



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 Whirlpool Foundation		A Employer identification number 38-6077342	
% CANDICE L GARMAN		B Telephone number (see instructions) (269) 923-5584	
Number and street (or P O box number if mail is not delivered to street address) 2000 N M-63 Suite		Room/suite	
City or town, state, and ZIP code Benton Harbor, MI 49022		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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 587,136		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) ☐ (Part I, column (d) must be on cash basis.)	

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)	14,555,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	59	59		
	4 Dividends and interest from securities.				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV , line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	14,555,059	59		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	105,720			105,720
	15 Pension plans, employee benefits	60,662			60,662
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	54,072			54,072
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	445			445
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	117,761			117,761
	24 Total operating and administrative expenses. Add lines 13 through 23	338,661	0		338,660
	25 Contributions, gifts, grants paid	13,555,108			13,804,448
	26 Total expenses and disbursements. Add lines 24 and 25	13,893,769	0		14,143,108
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	661,290			
	b Net investment income (if negative, enter -0-)		59		
	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)

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,000	586,593	586,593
	2	Savings and temporary cash investments	314,015	0	0
	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 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)			
	b	Investments—corporate stock (attach schedule)			
	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)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	544	543	543	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	315,559	587,136	587,136	
Liabilities	17	Accounts payable and accrued expenses	76,266	0	
	18	Grants payable	2,431,656	2,182,315	
	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 ▶ _____)	392,028	327,922	
	23	Total liabilities (add lines 17 through 22)	2,899,950	2,510,237	
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	-2,584,391	-1,923,101	
	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			
	30	Total net assets or fund balances (see page 17 of the instructions)	-2,584,391	-1,923,101	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	315,559	587,136	

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	-2,584,391
2	Enter amount from Part I, line 27a	2	661,290
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	-1,923,101
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	-1,923,101

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				
(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) 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		
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	
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	12,235,386	592,039	20 66652
2010	16,913,753	2,756,730	6 135441
2009	9,966,595	1,977,802	5 039228
2008	5,454,103	525,795	10 37306
2007	5,127,544	549,157	9 337119
2 Total of line 1, column (d).			2 51 551368
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 10 310274
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.			4 460,470
5 Multiply line 4 by line 3.			5 4,747,572
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1
7 Add lines 5 and 6.			7 4,747,573
8 Enter qualifying distributions from Part XII, line 4.			8 14,143,108
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 VIExcise 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	1
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	1
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	544		
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	544
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	543
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 543 Refunded		11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? ☒		Yes	No
		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)?			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 ▶CANDICE L GARMAN Telephone no ▶(269) 923-5584 Located at ▶2000 N M-63 MD 3106 BENTON HARBOR MI ZIP +4 ▶49022			
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.			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)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	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		No
	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?			
	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?			
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?			
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
CANDICE GARMAN	COMM REL MGR	68,344	44,520	
2000 N M-63	20 0			
BENTON HARBOR, MI 49022				
ROSA HIRES	COMM REL	37,376	16,142	
2000 N M-63	ASSISTANT			
BENTON HARBOR, MI 49022	10 0			
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
ERNST & YOUNG US LLP	AUDIT & TAX SERVICES	54,072
155 NORTH WACKER DRIVE		
CHICAGO,IL 60606		
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	
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.	

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	0
b	Average of monthly cash balances.	1b	467,482
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	467,482
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	0
3	Subtract line 2 from line 1d.	3	467,482
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	7,012
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	460,470
6	Minimum investment return. Enter 5% of line 5.	6	23,024

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	23,024
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	23,023
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	23,023
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	23,023

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	14,143,108
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	14,143,108
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	1
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	14,143,107
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			
2		Undistributed income, if any, as of the end of 2012			
a		Enter amount for 2011 only.			
b		Total for prior years 2010 , 2009 , 2008			
3		Excess distributions carryover, if any, to 2012			
a		From 2007.			
b		From 2008.			
c		From 2009.			
d		From 2010.			
e		From 2011.			
f		Total of lines 3a through e.			
4		Qualifying distributions for 2012 from Part XII, line 4 \$			
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.			
e		Remaining amount distributed out of corpus			
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			
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.			
10		Analysis of line 9			
a		Excess from 2008.			
b		Excess from 2009.			
c		Excess from 2010.			
d		Excess from 2011.			
e		Excess from 2012.			

Part XIVPrivate 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)

☐ 4942(j)(3) ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	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 XVSupplementary 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))

NONE

b

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

NONE

2

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

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

a

The name, address, and telephone number or e-mail of the person to whom applications should be addressed

CANDICE GARMAN - WHIRLPOOL CORP
2000 N M-63
BENTON HARBOR, MI 49022
(269) 923-5584

b

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

LETTER PLUS PRESCRIBED APPLICATION FORM

c

Any submission deadlines

YES 1/1, 4/1, 7/1, 10/1

d

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

LIFE-LONG LEARNING, CULTURAL DIVERSITY, QUALITY FAMILY LIFE

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

Form **990-PF** (2012)

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	59	
4	Dividends and interest from securities.					
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					
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). .				59	
13	Total. Add line 12, columns (b), (d), and (e).					59

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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)		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.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.


 Signature of officer or trustee
 
 2013-11-13
 
 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
	Firm's name ☐	ERNST & YOUNG US LLP 155 NORTH WACKER DRIVE			Firm's EIN ☐
	Firm's address ☐	CHICAGO, IL 60606			Phone no (312) 879-2000

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
D JEFFREY NOEL	PRESIDENT/TRUSTEE 1 0	0		
2000 N M-63 Benton Harbor, MI 49022				
DAVID A BINKLEY	VICE PRESIDENT/TRUSTEE 1 0	0		
2000 N M-63 Benton Harbor, MI 49022				
JOHN F GEDDES	TREASURER 1 0	0		
2000 N M-63 Benton Harbor, MI 49022				
LAURENCE W PRANGE	SECRETARY 1 0	0		
2000 N M-63 Benton Harbor, MI 49022				
JAMES E KEPPLER	TRUSTEE 1 0	0		
2000 N M-63 Benton Harbor, MI 49022				
LYNANNE KUNKEL	TRUSTEE 1 0	0		
2000 N M-63 Benton Harbor, MI 49022				
DEBORAH O'CONNOR	TRUSTEE 1 0	0		
2000 N M-63 Benton Harbor, MI 49022				

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization Whirlpool Foundation	Employer identification number 38-6077342
--	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Whirlpool Foundation	Employer identification number 38-6077342
---	---

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	WHIRLPOOL CORPORATION 2000 NORTH M-63 BENTON HARBOR, MI 49022	\$ 14,555,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization Whirlpool Foundation	Employer identification number 38-6077342
---	---

Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization Whirlpool Foundation	Employer identification number 38-6077342
---	---

Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
-----------------	---

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: Whirlpool Foundation

EIN: 38-6077342

TY 2012 Land, Etc. Schedule**Name:** Whirlpool Foundation**EIN:** 38-6077342

TY 2012 Other Assets Schedule

Name: Whirlpool Foundation

EIN: 38-6077342

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
EXCISE TAX RECEIVABLE	544	543	543

TY 2012 Other Expenses Schedule**Name:** Whirlpool Foundation**EIN:** 38-6077342

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIP FEES	68,827			68,827
BANK FEES	9,028			9,028
INFORMATION TECHNOLOGY	195			195
WAREHOUSE CHARGES	54			54
ADMIN AND OTHER EXPENSES	39,657			39,657

TY 2012 Other Liabilities Schedule**Name:** Whirlpool Foundation**EIN:** 38-6077342

Description	Beginning of Year - Book Value	End of Year - Book Value
WHIRLPOOL CORPORATION	392,028	327,922

TY 2012 Taxes Schedule

Name: Whirlpool Foundation

EIN: 38-6077342

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	1			

Attachment 10

Part XV Supplementary Information 3 b. Grants and Contributions Approved for Future Payment

Grant Recipient Name	to Any Foundation Manager or Substantial Contributor		Foundation Status of Recipients	Purpose of Grant or Contribution	Amount
Conterstone Alliance	N/A	509a(1)	Quality Family Life	\$500,000	
Boys & Girls club of Benton Harbor, MI	N/A	509a(1)	Lifelong Learning	71,266	
United Way of Southwest Michigan, Inc	N/A	509a(1)	United Way	903,738	
United Way of Sandusky County, Inc	N/A	509a(1)	United Way	162,164	
United Way of East Central Iowa	N/A	509a(1)	United Way	131,133	
United Way of Bradley County, Inc	N/A	509a(1)	United Way	107,175	
United Way of Marion County	N/A	509a(1)	United Way	100,545	
Darke County United Way, Inc	N/A	509a(1)	United Way	65,666	
United Way of Hancock County	N/A	509a(1)	United Way	62,848	
tulsa Area United Way	N/A	509a(1)	United Way	32,250	
United Way of Southwestern Indiana	N/A	509a(1)	United Way	20,020	
United Way of Greater Knoxville, Inc	N/A	509a(1)	United Way	13,377	
United Way of Putnam County	N/A	509a(1)	United Way	12,133	
					<u>\$2,182,315</u>

Attachment 9

Part XV Supplementary Information 3 a Grants and Contributions Paid During the Year

Grant Recipient Name	to Any Foundation Manager or Substantial Contributor	Foundation Status of Recipients	Purpose of Grant or Contribution	Amount
Renaissance Development Fund	N/A	509a(3), Type 1	Civic and Community	\$1,600,000
Renaissance Development Fund	N/A	509a(3), Type 1	Civic and Community	550,000
Renaissance Development Fund	N/A	509a(3), Type 1	Civic and Community	300,000
Renaissance Development Fund	N/A	509a(3), Type 1	Civic and Community	2,000,000
Renaissance Development Fund	N/A	509a(3), Type 1	Civic and Community	500,000
Renaissance Development Fund	N/A	509a(3), Type 1	Civic and Community	800,000
Renaissance Development Fund	N/A	509a(3), Type 1	Civic and Community	1,500,000
Renaissance Development Fund	N/A	509a(3), Type 1	Civic and Community	1,075,000
Renaissance Development Fund	N/A	509a(3), Type 1	Civic and Community	1,000,000
Renaissance Development Fund	N/A	509a(3), Type 1	Civic and Community	750,000
Habitat for Humanity International	N/A	509a(1)	Disaster Relief	1,025
Boys & Girls Club of Benton Harbor	N/A	509a(1)	Lifelong Learning	200,000
Boys & Girls Club of Cleveland	N/A	509a(1)	Lifelong Learning	2,525
Habitat for Humanity of Cleveland	N/A	509a(1)	Lifelong Learning	2,525
Indiana University Kelly School of Business	N/A	509a(1)	Lifelong Learning	125,000
100 Women Strong	N/A	509a(1)	Matching Gifts	500
88 1 WVPE	N/A	509a(1)	Matching Gifts	620
88 1 WVPE	N/A	509a(1)	Matching Gifts	343
All God's Children Community Choir	N/A	509a(1)	Matching Gifts	570
All God's Children Community Choir	N/A	509a(1)	Matching Gifts	1,000
Amana Community Chest, Inc	N/A	509a(1)	Matching Gifts	200
Amana Heritage Society	N/A	509a(1)	Matching Gifts	400
American Friends of New College	N/A	509a(1)	Matching Gifts	10,000
American Red Cross - Berrien County	N/A	509a(1)	Matching Gifts	50
American Red Cross - Marion County Chapter	N/A	509a(1)	Matching Gifts	250
American Red Cross- Wyandot County	N/A	509a(1)	Matching Gifts	200
Benton Harbor Girls Association for Learning & Self-esteem	N/A	509a(1)	Matching Gifts	100
Benton Harbor Public Library	N/A	509a(1)	Matching Gifts	1,000
Benton Harbor Street Ministry	N/A	509a(1)	Matching Gifts	150
Benton Harbor/St Joseph YMCA Family Center	N/A	509a(1)	Matching Gifts	3,975
Benton Harbor/St Joseph YMCA Family Center	N/A	509a(1)	Matching Gifts	3,825
Berrien County Historical Commission, Inc	N/A	509a(1)	Matching Gifts	50
Big Brothers Big Sisters of Berrien & Cass, Inc	N/A	509a(1)	Matching Gifts	150
Bikers Against Child Abuse	N/A	509a(1)	Matching Gifts	400
Blank Park Zoo Foundation	N/A	509a(1)	Matching Gifts	5,000
Bluffton Family Recreation Inc	N/A	509a(1)	Matching Gifts	100
Boy Scouts of America - Black Swamp Area Council	N/A	509a(1)	Matching Gifts	100
Boy Scouts of America - Cherokee Council	N/A	509a(1)	Matching Gifts	50
Boy Scouts of America - Hawkeye Area Council	N/A	509a(1)	Matching Gifts	1,685
Boy Scouts of America - Heart of Ohio Council	N/A	509a(1)	Matching Gifts	50
Boy Scouts of America - LaSalle Council	N/A	509a(1)	Matching Gifts	772
Boy Scouts of America - Middle Tennessee Council	N/A	509a(1)	Matching Gifts	1,000
Boy Scouts of America - Southwest Michigan Council	N/A	509a(1)	Matching Gifts	875
Boy Scouts of America - Southwest Michigan Council	N/A	509a(1)	Matching Gifts	2,000
Boy Scouts-Troop 30-Cardington, OH	N/A	509a(1)	Matching Gifts	500
Boys & Girls Club of Evansville, Inc	N/A	509a(1)	Matching Gifts	700
Boys & Girls Club of Marion County	N/A	509a(1)	Matching Gifts	350
Boys & Girls Club of Marion County	N/A	509a(1)	Matching Gifts	925
Boysville of Michigan	N/A	509a(1)	Matching Gifts	100
Bread of Life Ministry, Inc	N/A	509a(1)	Matching Gifts	438
Bread of Life Ministry, Inc	N/A	509a(1)	Matching Gifts	2,228
Bridge to China	N/A	509a(1)	Matching Gifts	200

Calling all Colors of Southwest Michigan	N/A	509a(1)	Matching Gifts	3,000
Catholic Community Center	N/A	509a(1)	Matching Gifts	1,200
Catholic Community Center	N/A	509a(1)	Matching Gifts	1,650
Central County Senior Center	N/A	509a(1)	Matching Gifts	50
Child & Family Services of Southwestern Michigan, Inc	N/A	509a(1)	Matching Gifts	500
Christian Reformed World Relief Committee	N/A	509a(1)	Matching Gifts	500
Church World Service, Inc	N/A	509a(1)	Matching Gifts	200
Church World Service, Inc	N/A	509a(1)	Matching Gifts	100
Community Foundation for Southeast Michigan	N/A	509a(1)	Matching Gifts	10,000
Community Services Clearing House, Inc	N/A	509a(1)	Matching Gifts	1,000
Cornell University	N/A	509a(1)	Matching Gifts	10,000
Council on Domestic Violence, Inc	N/A	509a(1)	Matching Gifts	100
Curious Kids' Museum	N/A	509a(1)	Matching Gifts	500
Darke County 4-H Youth Development	N/A	509a(1)	Matching Gifts	500
Evansville ARC, Inc	N/A	509a(1)	Matching Gifts	487
Evansville Area Community of Churches	N/A	509a(1)	Matching Gifts	50
Evansville Christian Life Center	N/A	509a(1)	Matching Gifts	850
Evansville Day School, Inc	N/A	509a(1)	Matching Gifts	100
Evansville Parks Foundation	N/A	509a(1)	Matching Gifts	100
Evansville Rescue Mission	N/A	509a(1)	Matching Gifts	150
Feeding America West Michigan Food Bank	N/A	509a(1)	Matching Gifts	100
Feeding America West Michigan Food Bank	N/A	509a(1)	Matching Gifts	2,500
Findlay Hope House for the Homeless	N/A	509a(1)	Matching Gifts	150
Findlay-Hancock County Chamber Foundation	N/A	509a(1)	Matching Gifts	100
First Tee of Benton Harbor, Inc	N/A	509a(1)	Matching Gifts	2,000
Five Pines Ministries	N/A	509a(1)	Matching Gifts	100
Focus on the Family	N/A	509a(1)	Matching Gifts	300
Friends of the Knox County Public Library	N/A	509a(1)	Matching Gifts	50
Girl Scouts of Northern Indiana-Michigan	N/A	509a(1)	Matching Gifts	50
Greater Chicago Food Depository	N/A	509a(1)	Matching Gifts	250
Habitat for Humanity - Cheboygan County	N/A	509a(1)	Matching Gifts	375
Habitat for Humanity International	N/A	509a(1)	Matching Gifts	50
Habitat for Humanity of Evansville, Inc	N/A	509a(1)	Matching Gifts	300
Habitat for Humanity of Evansville, Inc	N/A	509a(1)	Matching Gifts	95
Habitat for Humanity of Findlay/Hancock County, Inc	N/A	509a(1)	Matching Gifts	900
Habitat for Humanity-Findlay	N/A	509a(1)	Matching Gifts	725
Harbor Habitat for Humanity	N/A	509a(1)	Matching Gifts	50
Hazen Historical Museum Foundation	N/A	509a(1)	Matching Gifts	50
Heifer International	N/A	509a(1)	Matching Gifts	550
Hospice at Home	N/A	509a(1)	Matching Gifts	1,980
Hospice of Morrow County, Inc	N/A	509a(1)	Matching Gifts	200
House of Bread and Peace, Inc	N/A	509a(1)	Matching Gifts	150
House of Bread and Peace, Inc	N/A	509a(1)	Matching Gifts	100
Iowa Public Radio, Inc	N/A	509a(1)	Matching Gifts	100
Iowa Public Radio, Inc	N/A	509a(1)	Matching Gifts	150
Iowa Public Television	N/A	509a(1)	Matching Gifts	300
Jacob's Village	N/A	509a(1)	Matching Gifts	50
Junior Achievement of Michiana	N/A	509a(1)	Matching Gifts	250
Junior Achievement of Michiana	N/A	509a(1)	Matching Gifts	125
Knox Heritage, Inc	N/A	509a(1)	Matching Gifts	50
Knoxville Habitat for Humanity	N/A	509a(1)	Matching Gifts	50
Lake Michigan College Foundation	N/A	509a(1)	Matching Gifts	10,000
Lakeshore Excellence Foundation	N/A	509a(1)	Matching Gifts	25,000
LaPorte Family YMCA	N/A	509a(1)	Matching Gifts	350
Lest We Forget, Inc	N/A	509a(1)	Matching Gifts	825
Lest We Forget, Inc	N/A	509a(1)	Matching Gifts	150
Lincoln Township Public Library	N/A	509a(1)	Matching Gifts	100
Lincoln Township Public Library	N/A	509a(1)	Matching Gifts	50
Literacy Network	N/A	509a(1)	Matching Gifts	5,000
Literacy Network	N/A	509a(1)	Matching Gifts	5,000
Make-A-Wish Foundation of Michigan	N/A	509a(1)	Matching Gifts	1,000
Make-A-Wish Foundation of Michigan	N/A	509a(1)	Matching Gifts	3,751
Marion County Youth Foundation Inc	N/A	509a(1)	Matching Gifts	500

Marion County Youth Foundation Inc	N/A	509a(1)	Matching Gifts	500
Maud Preston Palenske Memorial Library	N/A	509a(1)	Matching Gifts	1,050
Michiana Public Broadcasting Corp	N/A	509a(1)	Matching Gifts	50
North Berrien Historical Society	N/A	509a(1)	Matching Gifts	100
North Berrien Senior Center, Inc	N/A	509a(1)	Matching Gifts	450
North Berrien Senior Center, Inc	N/A	509a(1)	Matching Gifts	379
Ohama Community Foundation	N/A	509a(1)	Matching Gifts	10,000
Overture Center Foundation	N/A	509a(1)	Matching Gifts	5,000
Ozanam Family Shelter Corp	N/A	509a(1)	Matching Gifts	350
Patchwork Central, Inc	N/A	509a(1)	Matching Gifts	100
Pike County Christian Assistance, Inc	N/A	509a(1)	Matching Gifts	1,000
Pontifex, Inc	N/A	509a(1)	Matching Gifts	1,000
Readiness Center Inc	N/A	509a(1)	Matching Gifts	3,335
Readiness Center Inc	N/A	509a(1)	Matching Gifts	1,005
Region IV Area Agency on Aging	N/A	509a(1)	Matching Gifts	750
Region IV Area Agency on Aging	N/A	509a(1)	Matching Gifts	350
Rensselaer Polytechnic Institute	N/A	509a(1)	Matching Gifts	10,000
Riley Children's Foundation	N/A	509a(1)	Matching Gifts	50
Ronald McDonald House Charities of NW Ohio, Inc	N/A	509a(1)	Matching Gifts	200
Rutherford B. Hayes Presidential Center	N/A	509a(1)	Matching Gifts	100
Salvation Army - Gallion Unit	N/A	509a(1)	Matching Gifts	500
Samaritan Counseling Center	N/A	509a(1)	Matching Gifts	50
Sandusky County Share and Care Center	N/A	509a(1)	Matching Gifts	200
Santa Clothes Club	N/A	509a(1)	Matching Gifts	1,604
Sarett Nature Center	N/A	509a(1)	Matching Gifts	560
Second Harvest Food Bank of East TN	N/A	509a(1)	Matching Gifts	50
Seneca Habitat for Humanity	N/A	509a(1)	Matching Gifts	250
Society of St. Vincent dePaul - Evansville	N/A	509a(1)	Matching Gifts	200
Soup Kitchen, Inc	N/A	509a(1)	Matching Gifts	5,300
Soup Kitchen, Inc	N/A	509a(1)	Matching Gifts	1,470
St. Joseph-Lincoln Senior Center	N/A	509a(1)	Matching Gifts	450
St. Joseph-Lincoln Senior Center	N/A	509a(1)	Matching Gifts	1,250
St. Vincent de Paul Society	N/A	509a(1)	Matching Gifts	100
State of the Heart Home Health & Hospice	N/A	509a(1)	Matching Gifts	3,140
Syracuse University	N/A	509a(1)	Matching Gifts	2,334
The Center for Family Life of Evansville, Inc	N/A	509a(1)	Matching Gifts	50
The Center for Family Life of Evansville, Inc	N/A	509a(1)	Matching Gifts	100
The Salvation Army - Benton Harbor, MI	N/A	509a(1)	Matching Gifts	1,600
The Salvation Army - Benton Harbor, MI	N/A	509a(1)	Matching Gifts	750
The Salvation Army - Evansville, IN	N/A	509a(1)	Matching Gifts	200
The Salvation Army - Fort Smith, AR	N/A	509a(1)	Matching Gifts	50
The Salvation Army - Grand Rapids, MI	N/A	509a(1)	Matching Gifts	1,300
The Salvation Army - Grand Rapids, MI	N/A	509a(1)	Matching Gifts	635
The Salvation Army - Tiffin, OH	N/A	509a(1)	Matching Gifts	400
The Salvation Army - Tiffin, OH	N/A	509a(1)	Matching Gifts	450
The United Caring Shelters, Inc	N/A	509a(1)	Matching Gifts	369
Therapeutic Equestrian Center	N/A	509a(1)	Matching Gifts	100
Therapeutic Equestrian Center	N/A	509a(1)	Matching Gifts	200
Trustees of Grinnell College	N/A	509a(1)	Matching Gifts	5,000
University of Arkansas	N/A	509a(1)	Matching Gifts	50
University of Massachusetts Lowell	N/A	509a(1)	Matching Gifts	5,000
Well of Grace Ministries	N/A	509a(1)	Matching Gifts	10,550
WNIN Tri-State Public Media, Inc	N/A	509a(1)	Matching Gifts	300
Wsselman Park Nature Center Society, Inc	N/A	509a(1)	Matching Gifts	391
YMCA of Southwestern Indiana	N/A	509a(1)	Matching Gifts	100
Young Life - Evansville	N/A	509a(1)	Matching Gifts	500
Young Life - St. Joseph	N/A	509a(1)	Matching Gifts	11,000
Young Women's Resource Center	N/A	509a(1)	Matching Gifts	200
YWCA - Evansville	N/A	509a(1)	Matching Gifts	100
Cornerstone Alliance	N/A	509a(1)	Quality Family Life	500,000
Cornerstone Alliance	N/A	509a(1)	Quality Family Life	500,000
Habitat for Humanity International	N/A	509a(1)	Quality Family Life	40,000
Ashland University	N/A	509a(1)	Sons & daughters scholarships	6,000

Association of Universities and Colleges of Canada	N/A	509a(1)	Sons & daughters scholarships	11,752
Ball State University	N/A	509a(1)	Sons & daughters scholarships	6,000
Bluffton University	N/A	509a(1)	Sons & daughters scholarships	1,000
Bowling Green	N/A	509a(1)	Sons & daughters scholarships	7,000
Bryan College	N/A	509a(1)	Sons & daughters scholarships	4,000
Bryan College	N/A	509a(1)	Sons & daughters scholarships	4,000
Butler University	N/A	509a(1)	Sons & daughters scholarships	6,000
Calvin College	N/A	509a(1)	Sons & daughters scholarships	10,000
Capital University	N/A	509a(1)	Sons & daughters scholarships	10,000
Cleveland State Community College	N/A	509a(1)	Sons & daughters scholarships	1,000
Coe College	N/A	509a(1)	Sons & daughters scholarships	6,000
Drake University	N/A	509a(1)	Sons & daughters scholarships	4,000
Florida College	N/A	509a(1)	Sons & daughters scholarships	6,000
Hampton University	N/A	509a(1)	Sons & daughters scholarships	4,000
Harding University	N/A	509a(1)	Sons & daughters scholarships	4,000
Hillsdale College	N/A	509a(1)	Sons & daughters scholarships	4,000
Indiana University	N/A	509a(1)	Sons & daughters scholarships	4,000
Indiana University Bloomington	N/A	509a(1)	Sons & daughters scholarships	4,000
Indiana University-Purdue University Indianapolis	N/A	509a(1)	Sons & daughters scholarships	1,000
Indiana Wesleyan	N/A	509a(1)	Sons & daughters scholarships	4,000
Iowa State University	N/A	509a(1)	Sons & daughters scholarships	12,500
Iowa State University	N/A	509a(1)	Sons & daughters scholarships	4,000
Kent State University	N/A	509a(1)	Sons & daughters scholarships	1,000
Lake Erie College	N/A	509a(1)	Sons & daughters scholarships	4,000
Lee University	N/A	509a(1)	Sons & daughters scholarships	4,000
Lindenwood University	N/A	509a(1)	Sons & daughters scholarships	6,000
Marietta College	N/A	509a(1)	Sons & daughters scholarships	6,000
Mation Technical College	N/A	509a(1)	Sons & daughters scholarships	1,000
Mercy College of Northwest Ohio	N/A	509a(1)	Sons & daughters scholarships	4,000
Miami University	N/A	509a(1)	Sons & daughters scholarships	22,000
Michigan State University	N/A	509a(1)	Sons & daughters scholarships	8,500
Mount Union College	N/A	509a(1)	Sons & daughters scholarships	4,000
Oberlin College	N/A	509a(1)	Sons & daughters scholarships	10,000
Ohio Dominican University	N/A	509a(1)	Sons & daughters scholarships	4,000
Oklahoma State University	N/A	509a(1)	Sons & daughters scholarships	6,000
Oklahoma State University	N/A	509a(1)	Sons & daughters scholarships	8,000
Otterbein University	N/A	509a(1)	Sons & daughters scholarships	11,000
Purdue University	N/A	509a(1)	Sons & daughters scholarships	12,500
Sinclair Community College	N/A	509a(1)	Sons & daughters scholarships	6,000
Stanford University	N/A	509a(1)	Sons & daughters scholarships	6,000
The Ohio State University ATI	N/A	509a(1)	Sons & daughters scholarships	2,500
The Ohio State University, Columbus	N/A	509a(1)	Sons & daughters scholarships	6,500
The University of Akron	N/A	509a(1)	Sons & daughters scholarships	16,000
The University of Findlay	N/A	509a(1)	Sons & daughters scholarships	12,000
The University of Iowa	N/A	509a(1)	Sons & daughters scholarships	18,000
The University of Oklahoma	N/A	509a(1)	Sons & daughters scholarships	4,000
The University of Tennessee Chattanooga	N/A	509a(1)	Sons & daughters scholarships	2,000
The University of Tennessee Knoxville	N/A	509a(1)	Sons & daughters scholarships	14,000
The University of Tennessee Knoxville	N/A	509a(1)	Sons & daughters scholarships	2,000
Trine University	N/A	509a(1)	Sons & daughters scholarships	18,000
Une University of Toledo	N/A	509a(1)	Sons & daughters scholarships	9,000
University of Arkansas-Fayetteville	N/A	509a(1)	Sons & daughters scholarships	4,000
University of Arkansas-Fort Smith	N/A	509a(1)	Sons & daughters scholarships	4,000
University of Central Arkansas	N/A	509a(1)	Sons & daughters scholarships	3,500
University of Cincinnati	N/A	509a(1)	Sons & daughters scholarships	2,500
University of Dayton	N/A	509a(1)	Sons & daughters scholarships	2,500
University of Evansville	N/A	509a(1)	Sons & daughters scholarships	4,000
University of Michigan	N/A	509a(1)	Sons & daughters scholarships	6,500
University of Michigan	N/A	509a(1)	Sons & daughters scholarships	4,000
University of Michigan	N/A	509a(1)	Sons & daughters scholarships	6,000
University of Northern Iowa	N/A	509a(1)	Sons & daughters scholarships	1,000
University of Notre Dame	N/A	509a(1)	Sons & daughters scholarships	6,000
University of Pennsylvania	N/A	509a(1)	Sons & daughters scholarships	4,000

University of Tennessee	N/A	509a(1)	Sons & daughters scholarships	2,500
University of Toledo	N/A	509a(1)	Sons & daughters scholarships	2,500
University of Wisconsin-La Crosse	N/A	509a(1)	Sons & daughters scholarships	6,000
Vanderbilt University	N/A	509a(1)	Sons & daughters scholarships	6,000
Virginia Tech	N/A	509a(1)	Sons & daughters scholarships	6,000
Wartburg College	N/A	509a(1)	Sons & daughters scholarships	2,500
Wittenberg University	N/A	509a(1)	Sons & daughters scholarships	4,000
Wright State University	N/A	509a(1)	Sons & daughters scholarships	6,000
Darke County United Way, Inc	N/A	509a(1)	United Way	68,770
Tulsa Area United Way	N/A	509a(1)	United Way	33,755
United Way of Bradley County, Inc	N/A	509a(1)	United Way	107,216
United Way of Bradley County, Inc	N/A	509a(1)	United Way	2,525
United Way of East Central Iowa	N/A	509a(1)	United Way	123,193
United Way of Fort Smith Area	N/A	509a(1)	United Way	61,961
United Way of Greater Knoxville	N/A	509a(1)	United Way	15,753
United Way of Hancock County	N/A	509a(1)	United Way	67,702
United Way of Marion County	N/A	509a(1)	United Way	101,610
United Way of Putnam County	N/A	509a(1)	United Way	9,295
United Way of Sandusky County, Inc	N/A	509a(1)	United Way	187,224
United Way of Southwest Michigan, Inc	N/A	509a(1)	United Way	886,026
United Way of Southwestern Indiana	N/A	509a(1)	United Way	29,150
				\$13,804,448