAZOO, MI 49007-4713	ASSET MANAGEMENT	52,973.
	TOTAL COMPENSATION	52,973.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED LIST VARIOUS VARIOUS VARIOUS, VA VAR	UNRELATED PUBLIC	CHARITABLE	955,750
		TOTAL CONTRIBUTIONS PAID	955,750

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORDINARY INCOME FROM PASS-THROUGH ENTITIES, SUBJECT TO UBIT	900099	-10,706.			
RENTAL INCOME FROM PASS-THROUGH ENTITIES, SUBJECT TO UBIT	900099				
OTHER INVESTMENT INCOME/LOSS					
ROYALTIES				47,291.	
CAPITAL GAIN/LOSS FROM PASS-THROUGH ENTITIES SUBJECT TO UBIT	900099	14,226.			
ORDINARY INCOME FROM PASS-THROUGH ENTITIES,					
TOTALS		3,520.		47,291.	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: JOHN AND JUDY SPOELHOF FOUNDATION

Employer identification number: 38-2492821

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-33,263.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-33,263.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	760,866.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	760,866.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-33,263.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			760,866.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			727,603.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: JOHN AND JUDY SPOELHOF FOUNDATION

Employer identification number: 38-2492821

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a LAFLEUR - SHORT TERM	VARIOUS	VARIOUS	281,629.	286,084.	-4,455.
HAHN CAPITAL MGMT - SHORT TERM	VARIOUS	VARIOUS	24,629.	34,943.	-10,314.
BAHL & GAYNOR - SHORT TERM	VARIOUS	VARIOUS	498,957.	497,148.	1,809.
PIMCO MULTI STRAT - SHORT TERM	VARIOUS	VARIOUS	329,795.	321,978.	7,817.
WINSLOW - SHORT TERM	VARIOUS	VARIOUS	223,172.	254,405.	-31,233.
BAYSIDE INTERNATIONAL - ST	VARIOUS	VARIOUS		1,768.	-1,768.
TROJAN - UNRECAPTURED 1250 GAIN	VARIOUS	VARIOUS	498.		498.
TROJAN - 1231 LOSS	VARIOUS	VARIOUS		48.	-48.
TROJAN CAPITAL LLC K-1 - ST	VARIOUS	VARIOUS	4,431.		4,431.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -33,263.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
LAFLEUR - LONG TERM	VARIOUS	VARIOUS	1,186,900.	782,296.	404,604.
HAHN CAPITAL MGMT - LONG TERM	VARIOUS	VARIOUS	438,059.	334,770.	103,289.
BAHL & GAYNOR - LONG TERM	VARIOUS	VARIOUS	783,675.	693,368.	90,307.
LABBETT HIGH YIELD - LONG TERM	VARIOUS	VARIOUS	3,478.	3,360.	118.
PIMCO MULTI STRAT - LONG TERM	VARIOUS	VARIOUS	278,349.	278,101.	248.
WINSLOW - LONG TERM	VARIOUS	VARIOUS	489,567.	369,387.	120,180.
MISCELLANEOUS	VARIOUS	VARIOUS	4,532.		4,532.
BAYSIDE INTERNATIONAL - LT	VARIOUS	VARIOUS		4,870.	-4,870.
TROJAN CAPITAL LLC K-1 - LT	VARIOUS	VARIOUS	49,877.		49,877.
LOSS ON DISPOSAL OF TROJAN	VARIOUS	VARIOUS		7,419.	-7,419.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 760,866.

JOHN JUDY SPOELHOF FOUNDATION - Holland, MI #38-2492821

FORM 990 PF Y/E

January - December 2012

PART XV - Line 3 Grand and contributions Paid during the Year

Name	Address	Foundation Status	Purpose of Donation	Paid Amount
1ST BAPTIST OF NAPLES		Public Charity	General Operation	10,000.00
70x7 LIFE RECOVERY	97 West 22nd Street Holland, MI 49423	Public Charity	General Operation	2,500.00
AMERICAN HEART ASSOCIATION	3940 Peninsular Drive SE, Suite 180 Grand Rapids, MI 49546-6107	Public Charity	General Operation	5,000 00
AUDIO SCRIPTURE MINISTRIES	760 Waverly Rd Holland, MI 49423	Public Charity	General Operation	5,000.00
BENJAMIN'S HOPE	895 Pttawa Beach Rd, Holland MI 49424	Public Charity	General Operation	25,000.00
BOYS & GIRLS CLUB	P.O. Box 2652 435 VanRaalte Ave. Holland, MI 49422	Public Charity	General Operation	5,000.00
BOYS & GIRLS CLUB	P O Box 2652 435 VanRaalte Ave. Holland, MI 49422	Public Charity	General Operation	1,000 00
BOYS & GIRLS CLUB	P.O. Box 2652 435 VanRaalte Ave. Holland, MI 49422	Public Charity	General Operation	25,000.00
CALVIN COLLEGE	3201 Burton St., SE Grand Rapids, MI 49546	Public Charity	General Operation	250,000.00
CALVIN SEMINARY	3201 Burton St. S Grand Rapids, MI 49546	Public Charity	General Operation	10,000 00
CAMP GENEVA	3995 N Lakeshore Dr. Holland, MI 49424	Public Charity	General Operation	70,000.00
CAMP GENEVA	3995 N. Lakeshore Dr Holland, MI 49424	Public Charity	General Operation	2,500 00
CHILDRENS ADVOCACY CENTER	12125 Union Street Holland, MI 49424	Public Charity	General Operation	2,500.00
CHRISTIAN LEARNING CENTER	4340 Burlingame Wyoming, MI 49509	Public Charity	General Operation	5,000.00
CHRISTIAN LEARNING CENTER	4340 Burlingame Wyoming, MI 49509	Public Charity	General Operation	15,000.00
CITY ON A HILL MINISTRIES	100 PINE STREET #175 ZEELAND, MI 49464	Public Charity	General Operation	2,500.00
COMMUNITY ACTION HOUSE	345 West 14th Street Holland, MI 49423	Public Charity	General Operation	4,000.00
COMMUNITY FOUNDATION OF THE HOLLAND/ZEELA	70 W. 8TH STREET, STE 100 HOLLAND, MI 49423	Public Charity	General Operation	5,000.00
COMMUNITY FOUNDATION OF THE HOLLAND/ZEELA	70 W 8TH STREET, STE 100 HOLLAND, MI 49423	Public Charity	General Operation	2,500.00
COMMUNITY FOUNDATION OF THE HOLLAND/ZEELA	70 W. 8TH STREET, STE 100 HOLLAND, MI 49423	Public Charity	General Operation	10,000 00
COMPASSIONATE HEART MINISTRIES	TRIES 100 PINE, STE 150 ZEELAND, MI 49464	Public Charity	General Operation	10,000 00
COMPASSIONATE HEART MINISTRIES	TRIES 100 PINE, STE 150 ZEELAND, MI 49464	Public Charity	General Operation	5,000.00
COVENANT PRESBYTERIAN CHURCH	19 Vail Rd, Vail, Con 81657	Public Charity	General Operation	2,500.00
CRITTER BARN	9275 Adams St Zeeland, MI 49464	Public Charity	General Operation	2,500 00
DAVENPORT UNIV	6191 KRAFT AVENUE GRAND RAPIDS, MI 49512	Public Charity	General Operation	5,000.00
DEVOS CHILDRENS HOSPITAL FOUNDATION	100 MICHIGAN ST., NE, MC-4 GRAND RAPIDS, MI 49503	Public Charity	General Operation	5,000 00
DITTO	571 8th Street Holland, MI 49423	Public Charity	General Operation	15,000.00
EVERGREEN COMMONS	480 State Street Holland, MI 49423	Public Charity	General Operation	2,500 00
EVERGREEN COMMONS	480 State Street Holland, MI 49423	Public Charity	General Operation	5,000.00
FAMILY HOPE FOUNDATION	7086 8th Ave, Jenison, MI 49428	Public Charity	General Operation	2,500.00
FAMILY RESEARCH COUNCIL	801 G Street NW Washington DC 20001	Public Charity	General Operation	7,500.00
FOCUS ON THE FAMILY	Colorado Springs, CO 809995	Public Charity	General Operation	5,000.00
FOCUS ON THE FAMILY	Colorado Springs, CO 809995	Public Charity	General Operation	5,000.00
GOOD SAMARITAN MINISTRIES	513 East 8th Street Suite 25 Holland, MI 49423	Public Charity	General Operation	5,000 00
GRAND RAPIDS PUBLIC MUSEUM FOUNDATION	272 Pearl Street NW Grand Rapids, MI 49504-5371	Public Charity	General Operation	1,000.00
GRAND VALLEY UNIVERSITY	301 Michigan ST NE, Ste 100, Grand Rapids, MI 49503	Public Charity	General Operation	15,000 00
HOLLAND AREA ARTS COUNCIL	150 East Eighth Street Holland, MI 49423	Public Charity	General Operation	1,500.00
HOLLAND AREA ARTS COUNCIL	150 East Eighth Street Holland, MI 49423	Public Charity	General Operation	1,500.00
HOLLAND CHRISTIAN FOUNDATION	956 Ottawa Ave Holland, MI 49423	Public Charity	General Operation	15,000.00
HOLLAND CHRISTIAN SCHOOLS	956 Ottawa Ave. Holland, MI 49423	Public Charity	General Operation	2,000 00
HOLLAND CHRISTIAN SCHOOLS	956 Ottawa Ave. Holland, MI 49423	Public Charity	General Operation	10,000 00
HOLLAND CHRISTIAN SCHOOLS	956 Ottawa Ave Holland, MI 49423	Public Charity	General Operation	50,000.00
HOLLAND CHRISTIAN SCHOOLS	956 Ottawa Ave Holland, MI 49423	Public Charity	General Operation	5,000.00

JOHN JUDY SPOELHOF FOUNDATION - Holland, MI #38-2492821

FORM 990 PF Y/E

January - December 2012

PART XV Line 3 Grants and contributions Paid during the Year

HOLLAND CHRISTIAN SCHOOLS	956 Ottawa Ave. Holland, MI 49423	Public Charity	General Operation	2,500 00
HOLLAND DEACONS CONF	272 East 26th Street Holland, MI 49423	Public Charity	General Operation	10,000.00
HOLLAND FREE HEALTH CLINCI	99 W. 26TH STREET HOLLAND, MI 49423	Public Charity	General Operation	1,500 00
HOLLAND HOSPITAL FOUNDATION	602 MICHIGAN AVE HOLLAND, MI 49423	Public Charity	General Operation	2,500.00
HOLLAND MUSEUM	31 West 10th Street, Holland, MI 49423	Public Charity	General Operation	1,000.00
HOLLAND RESCUE MISSION	166 S. River Ave Holland, MI 49423	Public Charity	General Operation	10,000.00
HOLLAND SYMPHONY ORCHESTRA	P.O. Box 2685 Holland, MI 49422-2685	Public Charity	General Operation	2,500.00
HOMECOR	151 CENTRAL AVE. SUITE 280 HOLLAND, MI 49423	Public Charity	General Operation	5,000 00
HOPE ARTS	P O. Box 9000 Holland, MI 49422	Public Charity	General Operation	750.00
HOPE COLLEGE	141 East 12th Street P.O. Box 9000 Holland, MI 49422-9000	Public Charity	General Operation	100,000.00
IMMANUEL CHURCH	325 104th Street, Holland, MI 49423	Public Charity	General Operation	3,000.00
JOHN SPOELHOF	341 Waukazoo, Holland, MI 49424	Public Charity	General Operation	-2,500.00
KIDS HOPE USA	P O Box 2517 Holland, MI 49422	Public Charity	General Operation	5,000.00
LAKESHORE PREGNANCY CTR	339 River Avenue Holland, MI 49423	Public Charity	General Operation	2,500.00
LIVING ON THE EDGE	Living on the Edge 140-D Satellite Blvd NE Suwanee, GA 30024-7128	Public Charity	General Operation	10,000 00
LUKE SOCIETY	3409 Gateway Boulevard Suite 1000 Sioux Falls, SD 57106-1555	Public Charity	General Operation	4,000.00
LUKE SOCIETY	3409 Gateway Boulevard Suite 1000 Sioux Falls, SD 57106-1555	Public Charity	General Operation	2,500.00
LUKE SOCIETY	3409 Gateway Boulevard Suite 1000 Sioux Falls, SD 57106-1555	Public Charity	General Operation	4,000 00
LUKE SOCIETY	3409 Gateway Boulevard Suite 1000 Sioux Falls, SD 57106-1555	Public Charity	General Operation	2,000.00
LUKE SOCIETY	3409 Gateway Boulevard Suite 1000 Sioux Falls, SD 57106-1555	Public Charity	General Operation	1,500 00
LUKE SOCIETY	3409 Gateway Boulevard Suite 1000 Sioux Falls, SD 57106-1555	Public Charity	General Operation	4,000.00
LUKE SOCIETY	3409 Gateway Boulevard Suite 1000 Sioux Falls, SD 57106-1555	Public Charity	General Operation	2,500 00
LUKE SOCIETY - GRACIAS	c/o Jeff & MaryBeth Serdahely 4770 Pine Hollow Road Holland, MI 494	Public Charity	General Operation	2,500.00
MEIJER GARDENS	1000 East Beltline NE Grand Rapids, MI 49525	Public Charity	General Operation	1,000 00
MISSION PARTNERS INDIA	P.O. BOX 8445 HOLLAND, MI 49422	Public Charity	General Operation	2,000.00
OUTDOOR DISCOVERY CENTER	A-4214 56th Street Holland, MI 49423	Public Charity	General Operation	25,000.00
OUTDOOR DISCOVERY CENTER	A-4214 56th Street Holland, MI 49423	Public Charity	General Operation	10,000.00
PARTNERS FOR CHR DEVELOP	2850 Kalamazoo Ave. Grand Rapids, MI 49560-0600	Public Charity	General Operation	10,000.00
PARTNERS WORLD WIDE	6139 TAHOE DR SE GRAND RAPIDS, MI 49406	Public Charity	General Operation	10,000.00
READY FOR SCHOOL	100 East 8th St, Suite 240 Holland, MI 49423	Public Charity	General Operation	5,000.00
RESTHAVEN CARE CENTER	DEVELOPMENT OFFICE 9 EAST 8TH STREET HOLLAND, MI 49423	Public Charity	General Operation	10,000.00
SOUTHWEST FLORIDA COMMUNITY FOUNDATION	8771 COLLEGE PARKWAY #201 FT MYERS, FL 33919	Public Charity	General Operation	2,500 00
THE BANNER	2850 Kalamazoo Ave SE Grand Rapids, MI 49560-0001	Public Charity	General Operation	250.00
UNITED WAY OF BONITA SPRINGS	7273 CONCOURSE DR FT MYERS, FL 33908	Public Charity	General Operation	1,500.00
VAN ANDEL INSTITUTE-HOPE ON THE HILL	333 Bostwick NE Grand Rapids, MI 49503	Public Charity	General Operation	5,000 00
WATERMARK CHURCH	13060 US Highway 31, Grand Haven, MI 49417	Public Charity	General Operation	2,750.00
WESTERN SEMINARY	101 East 13th Street Holland, MI 49423	Public Charity	General Operation	10,000.00
WHEATON ACADEMY	900 PRINCE CROSSING ROAD WEST CHICAGO, IL 60185	Public Charity	General Operation	2,500.00
WHEATON ACADEMY	900 PRINCE CROSSING ROAD WEST CHICAGO, IL 60185	Public Charity	General Operation	10,000.00
WILLOW CREEK ASSOCIATION	67 EAST ALGONQUIN ROAD SOUTH BARRINGTON, IL 60010-6143	Public Charity	General Operation	15,000.00
WINGS OF MERCY	10720 Adams St Holland, MI 49423	Public Charity	General Operation	1,500 00
YOUNG LIFE	96 West 15th Street Suite 208 Holland, MI 49423-4916	Public Charity	General Operation	2,500.00
YOUNG LIFE	96 West 15th Street Suite 208 Holland, MI 49423-4916	Public Charity	General Operation	1,500 00
YOUNG LIFE	96 West 15th Street Suite 208 Holland, MI 49423-4916	Public Charity	General Operation	15,000.00
				955,750.00
				955,750.00