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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Department of the Treasury
Internal Revenue Service

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning **January 1**, 2013, and ending **December 31**, 2013

Name of foundation

Fabri-Kal Foundation

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

A Employer identification number

23-7003366**600 Plastics Place**

City or town, state or province, country, and ZIP or foreign postal code

Kalamazoo, MI 49001-4882

B Telephone number (see instructions)

269-385-5050

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

C If exemption application is pending, check here ►

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

D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► 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) ► **\$ 947.89** (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)
	1 Contributions, gifts, grants, etc., received (attach schedule)	956220.00			
Revenue	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	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				
	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	956220.00	RECD. 10/1/14	10/1/14	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	20.00			
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	20.00			20.00
	25 Contributions, gifts, grants paid	955300.00			955300.00
	26 Total expenses and disbursements. Add lines 24 and 25	955320.00			955320.00
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-) . . .	900.00		0	
	c Adjusted net income (if negative, enter -0-) . . .				0

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	47.89	947.89	947.89
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	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 ►)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	47.89	947.89	947.89
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 ► <input type="checkbox"/> 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 ► <input type="checkbox"/> 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 instructions)	47.89	947.89	
	31	Total liabilities and net assets/fund balances (see instructions)	47.89	947.89	

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	47.89
2	Enter amount from Part I, line 27a	2	900.00
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	947.89
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	947.89

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	N/A				
b	N/A				
c	N/A				
d	N/A				
e	N/A				
(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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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 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))
2012	824554.00	24578.70	33.55
2011	705797.58	21952.97	32.15
2010	640231.99	26520.27	24.14
2009	677242.00	16665.59	40.64
2008	544285.43	22157.16	24.56

- 2 Total of line 1, column (d) 2 155.04
- 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 31.01
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 76522.68
- 5 Multiply line 4 by line 3 5 2372968.31
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 0
- 7 Add lines 5 and 6 7 2372968.31
- 8 Enter qualifying distributions from Part XII, line 4 8 955320.00
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) }
 1 0

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b }
 2 0

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). }
 3 0

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 0

6 Credits/Payments:
 a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a
 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 0

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 0

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ► 10

11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► Refunded ► 11

1	0	
2	0	
3	0	
4	0	
5	0	
6a		
6b		
6c		
6d		
7	0	
8		
9	0	
10		
11		

Part VII-A Statements 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? 1a ✓

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 1b ✓

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 ✓

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? 2 ✓

If "Yes," attach a detailed description of the activities.

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 ✓

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a ✓

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? 5 ✓

If "Yes," attach the statement required by General Instruction T.

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 ✓

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 ✓

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 8b ✓

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 9 ✓

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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV 9 ✓

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 ✓

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	✓
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	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	✓
14	The books are in care of ► R.P. KITTREDGE Telephone no. ► 269-385-5050 Located at ► 600 PLASICS PLACE, KALAMAZOO, MI ZIP+4 ► 49001-4882		
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		► <input type="checkbox"/>
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	
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 2013? . . .	1c	✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2b	
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.) . . .	3b	
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____	4a	✓
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	✓
b	If "Yes," did it have excess business holdings in 2013 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 2013.</i>) . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2013?		

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)? 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? 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?

5b		
6b		✓
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
R.P. KITTREDGE 600 PLASTICS PLACE, KALAMAZOO, MI 49001	PRESIDENT			
GARY GALIA 600 PLASTICS PLACE, KALAMAZOO, MI 49001	EXEC. VP OF FIN			
J. THOMAS MACFARLANE DETROIT, MI 49226	SECRETARY			
.....				

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
.....				
.....				
.....				
.....				
.....				
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
.....	NONE	
.....		
.....		
.....		
.....		
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		
.....		
2		
.....		
All other program-related investments. See instructions		
3		
.....		
Total. Add lines 1 through 3 ►		

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

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	
b	Average of monthly cash balances	1b	77688.00
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	77688.00
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	77688.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1165.32
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	76522.68
6	Minimum investment return. Enter 5% of line 5	6	3826.14

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	3826.14
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3826.14
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	3826.14
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3826.14

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	955320.00
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	955320.00
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	955320.00

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3826.14
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				0
b Total for prior years: 20 ____,20 ____,20 ____			0	
3 Excess distributions carryover, if any, to 2013:				
a From 2008	544285.43			
b From 2009	677242.00			
c From 2010	640323.00			
d From 2011	705797.58			
e From 2012	824554.00			
f Total of lines 3a through e	3392202.01			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 955320.00				
a Applied to 2012, but not more than line 2a				0
b Applied to undistributed income of prior years (Election required—see instructions)			0	
c Treated as distributions out of corpus (Election required—see instructions)			0	
d Applied to 2013 distributable amount				3826.14
e Remaining amount distributed out of corpus	955320.00			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4347522.01			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0	
d Subtract line 6c from line 6b. Taxable amount—see instructions			0	
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				0
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	544285.43			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3803236.58			
10 Analysis of line 9:				
a Excess from 2009	677242.00			
b Excess from 2010	640323.00			
c Excess from 2011	705797.58			
d Excess from 2012	824554.00			
e Excess from 2013	955320.00			

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

R.P. KITTREDGE, C/O FABRI-KAL CORPORATION, 600 PLASTICS PLACE, KALAMAZOO, MI 49001

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

LETTER

c Any submission deadlines:

NONE, BUT GRANTS ARE MADE ONCE A YEAR

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

CHARITIES ARE LOCATED AT KALAMAZOO, MI, HAZLETON, PA AND GREENVILLE, SC

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE				
Total				► 3a
<i>b Approved for future payment</i>				
SEE ATTACHED SCHEDULE				
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 N/A					
b N/A					
c N/A					
d N/A					
e N/A					
f N/A					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
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)					
13 Total. Add line 12, columns (b), (d), and (e)					

(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.)
N/A	

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	✓
(2)	Other assets	1a(2)	✓
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	✓
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	✓
(3)	Rental of facilities, equipment, or other assets	1b(3)	✓
(4)	Reimbursement arrangements	1b(4)	✓
(5)	Loans or loan guarantees	1b(5)	✓
(6)	Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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.		

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.

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 <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►		Firm's EIN ►		
	Firm's address ►		Phone no		

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

Schedule of Contributors

OMB No 1545-0047

2013

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

► **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**

Name of the organization

Employer identification number

Fabri-Kal Foundation

23-7003366

Organization type (check one):

Eligible filers: Section 179 filers.

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
- 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 33 1/3 % 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Fabri-Kal Foundation	Employer identification number 23-7003366
---	---

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
-----	Fabri-Kal Corporation 600 Plastics Place Kalamazoo, MI 49001-4882	\$ 956220.00	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization Fabri-Kal Foundation	Employer identification number 23-7003366
---	---

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
-----	-----	\$ -----	-----

**2013 FORM 990-PF
FABRI-KAL FOUNDATION
23-7003366**

PART I, LINE 23

2013 License Fee - 722288 **\$20.00**

TOTAL **\$20.00**

2013 FORM 990-PF
 FABRI-KAL FOUNDATION
 23-7003366

PART XV, LINE 3A

GENERAL CHARITABLE CONTRIBUTIONS	2013				
	1Qtr Spring	2 Qtr Summer	3 Qtr Fall	4 Qtr Winter	Total
The Ark Services for Youth				9,000	9,000
Arts Council of Greater Kalamazoo				-	
Bob Jones University Museum & Gallery				-	
Camperdown Academy			5,500		5,500
Community Healing Centers	1,000				1,000
The Childrens Museum of the Upstate		7,500			7,500
Fontana Chamber Arts	500				500
Greater Kalamazoo Girls on the Run		1,500			1,500
Girl Scouts in the Heart of Pennsylvania			2,000		2,000
Greenville Tech Foundation MS6002		6,000			6,000
Gryphon Place		1,000			1,000
Heritage Community of Kalamazoo			4,000		4,000
Home for Hope				-	
InterAct of Michigan, Inc			3,000		3,000
Kalamazoo College		7,500			7,500
Kalamazoo Communities in Schools				-	
Kalamazoo Loaves & Fishes		7,000			7,000
Kalamazoo Nature Center			5,000		5,000
Kalamazoo River Valley Trailways				-	
MRC Industries			5,000		5,000
Open Doors	1,000				1,000
Pretty Lake Vacation Camp	1,000				1,000
Residential Opportunities, Inc.			7,000		7,000
Sherman Lake YMCA Outdoor Center	10,000				10,000
The Childrens Museum of the Upstate				-	
WMU - Colleg of Engineering				-	
YMCA of Greenville		1,000			1,000
Total	13,500	17,000	27,000	28,000	85,500

Greater Kalamazoo United Way,	5,958	5,959	5,959	5,959	23,835
United Way of Greater Hazleton, Inc	9,660	9,660	9,660	9,660	38,640
United Way of Greenville Co.	7,113	7,114	7,114	7,114	28,455
Total	22,731	22,733	22,733	22,733	90,930

Total General Charitable
 For year 2013

Fabri-Kal Foundation
2013 Form 990-PF
Fabri-Kal Foundation
23-7003366
Part XV, Line 3A

EDUCATIONAL GRANTS-Higher education for benefit of
children of Fabri-Kal Corporation employees (Employee/Student)

KALAMAZOO, MI

Last Name	Employee	Student	2013			
			Spring	Summer	Winter	Total
Budnik-Hemington	Michele	Justin Hemington		9899		9,899
Downs	Dana	Jacob		2,005		2,005
Downs	Dana	Samantha	3,573		3,708	7,281
Gala	Gary	Brittany	6,624	3,312		9,936
Garlock	Charles A	Charles T	8,669			8,669
Garlock	Charles A	Haley O	11,205		9,327	20,532
Gibson	Rodger	Colin Ahrens	10,916		10,004	20,920
Gnege	Dave	Meredi	182			182
Holman	Marshall	Gunner	7,320		7,213	14,533
Kuper	Marianne	David	3,823		3,419	7,242
Lynch	Howard	Megan	4,297		3,920	8,217
McEachern	Michael	Lance	332		458	800
McEachern	Michael	Mitchell	3,815		3,984	7,799
McEvoy	Tracy	Trevor	4,923	2,898	6,433	14,254
McLan	Ann	Vincent	6,351	1,244	6,021	13,616
Meeker-Watts	Pamela	Kyle Watts	5,490	1,890	5,428	12,809
Morrissey	William	Kathleen	2,910		2,059	5,869
Phets	Wendy	Branna Vacamp			3,992	3,992
Shaefer	Scott	Natalie	3,419		3,708	7,125
Simonds	Lon	Alec		4,296		4,296
Smith	Wayne	Hannah		9,817		9,817
Zuhke	Dwayne	Daniel	20,298		21,090	41,388
Zuhke	Dwayne	Margaret	15,075			15,075
Sub Total-Kalamazoo			119,222	9,344	117,690	246,256

HAZLETON, PA			Spring	Summer	Winter	Total
Baez	Jonathan	Jasmine	11,180	1,710	11,180	24,070
Blass	Joseph	Brittany	5,480		5,562	11,042
Bohl	Shawn	Curtis		7,348	7,348	
Bon	John	Samantha Horwath		4,952	9,165	14,117
Brown	Steven	Jessica			2,260	2,260
Czenwanka	Mary	Rachel			765	765
Czenwanka	Mary	Samantha	7,420		5,178	12,598
David	Ronald	Brittany	7,637		8,069	15,706
Davis	William	Stephanie Pescavaqa	58			58
Gazda	Michael	Cassra	7,801	6,471	7,564	21,836
Gombeda	Mark	Matthew	5,761	3,292	4,377	13,430
Grant	Harold	Annanas	4,028			4,028
Gronkowski	Chelsea	Chelsea			765	765
Gronkowski	Elizabeth	Heather	6,852		7,108	13,960
Harth	Richard	Richard	3,925			3,925
Harth	Richard	Joseph	4,032		7,985	12,017
Kelly	John P	James	7,137		5,390	12,527
Kelly	John P	Katelyn Williams			1,619	1,619
Karpovsk	Radojko	Matthew	517		314	831
Maryath	John	Cassandra	2,173		2,260	4,433
Motl	George	Zachary	12,408		12,920	25,328
Murray	David	Thomas		90	7,868	7,868
Nestel	Thomas	Travis	2,578			2,576
Newell	William	Jeffery	1,737			1,737
Olen	Anthony	Taylor	10,125		13,410	23,535
Ostrowski	Robert	Marsa	5,711			5,711
Parsons	Alan	Christan	11,665		13,204	24,869
Price	Leonard	Kimberly			7,966	7,966
Schaller	David M	Kristna	8,411			6,411
Smith	Karen	Devon	2,147			2,147
Sokarda	Valentia	Claudio	2,749	3,362	5,425	11,536
Sorleit	Demick	Vincent	1,433	1,433		2,866
Thomas	Karen	Kyle	9,885		10,004	19,689
Thomas	Karen	Tyler			6,521	6,521
White	Keith J	Tyler	6,769		7,206	13,975
Yarbrough	Roland	Deanna	16,335			16,335
Yarbrough	Roland	Dmitri	17,955	8,618	8,988	35,559
Sub Total-Hazleton, Pa			181,727	29,928	180,419	392,074

GREENVILLE, SC			Spring	Summer	Winter	Total
Allen	Chris	Clay	4,825		5,035	9,860
Allen	Chris	Morgan			7,285	7,285
Elgin	Michael	Hannah			4,545	4,545
Garmon	Jance	Zenobia Irby	4,814		4,814	
Goodman	Jerry	Ethan	1,917		1,917	
Goodman	Jerry	Madeline			3,884	3,884
Hall	Kevin	Kyle	1,096	417		1,513
Hart	Alan	Meagan	8,703		2,129	10,832
Hart	Alan	Samantha	4,751			4,751
McGraw	Hugh	Chelsay	5,184			5,184
McGraw	Hugh	Meagan	9,907		10,426	20,333
Michaels	Dale	Austin	4,820		5,049	9,869
Michaels	Dale	Remick	2,646		4,100	6,746
Michaels	Dale	Robin			5,049	5,049
Smith	Paul	Joseph Meehan		13,213		13,213
Storay	Billy	Taylor		2,311	592	2,903
Vousbouks	Dawn	Courtney Brown	365			365
Wall	John	David			4,784	4,784
Watts	Sherry	Logan	4,540	1,137	4,687	10,364
Williams	Joseph	Tyler			4,702	4,702
Yauells	Nik C	Lauren Else	3,743		3,884	7,627
Sub Total-Greenville, SC			57,311	3,885	79,364	140,540

Total Educational Grants
for 2013
\$ 358,260.00 \$ 43,137.00 \$ 377,473.00 \$ 778,870.00

Summary	20.00
Misc Expense	
Checks / Dep Slips	
Education Grants	778,870.00
Charitable Grants	176,430.00
Total Paid Out in 2013	955,320.00

GENERAL CHARITABLE GRANT ACTIVITY
 2013 Form 990-PF-Part XV, Line 3B-2007
 23-7003366
Fabri-Kal Foundation-2013
 Future Commitments for 2014 thru 2018

Organization	2013	2014	2015	2016	2017	2018	Total
ARK SERVICES FOR YOUTH	9,000	9,000					18,000
CAMPERDOWN ACADEMY	5,500	-					5,500
COMMUNITY HEALING CENTERS	1,000	3,500	3,500	3,500	3,500		15,000
COMSTOCK COMMUNITY CENTER			7,000	7,000	6,000		20,000
THE CHILDREN'S MUSEUM	7,500	7,500					15,000
ECUMENICAL SENIOR CENTER		2,000	2,000	2,000			6,000
FONTANA CHAMBER ARTS	500	2,000	1,000				3,500
FOOD BANK OF SOUTH CENTRAL MICHIGAN		1,000	4,000	4,000	4,000		13,000
GIRLS ON THE RUN - KALAMAZOO	1,500						1,500
GIRL SCOUTS IN HEART OF PENNSYLVANIA	2,000	-					2,000
GREENVILLE TECH FOUNDATION	6,000	6,000	6,000	6,000			24,000
GRYPHON PLACE	1,000	4,000	4,000	4,000	5,000		18,000
HERITAGE COMMUNITY OF KALAMAZOO	4,000	2,000					6,000
INTERACT OF MICHIGAN, INC	3,000	-					3,000
KALAMAZOO COLLEGE	7,500	7,500	7,500	7,500			30,000
KALAMAZOO LOAVES & FISHES	7,000	7,000	7,000				21,000
KALAMAZOO NATURE CENTER	5,000	5,000					10,000
KALAMAZOO SCHOOLS	-	2,000	3,000	5,000	5,000		15,000
MRC INDUSTRIES	5,000	5,000					10,000
OPEN DOORS	1,000	2,000	2,000	-			5,000
PARKS FOUNDATION - KALAMAZOO COUNTY			2,500	2,500	2,500		7,500
PRETTY LAKE VACATION CAMP	1,000	4,000	4,000	4,000	-		13,000
RESIDENTIAL OPPORTUNITIES, INC	7,000	7,000	-	-			14,000
SHERMAN LAKE YMCA OUTDOOR CENTER	10,000	-	-	-			10,000
THE MONTESSORI SCHOOL			5,000	5,000	5,000		15,000
YMCA OF GREENVILLE	1,000	6,000	6,000	6,000	6,000		25,000
TOTAL GENERAL CHARITABLE GRANTS	85,500	82,500	64,500	56,500	37,000		326,000

United Way Campaigns:

KALAMAZOO	23,835	26,099	27,143	28,228	29,359	30,532	165,196
HAZLETON	38,640	41,933	43,611	45,354	47,171	49,056	265,765
GREENVILLE	28,455	28,720	29,869	31,063	32,307	33,598	184,012
UNITED WAY TOTALS	90,930	96,752	100,623	104,645	108,837	113,186	614,973
TOTAL GENERAL CHARITABLE GRANTS	176,430	179,252	165,123	161,145	145,837	113,188	940,973