Form **990-PF** | Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ 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.*

OMB No 1545-0052 | **2013** | Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
ROGER KRESGE FOUNDATION, INC.
C/O CAROL KRESGE,

A Employer identification number: 23-7081254

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 910 | Room/suite

B Telephone number: (607)786-0968

City or town, state or province, country, and ZIP or foreign postal code: BINGHAMTON, NY 13902-0910

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 3,137,222.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	27.	27.		STATEMENT 2
	4 Dividends and interest from securities	76,679.	76,679.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	149,053.			STATEMENT 1
	b Gross sales price for all assets on line 6a 2,695,954.				
	7 Capital gain net income (from Part IV, line 2)		154,766.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	458.	458.		STATEMENT 4
	12 **Total** Add lines 1 through 11	226,217.	231,930.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	66,000.	16,500.		49,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	1,980.	495.		1,485.
	16a Legal fees STMT 5	5,000.	2,500.		2,500.
	b Accounting fees STMT 6	16,075.	8,038.		8,037.
	c Other professional fees STMT 7	29,249.	29,249.		0.
	17 Interest				
	18 Taxes STMT 8	8,728.	1,537.		3,787.
	19 Depreciation and depletion	197.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 9	18,371.	3,493.		14,878.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	145,600.	61,812.		80,187.
	25 Contributions, gifts, grants paid	96,800.			96,800.
	26 **Total expenses and disbursements** Add lines 24 and 25	242,400.	61,812.		176,987.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-16,183.			
	b **Net investment income** (if negative, enter -0-)		170,118.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	88,154.	152,862.	152,862.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	850.		
	10a Investments - U.S. and state government obligations STMT 10	370,120.	443,301.	444,816.
	b Investments - corporate stock STMT 11	1,637,197.	1,558,510.	2,001,371.
	c Investments - corporate bonds STMT 12	434,649.	333,095.	312,892.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	199,698.	226,924.	224,729.
	14 Land, buildings, and equipment: basis ▶ 7,984.			
	Less accumulated depreciation STMT 14▶ 7,432.	749.	552.	552.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,731,417.	2,715,244.	3,137,222.
Liabilities	17 Accounts payable and accrued expenses		10.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	10.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,731,417.	2,715,234.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	2,731,417.	2,715,234.	
	31 **Total liabilities and net assets/fund balances**	2,731,417.	2,715,244.	

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	2,731,417.
2 Enter amount from Part I, line 27a	2	-16,183.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,715,234.
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	2,715,234.

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	SALE OF SECURITIES	P	VARIOUS	VARIOUS
b	EXCHANGE PROCEEDS	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,695,590.		2,541,188.	154,402.
b	314.			314.
c	50.			50.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				154,402.
b				314.
c				50.
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 } 2 154,766.

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).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

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

(a) Base period years 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	279,746.	2,878,864.	.097172
2011	266,794.	2,952,663.	.090357
2010	272,080.	2,955,201.	.092068
2009	286,974.	2,857,637.	.100424
2008	365,122.	3,316,712.	.110086

2 **Total** of line 1, column (d)	2	.490107
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	.098021
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,982,233.
5 Multiply line 4 by line 3	5	292,321.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,701.
7 Add lines 5 and 6	7	294,022.
8 Enter qualifying distributions from Part XII, line 4	8	176,987.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,402.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3,402.
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	3,402.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 3,392.		
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	3,392.
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.
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	

Part VII-A **Statements Regarding Activities**

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NA

14 The books are in care of ▶ CAROL KRESGE, PRESIDENT Telephone no. ▶ (607)786-0968

Located at ▶ P.O. BOX 910, BINGHAMTON, NY ZIP+4 ▶ 13902-0910

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[X] 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 [X] 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 [X] No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes [X] No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes [X] No			
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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		66,000.	1,980.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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	2,893,995.
b	Average of monthly cash balances	1b	133,653.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,027,648.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,027,648.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,415.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,982,233.
6	**Minimum investment return.** Enter 5% of line 5	6	149,112.

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	149,112.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 3,402.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	3,402.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	145,710.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	145,710.
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	145,710.

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	176,987.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	176,987.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	176,987.

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				145,710.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 200,964.				
b From 2009 145,366.				
c From 2010 127,478.				
d From 2011 123,385.				
e From 2012 142,587.				
f **Total** of lines 3a through e	739,780.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 176,987.				
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				145,710.
e Remaining amount distributed out of corpus	31,277.			
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	771,057.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	200,964.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	570,093.			
10 Analysis of line 9:				
a Excess from 2009 145,366.				
b Excess from 2010 127,478.				
c Excess from 2011 123,385.				
d Excess from 2012 142,587.				
e Excess from 2013 31,277.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 16

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACHIEVE 125 CUTLER POND RD BINGHAMTON, NY 13903	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	25,000.
BADEN POWELL COUNCIL BOY SCOUTS OF AMERICA 2150 NYS ROUTE 12 BINGHAMTON, NY 13901	NONE	PUBLIC CHARITY	ACHIEVE VENTURE SCOUTING SUMMER CAMP PROGRAM	2,500.
BCC FOUNDATION PO BOX 1017 BINGHAMTON, NY 13902	NONE	PUBLIC CHARITY	GRANT-IN-AIDS PROGRAM & WALES SCHOLARSHIP	10,000.
BOYS AND GIRLS CLUB OF WESTERN BROOME 1 CLUB HOUSE ROAD ENDICOTT, NY 13760	NONE	PUBLIC CHARITY	PURCHASE EQUIPMENT FOR LITERACY PROGRAM	5,000.
DISCOVERY CENTER 60 MORGAN RD BINGHAMTON, NY 13903	NONE	PUBLIC CHARITY	CAPITAL PROJECT-CREATE A SEPARATE SPACE FOR HCA 3 YEAR OLD PROGRAM	8,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	96,800.
b Approved for future payment				
ACHIEVE 125 CUTLER POND RD BINGHAMTON, NY 13903	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN-MAJOR BUILDING REHABILITATION & EXPANSION	25,000.
KOPERNIK OBSERVATORY & SCIENCE CENTER 698 UNDERWOOD ROAD VESTAL, NY 13850	NONE	PUBLIC CHARITY	KOPERNIK OBSERVATORY-CHALLENGE GRANT	6,000.
Total			▶ 3b	31,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	27.	
4 Dividends and interest from securities			14	76,679.	
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			01	458.	
8 Gain or (loss) from sales of assets other than inventory			18	149,053.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		226,217.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 226,217.

(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).

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Carol Kresge 5.13.14 PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PATRICK J. PRICE, CPA	PATRICK J. PRICE,	05/11/14		P00051449

Firm's name ▶ DAVIDSON, FOX & COMPANY, LLP | Firm's EIN ▶ 15-0544726

Firm's address ▶ 53 CHENANGO STREET BINGHAMTON, NY 13901 | Phone no. (607)722-5386

Roger Kresge Foundation, Inc.
ID # 23-7081254
Part II, Lines 10 & 13
December 31, 2013

	US Government		Corporate Stock		Corporate Bonds		Other (Mutual Funds)		Total	
	Cost	Market	Cost	Market	Cost	Market	Cost	Market	Cost	Market
Balances @ 12/31/12:										
Clover Capital Mgmt			1,558,510	2,001,371	333,095	312,892	226,924	224,729	2,118,529	2,538,992
Gov't Bonds	430,034	431,856							430,034	431,856
Municipal Bonds	13,267	12,960							13,267	12,960
Merrill Lynch 02205	-	-	-	-	-	-	-	-	-	-
Merrill Lynch 02204	-	-	-	-	-	-	-	-	-	-
Merrill Lynch 02233	-	-	-	-	-	-	-	-	-	-
	443,301	444,816	1,558,510	2,001,371	333,095	312,892	226,924	224,729	2,561,830	2,983,808

The Roger Kresge Foundation Inc.
ID # 23-7081254
Part II, Lines 10 & 13
December 31, 2013

WCMA® Fiscal Statement

Merrill Lynch
Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
70,000	GNM P781096X 06 50%2028 AMORTIZED FACTOR 0.017789470 AMORTIZED VALUE 1245	01/15/02	1,268.83	1,422.71	155.00	6.74	81 00
135,000	FNMA P681295 05%2018 AMORTIZED FACTOR 0.036105890 AMORTIZED VALUE 4874	03/03/05	5099.30	5,192.37	271.00	20.31	244.00
150,000	GNM P781276X 06 50%2031 AMORTIZED FACTOR 0.019141800 AMORTIZED VALUE 2871	08/04/03	3096.99	3,329.58	346 00	15.55	187 00
80,000	FNMA P689022 05%2033 AMORTIZED FACTOR 0.064619300 AMORTIZED VALUE 5169	04/19/04	5,830.37	5,635.73	542.00	21.54	259.00
40,000	FNMA P255273 04 50%2019 AMORTIZED FACTOR 0.106335110 AMORTIZED VALUE 4253	06/29/05	4221.99	4,528.13	284.00	15 95	192.00
55,000	FNMA P535301 06 50%2015 AMORTIZED FACTOR 0.001381190 AMORTIZED VALUE 75	07/11/01	86.51	77 19		0.41	5.00

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The Roger Kresge Foundation Inc.
ID # 23-7081254
Part II, Lines 10 & 13
December 31, 2013

WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
5,000	U S. TREASURY NOTE 4.00% FEB 15 2014 04 000% FEB 15 2014	03/12/13	5,189 84	5,023 25	(166 00)	75.00	200.00
10,000	U.S TREASURY NOTE 4.00% FEB 15 2014 04.000% FEB 15 2014	03/20/13	10, 413.50	10,046.50	(319.00)	150.00	400.00
5,000	U S. TREASURY NOTE 4 00% FEB 15 2014 04.000% FEB 15 2014	03/20/13	5,186.92	5,023.25	(163.00)	75 00	200.00
5,000	U.S. TREASURY NOTE 4.00% FEB 15 2014 04.000% FEB 15 2014	03/29/13	5,166.60	5,023.25	(143.00)	75.00	200 00
10,000	U.S. TREASURY NOTE 4.00% FEB 15 2014 04.000% FEB 15 2014	04/02/13	10,045.59	10,046.50	(307 00)	150 00	400.00
5,000	U S. TREASURY NOTE 4.00% FEB 15 2014 04.000% FEB 15 2014	04/03/13	5,175.38	5,023 25	(152.00)	75 00	200.00
10,000	U S. TREASURY NOTE 4.00% FEB 15 2014 04 000% FEB 15 2014	05/21/13	10 282 81	10,046.50	(236.00)	150.00	400 00
5,000	U S. TREASURY NOTE 4.00% FEB 15 2014 04 000% FEB 15 2014	05/23/13	5,138 67	5,023.25	(115.00)	75.00	200 00

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The Roger Kresge Foundation Inc.
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December 31, 2013

WCMA® Fiscal Statement

Merrill Lynch
Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
15,000	U.S. TREASURY NOTE 4.00% FEB 15 2014 04.000% FEB 15 2014	05/28/13	15,136.80	15,069.75	(342.00)	225.00	600 00
5,000	U.S. TREASURY NOTE 4 00% FEB 15 2014 04.000% FEB 15 2014	06/11/13	5,130.66	5,023 25	(107.00)	75.00	200,00
10,000	U S TREASURY NOTE 4.00% FEB 15 2014 04.000% FEB 15 2014	07/08/13	10, 659 63	10,046.50	(182.00)	150.00	400 00
5,000	U.S. TREASURY NOTE 4.00% FEB 15 2014 04.000% FEB 15 2014	08/21/13	5,098.34	5,023.25	(71 00)	75.00	200 00
10,000	U.S. TREASURY NOTE 4.00% FEB 15 2014 04.000% FEB 15 2014	10/15/13	10,124.22	10,046 50	(77.00)	150.00	400 00
2,000	U.S. TREASURY BOND 4 500% MAY 15 2038 04.500% MAY 15 2038	04/16/12	2,517.19	2,217.50	(299.00)	11.44	90.00
4,000	U.S. TREASURY BOND 4.500% MAY 15 2038 04.500% MAY 15 2038	04/17/12	5,316.45	4,435.00	(593.00)	22.87	180 00
1,000	U S TREASURY BOND 4 500% MAY 15 2038 04.500% MAY 15 2038	12/10/13	1,130.45	1,108.75	(21.00)	5 72	45.00

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The Roger Kresge Foundation Inc.
ID # 23-7081254
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December 31, 2013

WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
5,000	U.S. TREASURY NOTE 4.000% FEB 15 2015 04.000% FEB 15 2015	10/23/13	5,286.51	5,212.10		75.00	200.00
25,000	U.S TREASURY NOTE 4 000% FEB 15 2015 04.000% FEB 15 2015	11/12/13	26,432.62	26,060.50	(1.00)	375 00	1,000.00
10,000	U S. TREASURY NOTE 4.000% FEB 15 2015 04 000% FEB 15 2015	12/10/13	10,576.14	10,424.20	(21.00)	150 00	400 00
6,000	U.S. TREASURY NOTE 3.125% MAY 15 2019 03.125% MAY 15 2019	04/16/12	6,546 47	6,393 78	(152 00)	23.83	188.00
2,000	U S. TREASURY NOTE 3.125% MAY 15 2019 03 125% MAY 15 2019	10/23/12	2,508.67	2,131.26	(82 00)	7.94	63.00
35,000	U S. TREASURY NOTE 3.125% MAY 15 2019 03.125% MAY 15 2019	12/18/13	37,732.98	37,297.05	(309 00)	138 98	1,094 00
25,000	U.S. TREASURY NOTE 3.125% MAY 15 2019 03.125% MAY 15 2019	12/20/13	26 853 14	26,640.75	(118.00)	99.27	782.00
40,000	U S TREASURY NOTE 3.875% MAY 15 2018 03.875% MAY 15 2018	12/27/13	44,307.90	44,087.60	(20 00)	196 96	1,550 00

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The Roger Kresge Foundation Inc.
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Part II, Lines 10 & 13
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WCMA® Fiscal Statement

Merrill Lynch
Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
			Government Securities				
1,000	U.S. TREASURY NOTE 2.625% JUL 31 2014 02.625% JUL 31 2014	08/14/12	1,013.61	1,014.53		10 91	27 00
1,000	U.S TREASURY NOTE 2.625% JUL 31 2014 02.625% JUL 31 2014	08/14/12	1,013.61	1,014 53		10.91	27.00
6,000	U S. TREASURY NOTE 2.625% JUL 31 2014 02.625% JUL 31 2014	02/27/13	6, 348.93	6,087.18	2.00	65.48	158.00
2,000	U.S. TREASURY NOTE 2.625% JUL 31 2014 02.625% JUL 31 2014	06/28/13	2,052 64	2,029.06	(23.00)	21 83	53.00
3,000	U.S. TREASURY NOTE 2 625% JUL 31 2014 02.625% JUL 31 2014	10/30/13	3,056.38	3,043 59	(12.00)	32.74	79.00
15,000	U.S. TREASURY NOTE 2.375% AUG 31 2014 02.375% AUG 31 2014	11/15/13	15, 340.46	15,220.95	(39.00)	120.06	357.00
8,000	U S. TREASURY BOND 4.375% MAY 15 2040 04.375% MAY 15 2040	12/17/13	8,794.15	8,690.00	(69 00)	44.48	350.00
4,000	U.S. TREASURY BOND 4 750% FEB 15 2041 04 750% FEB 15 2041	04/16/12	5, 324.20	4,602 52	(640.00)	71.25	190 00

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The Roger Kresge Foundation Inc.
ID # 23-7081254
Part II, Lines 10 & 13
December 31, 2013

WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
5,000	FEDERAL HOME LN MTG CORP NOTES 03.750% MAR 27 2019	07/11/12	5,640.30	5,449 85	(190.00)	48 96	188.00
1,000	FEDERAL HOME LN MTG CORP NOTES 03.750% MAR 27 2019	07/27/12	1,128.57	1,089.97	(38.00)	9.79	38.00
2,000	FEDERAL HOME LN MTG CORP NOTES 03 750% MAR 27 2019	09/13/12	2,62882	2,179.94	(77.00)	19 58	75.00
45,000	GNM P605249X 04 50%2019 AMORTIZED FACTOR 0.137029960 AMORTIZED VALUE 6166	10/13/04	8424.67	6,578 35	366 00	23.12	278 00
125,000	FNMA P759223 05 50%2034 AMORTIZED FACTOR 0.077904970 AMORTIZED VALUE 9738	05/18/07	9203 32	10,717 16	1,139 00	44.63	536.00
8,000	FNMA PAL3915 04%2042 AMORTIZED FACTOR 0 932627540 AMORTIZED VALUE 7461	07/19/13	7 823.95	7,685 08	(95 00)	24.87	299.00
35,000	FHLMC G0 1960 05%2035 AMORTIZED FACTOR 0 124145630 AMORTIZED VALUE 4345	01/26/06	3692.82	4,687 33	479 00	18.10	218 00
110,000	FNMA P745730 05 50%2035 AMORTIZED FACTOR 0.137504430 AMORTIZED VALUE 15125	10/03/06	14,459 53	16,638 76	1,687.00	69 32	832 00

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The Roger Kresge Foundation Inc.
ID # 23-7081254
Part II, Lines 10 & 13
December 31, 2013

WCMA® Fiscal Statement

Merrill Lynch Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
185,000	GNM P324922X 08%2022 AMORTIZED FACTOR 0.003121450 AMORTIZED VALUE 577	05/15/96	606.77	588.53		3.85	47.00
45,000	FHLMC G0 8168 06%2036 AMORTIZED FACTOR 0.109435000 AMORTIZED VALUE 4924	12/18/06	5129.66	5,453.64	480 00	24.62	296.00
30,000	FNMA P745275 05%2036 AMORTIZED FACTOR 0.133137540 AMORTIZED VALUE 3994	01/26/12	4880.21	4,334.87	21.00	16.64	200.00
175,000	GNM P251065X 08%2017 AMORTIZED FACTOR 0.009345260 AMORTIZED VALUE 1635	08/02/95	1796.46	1,730.85	46.00	10.90	131.00
12,000	FHLMC Q2 0860 03 50%2043 AMORTIZED FACTOR 0.988155610 AMORTIZED VALUE 11857	08/15/13	11,947.54	11,778.97	(43.00)	34.59	416 00
11,000	FHLMC Q2 2496 04%2043 AMORTIZED FACTOR 0.991102070 AMORTIZED VALUE 10902	10/11/13	11,432.15	11,208.41	(199.00)	36.34	437.00
7,000	FNMA P890551 04 50%2041 AMORTIZED FACTOR 0 975480300 AMORTIZED VALUE 6828	10/11/13	7,346 58	7,237 03	(83.00)	25.61	308.00
80,000	GNM P781231X 07%2030 AMORTIZED FACTOR 0.016590850 AMORTIZED VALUE 1327	05/23/01	1,359 44	1,565 86	220.00	7 74	93.00

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The Roger Kresge Foundation Inc.
ID # 23-7081254
Part II, Lines 10 & 13
December 31, 2013

WCMA® **Fiscal Statement**

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
85,000	GNM P781207X 07 50%2030 AMORTIZED FACTOR 0.007889550 AMORTIZED VALUE 670	06/04/01	690.54	801.34	110 00	4 19	51.00
65 000	GNM P781029X 06 50%2029 AMORTIZED FACTOR 0.015813240 AMORTIZED VALUE 1027	10/11/01	1,074.78	1.170.11	118.00	5 57	67.00
160,000	GNM P462622X 06 50%2028 AMORTIZED FACTOR 0 010956550 AMORTIZED VALUE 1753	02/14/02	1,831 49	1.996.57	207.00	9.49	114.00
75,000	GNM P510302X 07%2029 AMORTIZED FACTOR 0 007096150 AMORTIZED VALUE 532	05/22/02	578.19	601 47	46 00	3.10	38.00
	Total Government Securities		430.034.63	**431,855.65**	**1,015.00**	**3,506.18**	**16,463.00**
	Corporate Bonds						
2,000	AT&T INC GLB 02 950% MAY 15 2016	12/21/12	2130.11	2,085.50	(1 00)	7 54	59.00
25,000	AT&T INC GLB 02.375% NOV 27 2018	11/20/13	25,000 00	25,021.50	21.00	56 08	594.00
10,000	AMERICAN INTL GROUP GLB 03 000% MAR 20 2015	03/19/12	9,984.40	10,270.80	286 00	84.17	300.00

The Roger Kresge Foundation Inc.
ID # 23-7081254
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WCMA® **Fiscal Statement**

Merrill Lynch
Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
			Corporate Bonds				
3,000	APACHE CORP GLB 03.250% APR 15 2022	05/02/12	3, 118.37	2,955.75	(138 00)	20 58	98.00
3,000	APPLE INC GLB 02.400% MAY 03 2023	06/06/13	2,881 60	2,697 63	(176.00)	11.60	72.00
7,000	APPLE INC GLB 03.850% MAY 04 2043	04/30/13	6,959 26	5,847.94	(1,111.00)	42.67	270 00
3,000	ALTRIA GROUP INC COMPANY GUARNT GLB 04.000% JAN 31 2024	10/28/13	2,981.34	2,932.23	(49.00)	20.00	120.00
10,000	BURLINGTN NORTH SANTA FE 03 850% SEP 01 2023 MOODY'S: A3 S&P: BBB+	08/13/13	9,966.10	9,838 40	(129.00)	137 96	385.00
10,000	BANK OF MONTREAL SER MTN 02.375% JAN 25 2019	09/25/13	9,997.20	9,971.00	(26 00)	59 38	238.00
5,000	BERKSHIRE HATHAWAY FIN COMPANY GUARNT GLB 02.900% OCT 15 2020	10/08/13	4,993.05	4,958.45	(31.00)	30 61	145.00
10,000	BANK OF AMERICA CORP SER L 01 350% NOV 21 2016	11/18/13	9997.40	9,995.90	(1.00)	15.00	135.00

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The Roger Kresge Foundation Inc.
ID # 23-7081254
Part II, Lines 10 & 13
December 31, 2013

WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
5,000	CVS CAREMARK CORP GLB 02 250% DEC 05 2018	12/02/13	4,994 35	4,998 55	4.00	8 13	113 00
2,000	CVS CAREMARK CORP 04.125% MAY 15 2021 MOODY'S: BAA1 S&P: BBB+	10/23/13	2,175.87	2,073.14	(62 00)	10.54	83.00
10,000	CITIGROUP INC GLB 01.250% JAN 15 2016	01/03/13	9,974 70	10,033.20	58.00	57 64	125.00
3,000	CITIGROUP INC GLB 01.300% NOV 15 2016	11/07/13	2,997.00	2,989.53	(7 00)	4.98	39.00
2,000	CITIGROUP INC GLB 06.125% MAY 15 2018	04/16/12	2285.92	2,314.58	141 00	15 65	123 00
2,000	COMCAST CORP COMPANY GUARNT 06.400% MAR 01 2040	04/16/12	2,539.51	2,307 74	(198 00)	42.67	128.00
2,000	ENTERPRISE PRODUCTS OPER COMPANY GUARNT 05.700% FEB 15 2042	04/17/12	2,236.87	2,108.60	(102 00)	43.07	114.00
2,000	ECOLAB INC GLB 03.000% DEC 08 2016	11/22/13	2,139.53	2,095.40	(12 00)	3 83	60.00

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WCMA® Fiscal Statement

Merrill Lynch Wealth Management
Bank of America Corporation

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	Corporate Bonds						
10,000	GOLDMAN SACHS GROUP INC GLB 06.250% FEB 01 2041	02/23/12	10,036.98	11,524.00	1,533.00	260.42	625.00
2,000	GENERAL ELEC CAP CORP NOTES 05.875% JAN 14 2038	04/16/12	2257.37	2,278 22	59 00	54 51	118.00
2,000	GOLDMAN SACHS GROUP INC GLB 06.150% APR 01 2018	04/16/12	2162.15	2,293.36	177.00	30.75	123.00
2,000	JPMORGAN CHASE & CO GLB 04.400% JUL 22 2020	04/16/12	2122.75	2,149.92	66.00	38.87	88.00
5,000	JPMORGAN CHASE & CO GLB 02.000% AUG 15 2017	08/13/12	4,991 05	5,071.75	80.00	37.78	100.00
8,000	KINDER MORGAN ENER PART 02.650% FEB 01 2019 MOODY'S BAA2 S&P BBB	07/29/13	7,988.64	7,911.28	(77.00)	85.98	212.00
2,000	KRAFT FOODS INC GLB 05.375% FEB 10 2020	04/16/12	2346.75	2,258.78	(18 00)	42 10	108.00
20,000	MORGAN STANLEY SER GMTN GLB 05.500% JUL 28 2021	07/21/11	19,994 00	22,349.20	2,355.00	467 50	1,100.00

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	Corporate Bonds						
10,000	MORGAN STANLEY GLB 04.750% MAR 22 2017	03/19/12	9,982.00	10,913.20	931.00	130.63	475.00
2,000	NOBLE ENERGY INC GLB 04 150% DEC 15 2021	04/16/12	2,110.73	2,056.50	(11 00)	3.69	83.00
20,000	PETROBRAS INTL FIN CO COMPANY GUARNT GLB 03.500% FEB 06 2017	02/01/12	19,883.80	20,183.00	299.00	280.00	700.00
5,000	RIO TINTO FIN USA PLC COMPANY GUARNT GLB 01 625% AUG 21 2017	08/16/12	4.972 60	4,998 00	25.00	29.34	82.00
3,000	RIO TINTO FIN USA PLC COMPANY GUARNT GLB 01.625% AUG 21 2017	06/04/13	3010.18	2,998.80	2 00	17.60	49.00
5,000	RIO TINTO FIN USA PLC COMPANY GUARNT GLB 02.250% DEC 14 2018	06/14/13	4,954 30	4,975.35	21 00	5.31	113 00
10,000	VERIZON COMMUNICATIONS GLB 06.550% SEP 15 2043	09/11/13	9,988.30	11,699.60	1,711.00	187.40	655.00
12,000	VERIZON COMMUNICATIONS GLB 06 550% SEP 15 2043	09/13/13	12,939.16	14,039.52	1,113.00	224 88	786 00

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
2,000	WELLS FARGO & COMPANY SER MTN GLB 03.500% MAR 08 2022	06/27/13	2,048.01	2,000.52	(24.00)	21.97	70.00
3,000	WAL-MART STORES INC GLB 02.550% APR 11 2023	06/18/13	2,900.87	2,741.01	(144.00)	17.00	77.00
10,000	USD TOTAL CAP INTL S 1.500% FEB 17 2017 MOODY'S: AA1 S&P: AA- <	02/14/12	9,956.40	10,018.30	61.00	55.83	150.00
30,000	USD BANK NOVA SCOTIA 2.050% OCT 30 2018 MOODY'S: AA2 S&P: A+ <	10/24/13	29,978.70	29,718.30	(260.00)	102.50	615.00
2,000	HSBC HOLDINGS PLC GLB 05.100% APR 05 2021	04/16/12	2,180.65	2,222.90	75.00	24.37	102.00
25,000	BANK AMER ALTER CMO 2006 2 5A4 06 000%MAR25 36 AMORTIZED FACTOR 0.066807785	03/15/06	26,616 82	0.00			
30,000	FNMA CMO 2004 90 GA 04 350%MAR25 34 AMORTIZED VALUE 1736	05/19/06	3142 30	1,769.20	130.00	6.29	76 00

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CURRENT PORTFOLIO SUMMARY

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	Corporate Bonds						
15,000	GNMA CMO 2004 59 DA 05.000%JUN16 34 AMORTIZED VALUE 1283	09/21/04	1,307.69	1,402.44	94.00	5 35	65.00
2,000	AMERICAN EXPRESS CREDIT SER MTN 02.800% SEP 19 2016	09/11/12	2,156.71	2,089.76	1.00	15 87	56.00
15,000	MERRILL LYNCH & CO NOTES SER MTN 06.875% APR 25 2018	11/08/11	15,365.25	17,735 55	2,475 00	189.06	1,032.00
	Total Corporate Bonds		333,094.51	**312,892.30**	**9,141.00**	**3,007.10**	**10,861.00**
	Municipal Bonds						
10,000	CALIFORNIA ST VAR PURP BUILD AMER BNDS TAXABLE APR09 07.550%APR01 39	05/04/12	13 267.00	12.959 90	(134.00)	188.75	755 00
	Total Municipal Bonds		13,267.00	**12,959.90**	**(134.00)**	**188.75**	**755.00**

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WCMA® Fiscal Statement

Merrill Lynch Wealth Management
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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
975	ABBOTT LABS	10/01/13	32,781.35	37,371.75	4,590 00	859 00
465	ALLSTATE CORP DEL COM	03/02/12	14,563.29	25,361.10	10,797.00	465 00
63	ABB LTD SPON ADR	11/07/12	1,157.67	1,673.28	515.00	45.00
10	ABB LTD SPON ADR	10/28/13	257.35	265 60	8 00	8.00
975	ALLEGHENY TECH INC	10/02/13	29,964.09	34,739.25	4,775 00	703.00
59	ALLIANZ SE SPD ADR	03/04/13	799.35	1,069.67	270.00	26.00
29	ALLIANZ SE SPD ADR	09/20/13	462 05	525 77	63.00	13 00
550	AMERICAN INTERNATIONAL GROUP INC	02/08/13	21,395.77	28,077 50	6,681.00	220.00
300	AMERICAN INTERNATIONAL GROUP INC	02/27/13	11,329 44	15,315 00	3,985.00	120.00
175	AMERICAN INTERNATIONAL GROUP INC	09/09/13	8,522 69	8,933.75	411.00	70.00
250	AMERICAN INTERNATIONAL GROUP INC	11/12/13	12,179.03	12,762.50	583.00	100.00
22	AVAGO TECHNOLOGIES LTD	11/07/12	751 48	1,163.34	411.00	22 00
8	AVAGO TECHNOLOGIES LTD	12/18/12	256.68	423.03	166 00	8 00
10	AVAGO TECHNOLOGIES LTD	03/05/13	341.91	528.79	186 00	10.00
6	AVAGO TECHNOLOGIES LTD	07/31/13	221 51	317.27	95.00	6.00

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CURRENT PORTFOLIO SUMMARY

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	Equities					
48	AMADEUS IT HOLDING-UNSP	11/07/12	1,177.92	2,052.00	874.00	23.00
91	ALLEGION PLC SHS	03/23/12	2,226 86	4 021.29	1,794.00	
67	ALLEGION PLC SHS	06/20/12	1 633.72	2,960.73	1,327.00	
30	ADIDAS AG SPONSORED ADR	11/07/12	1,254.00	1,926.90	672.00	19.00
375	AMERIPRISE FINL INC	06/11/13	31,206.75	43,143.75	11,937.00	780.00
145	AMERIPRISE FINL INC	07/02/13	11,851.17	16,682.25	4,831.00	302 00
80	AMERIPRISE FINL INC	11/12/13	8,271.54	9,204.00	932.00	167.00
520	AT&T INC	11/11/10	15,145.90	18,283.20	3,288.00	957.00
175	AT&T INC	08/17/11	5,101.79	6,153.00	1,051.00	322.00
23	AMER EXPRESS COMPANY	08/25/10	912.49	2,086.79	1,174.00	22 00
204	AMER EXPRESS COMPANY	04/12/12	11,818.84	18,508 92	6,690 00	188 00
21	AMCOR LTD AUS ADR NEW	12/04/13	840.12	917 70	77.00	34.00
7	AMCOR LTD AUS ADR NEW	12/06/13	280.31	305.90	25 00	12 00
22	BRITISH SKY BDCT SPD ADR	11/07/12	1,059.30	1,237.06	177 00	43.00
9	BRITISH SKY BDCT SPD ADR	08/02/13	461.77	506.07	44.00	18.00
7	BRITISH SKY BDCT SPD ADR	09/19/13	392.38	393.61	1 00	14.00
349	BARRICK GOLD CORPORATION	04/12/12	14,748.71	6,152.87	(8,595.00)	70.00

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Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
11	BARRICK GOLD CORPORATION	04/12/12	458.18	193 93	(264.00)	3.00
46	BARRICK GOLD CORPORATION	05/09/12	1,734.40	810 98	(923.00)	10.00
35	BARRICK GOLD CORPORATION	08/13/12	1,197 58	617.05	(580.00)	7 00
214	BARRICK GOLD CORPORATION	04/17/13	3506 82	3,772.82	1.00	43.00
189	BARRICK GOLD CORPORATION	11/08/13	3,390.49	3,332.07	(58.00)	38.00
16	BRITISH AMN TOBACO SPADR	11/07/12	1,608 64	1,718.72	110.00	70.00
1	BRITISH AMN TOBACO SPADR	12/21/12	101.48	107.42	5.00	5.00
1	BRITISH AMN TOBACO SPADR	12/24/12	100.24	107 42	7 00	5.00
1	BRITISH AMN TOBACO SPADR	01/30/13	103.50	107.42	3.00	5 00
2	BRITISH AMN TOBACO SPADR	01/31/13	207.96	214.84	6.00	9.00
2	BRITISH AMN TOBACO SPADR	05/09/13	228.66	214.84	(13.00)	9.00
1	BRITISH AMN TOBACO SPADR	05/10/13	114.52	107.42	(7.00)	5.00
130	BANCO BRADESCO S A ADR	11/07/12	1,902.14	1,628.90	(273 00)	5.00
13	BANCO BRADESCO S A ADR	04/08/13	215.30	162 89	(52.00)	1 00
95	BUNZL PLC ADR	11/07/12	1,548.12	2,285.70	737.00	43 00
7	BAIDU INC SPON ADR	11/07/12	731 79	1,245 16	513.00	
3	BAIDU INC SPON ADR	11/13/12	297.43	533.64	236.00	

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
3	BAIDU INC SPON ADR	12/06/12	265.99	533.64	267 00	
196	BAXTER INTERNTL INC	04/12/12	11,514 22	13,631.80	2,117.00	385.00
18	BAXTER INTERNTL INC	05/09/12	977 13	1,251.90	274.00	36.00
126	BECTON DICKINSON CO	05/30/12	9,270 31	13,921.74	4,651.00	275.00
31	BELLE INTERNAT-UNSPON AD	04/25/13	508.63	357.43	(151.00)	8.00
19	BELLE INTERNAT-UNSPON AD	05/24/13	291.21	219.07	(72.00)	5.00
18	BELLE INTERNAT-UNSPON AD	06/13/13	259.99	207 54	(52.00)	5.00
82	BRAMBLES LTD SHS	11/07/12	1456.28	1,446 48	227.00	40.00
122	BANK MANDIRI TBK-UNSPON ADR	08/29/13	755.83	788.12	32.00	18.00
55	BANK MANDIRI TBK-UNSPON ADR	11/20/13	357.52	355.30	(2.00)	9 00
26	CANADIAN NATL RAILWAY CO	11/07/12	1.128 92	1,482.52	353.00	22.00
100	CVS CAREMARK CORP	02/04/11	3,259.80	7,157.00	3,897.00	110.00
150	CVS CAREMARK CORP	03/11/11	5,111.55	10,735.50	5,623 00	165.00
50	CVS CAREMARK CORP	07/22/11	1,879.50	3,578.50	1,699.00	55.00
125	CVS CAREMARK CORP	08/11/11	4,112.50	8,946.25	4,833.00	138.00
155	CVS CAREMARK CORP	03/12/13	7779.24	11,093 35	3,038.00	171.00

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	Equities					
10	CNOOC LTD ADR	11/07/12	2,095.80	1,876.60	(219 00)	67.00
1	CNOOC LTD ADR	05/20/13	185.87	187.66	1.00	7.00
16	CHINA MOBILE LTD SPN ADR	11/07/12	908.64	836.64	(72.00)	33.00
181	COMPASS GROUP PLC ADR	11/07/12	2,011.90	2,919.35	907.00	64 00
75	CHEVRON CORP	04/12/12	7,701.87	9,368.25	1,666.00	300.00
247	CONOCOPHILLIPS	05/03/12	13,320.20	17,450 55	4,130.00	682.00
57	CENTRICA PLC SPR ADR NEW	11/07/12	1,176.48	1,321 26	144.00	59 00
12	CENTRICA PLC SPR ADR NEW.	10/21/13	286.13	278.16	(7.00)	13.00
16	CENOVUS ENERGY INC	11/07/12	544.64	458.40	(86.00)	15.00
14	CENOVUS ENERGY INC	02/26/13	439.66	401.10	(38.00)	13.00
13	CARLSBERG AS SPONSOREDAD	09/24/13	268.98	287.30	18.00	2.00
28	CARLSBERG AS SPONSOREDAD	09/25/13	583 72	618.80	35.00	4.00
43	CARLSBERG AS SPONSOREDAD	12/04/13	934.48	950 30	15 00	6.00
100	CHEUNG KONG HLDG ADR	11/07/12	1,474 00	1,581.00	107.00	37.00
50	CITIGROUP INC COM NEW	01/17/12	1,417.11	2,605 50	1,188.00	2.00
185	CITIGROUP INC COM NEW	02/20/13	8,191.67	9,640.35	1,448 00	8.00

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	Equities					
315	CITIGROUP INC COM NEW	07/18/13	16,547.55	16,414.65	(132.00)	13 00
32	CIELO S A SPONSORED ADR	11/07/12	720.46	896.00	176 00	30.00
~~170~~	CHUBB CORP	04/12/12	11,904.25	16,427.10	4,522.00	300 00
494	CISCO SYSTEMS INC COM	06/11/13	9,849.23	11,080.42	(1,004.00)	336.00
37	COCA COLA AMATIL SPD ADR	11/07/12	1,020.83	791 80	(229.00)	66.00
1,650	CORNING INC	07/25/13	25,186.43	29,403 00	4,216.00	661.00
50	DENSO CP UNSPONSORED ADR	11/07/12	754.00	1,322.50	568.00	18 00
83	DEUTSCHE TELE AG SPN ADR	08/16/13	1,084.89	1,432.58	347.00	75 00
256	DEVON ENERGY CORP NEW	12/20/12	13 776.77	15,838.72	2,061.00	226 00
9	DEVON ENERGY CORP NEW	05/23/13	521.36	556.83	35.00	8.00
615	DEVON ENERGY CORP NEW	10/09/13	35,772.77	38,050.05	2,277.00	542.00
375	DR PEPPER SNAPPLE GROUP INC	04/12/12	14 676.56	18,270 00	3,593.00	571 00
22	DR PEPPER SNAPPLE GROUP INC	09/16/13	995.25	1,071 84	76.00	34.00
49	DEUTSCHE BOERSE AG SHS	11/23/12	268.82	404.25	135 00	9 00
88	DEUTSCHE BOERSE AG SHS	11/26/12	488.05	726.00	237.00	16 00

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			Equities			
23	DEUTSCHE POST AG SHS SP ADR	03/20/13	540.64	844.10	290.00	21.00
11	DEUTSCHE POST AG SHS SP ADR	06/03/13	277 40	403.70	126 00	10.00
216	EXXON MOBIL CORP COM	04/12/12	18,037.10	21 859.20	3,822.00	545 00
21	EXXON MOBIL CORP COM	08/14/13	1,872.95	2,125,20	252.00	53.00
203	EXELON CORPORATION	05/10/12	7783.35	5,560.17	(2,329.00)	252.00
57	EXELON CORPORATION	05/10/12	2,159 08	1,561.23	(597.00)	71.00
144	EXELON CORPORATION	10/04/12	5,185.76	3,944 16	(1,241.00)	179 00
162	EXELON CORPORATION	11/15/12	4,747.02	4,437.18	(309.00)	201.00
189	EXELON CORPORATION	11/11/13	5,441.18	5,176 71	(264 00)	235.00
48	ENCANA CORP	12/11/13	885 06	866.40	(18.00)	14.00
99	ERICSSON AMERICAN SEK 10 NEW	11/07/12	881.60	1,211.76	330.00	30.00
195	EXPRESS SCRIPTS HLDG CO	06/20/13	12,066 17	13,696.80	1,630.00	
485	EATON CORP PLC	03/13/13	30,735.86	36,918.20	6,182 00	815.00
150	EATON CORP PLC	07/02/13	9,971.28	11,418.00	1,446 00	252.00
8	FOMENTO ECNMCO MEX SPADR SAB DE CV	11/07/12	712.96	782.96	70 00	25.00

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WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
28	FANUC LTD-UNSP	11/07/12	761.60	859.88	98.00	6.00
15	FANUC LTD-UNSP	02/04/13	386.46	460.65	74.00	4.00
15	FANUC LTD-UNSP	06/27/13	357.53	460.65	103.00	4.00
8	FANUC LTD-UNSP	08/01/13	207.64	245.68	38.00	2.00
625	FORTUNE BRANDS HOME AND SECURITY INC SHS	07/02/13	24,650.00	28,562.50	3,912.00	300.00
275	FORTUNE BRANDS HOME AND SECURITY INC SHS	09/10/13	11,173.91	12,567.50	1,393.00	132.00
68	GRUPO TELEVISA SA ADR	11/07/12	1,548 02	2,057.68	509.00	17.00
234	GLAXOSMITHKLINE PLC ADR	04/12/12	10,615.88	12,493.26	1,877.00	564.00
500	GLOBAL PMTS INC GEORGIA	10/24/12	21,369.70	32,495.00	11,125.00	40.00
250	GLOBAL PMTS INC GEORGIA	12/11/12	11.185.60	16,247.50	5,061.00	20.00
150	GLOBAL PMTS INC GEORGIA	05/16/13	7,080 90	9,748.50	2,667.00	12.00
18	GALAXY ENTMT GROUP LTD SPON ADR	11/07/12	638.10	1,626.66	988 00	
900	GENERAL MOTORS CO COMMON SHARES	12/18/13	36,784 62	36,783.00	(1.00)	
33	CGI GROUP INC	11/07/12	820.09	1,104.18	284.00	
2	CGI GROUP INC	02/13/13	54.02	66.92	12.00	

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The Roger Kresge Foundation Inc.
ID # 23-7081254
Part II, Lines 10 & 13
December 31, 2013

WCMA® Fiscal Statement

Merrill Lynch
Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
3	CGI GROUP INC	02/14/13	81.47	100.38	18.00	
2	CGI GROUP INC	02/15/13	54.29	66.92	12 00	
1	CGI GROUP INC	02/19/13	27 11	33.46	6.00	
5	CGI GROUP INC	05/03/13	156 43	167.30	10.00	
1	CGI GROUP INC	05/06/13	31.34	33.46	2.00	
430	HALLIBURTON COMPANY	02/04/13	17,595 64	21,822.50	4,226.00	259.00
310	HALLIBURTON COMPANY	03/08/13	12,986.33	15,732.50	2,746.00	187.00
1,525	HARTFORD FINL SVCS GROUP	10/10/12	32,139.83	55,250.75	23,110.00	916.00
200	HARTFORD FINL SVCS GROUP	09/09/13	6,285 04	7,246.00	980 00	120.00
58	HUTCHISN WHAMPOA ADR	11/07/12	1,179 14	1,577.60	398.00	28.00
8	HUTCHISN WHAMPOA ADR	08/09/13	189 16	217.60	28.00	4.00
24	IMPERIAL TOB GRP SPS ADR	11/07/12	1,868 16	1,866.72	(1 00)	89.00
120	INDUSTRL AND COMMRCL BNK OF CHN	11/07/12	1,594.80	1,629.60	34.00	78.00
275	INGERSOLL-RAND PLC	03/23/12	8,725.93	16,940.00	8,214.00	231.00
200	INGERSOLL-RAND PLC	06/20/12	6,323.33	12,320.00	5,996.00	168.00
75	INGERSOLL-RAND PLC	12/03/13	4,200.29	4,620.00	419.00	63.00

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The Roger Kresge Foundation Inc.
ID # 23-7081254
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WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
167	JOHNSON AND JOHNSON COM	04/12/12	10,674.22	15,295.53	4,621.00	441.00
75	JOHNSON AND JOHNSON COM	05/23/12	4,749.26	6,869.25	2,119.00	198.00
250	JOHNSON AND JOHNSON COM	06/21/12	16,601.00	22,897.50	6,296.00	660.00
50	JOHNSON AND JOHNSON COM	07/30/12	3,473 21	4,579.50	1,106.00	132 00
42	KOMATSU NEW NEW SPNSDADR	11/07/12	911.82	864.36	(47 00)	19.00
10	KOMATSU NEW NEW SPNSDADR	08/01/13	226.10	205.80	(20.00)	5.00
94	KINGFISHER PLC SP ADR	11/07/12	875.14	1,206.96	331.00	26.00
85	KEPPEL LTD SPONS ADR	11/07/12	1,398.38	1,511.30	112.00	51.00
475	LIBERTY INTERACTIVE CORP SERIES A	04/03/09	1,490.10	13,941.25	12,451 00	
725	LIBERTY INTERACTIVE CORP SERIES A	05/08/09	4,530.50	21,278.75	16,748.00	
400	LYONDELLBASELL INDUSTRIE	12/18/13	31,113.72	32,112.00	998.00	960.00
1,425	MGM RESORTS INTERNATIONL SHS	08/15/12	14.278.64	33,516.00	19,237.00	
1,050	MORGAN STANLEY	11/12/13	31,626.63	32,928.00	1,301.00	211.00
96	MACK CALI REALTY CORP REIT	12/10/13	2,039.47	2,062.08	22 00	116 00

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The Roger Kresge Foundation Inc.
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December 31, 2013

WCMA® Fiscal Statement

Merrill Lynch
Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
117	MACK CALI REALTY CORP REIT	12/11/13	2,463.20	2,513 16	49.00	141.00
82	MACK CALI REALTY CORP REIT	12/12/13	1,707 03	1,761.36	54.00	99 00
950	MARATHON OIL CORP	01/31/12	29,610.17	33,535.00	3,924.00	723.00
175	MARATHON OIL CORP	04/19/12	5,195.79	6,177.50	981.00	133.00
175	MARATHON OIL CORP	11/30/12	5,384 19	6,177.50	793.00	133.00
534	MOLSON COOR BREW CO CL B	04/12/12	21,784.64	29,984 10	8,199 00	684.00
425	MACYS INC	02/28/13	17,554.16	22,695.00	5,140.00	426.00
525	MONDELEZ INTERNATIONAL INC	06/28/12	12,749 23	18,532.50	5,783.00	294.00
675	MONDELEZ INTERNATIONAL INC	03/13/13	19,138.81	23,827.50	4,688.00	378 00
452	MEDTRONIC INC COM	04/12/12	17,284.48	25,940.28	8,655.00	507.00
568	MICROSOFT CORP	04/12/12	17,594.65	21,248.88	3,654.00	637.00
18	NOVARTIS ADR	11/07/12	1,082.34	1,446.84	364.00	38.00
21	NESTLE S A REP RG SH ADR	11/07/12	1,323.00	1,545.39	222.00	39.00
128	NEWMONT MINING CORP	04/12/12	6947.72	2,947.84	(3,382.00)	103.00
4	NEWMONT MINING CORP	04/12/12	195.49	92.12	(103.00)	4.00

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The Roger Kresge Foundation Inc.
ID # 23-7081254
Part II, Lines 10 & 13
December 31, 2013

WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
15	NEWMONT MINING CORP	05/09/12	700.45	345.45	(355.00)	12 00
85	NEWMONT MINING CORP	02/27/13	3,465 52	1,957.55	(1,507.00)	68 00
105	NEWMONT MINING CORP	04/17/13	3.393.80	2,418.15	(975.00)	84.00
171	NORTHROP GRUMMAN CORP	04/12/12	10,479.82	19,598.31	9,118.00	418 00
6	NOVO NORDISK A S ADR	11/07/12	895 92	1,108.56	212 00	14.00
108	PUBLICIS GROUPE SPON ADR	11/07/12	1,416.96	2,480 76	1,063 00	25 00
13	PUBLICIS GROUPE SPON ADR	01/31/13	214 17	298.61	84.00	3.00
208	PNC FINCL SERVICES GROUP	04/12/12	13,172.12	16,136 64	2,964 00	367 00
25	PNC FINCL SERVICES GROUP	04/12/12	1,595.44	1,939 50	344 00	44 00
38	PNC FINCL SERVICES GROUP	10/18/12	2,271.60	2,948 04	676.00	67.00
284	PEPSICO INC	04/12/12	18,579.24	23,554 96	4,975 00	645.00
6	PEPSICO INC	09/27/12	423.89	497.64	73.00	14.00
15	PEPSICO INC	05/30/13	1,214.96	1,244.10	29 00	35.00
125	PFIZER INC	12/05/08	2,036.64	3,828.75	1,792 00	130 00
600	PFIZER INC	01/27/09	9,534 25	18,378.00	8,843 00	625.00
350	PFIZER INC	10/06/09	5,953 41	10,720.50	4,767 00	364.00
100	PFIZER INC	07/22/11	2,011 00	3,063 00	1,052 00	104 00

The Roger Kresge Foundation Inc.
ID # 23-7081254
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December 31, 2013

WCMA® Fiscal Statement

Merrill Lynch Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
950	PFIZER INC	04/23/12	21,285.60	29,098.50	7,812.00	989.00
250	PFIZER INC	07/31/12	6,114.30	7,657.50	1,543.00	260.00
125	PFIZER INC	07/18/13	3,593.48	3,828.75	235.00	130.00
215	PROCTER & GAMBLE CO	04/12/12	14,214.74	17,503.15	3,288.00	518.00
6	PROCTER & GAMBLE CO	05/09/12	382.65	488.46	105.00	15.00
11	PROCTER & GAMBLE CO	05/07/13	851.76	895.51	43.00	27.00
4,350	RF MICRO DEVICES INC	09/25/12	17,669.70	22,446.00	4,776.00	
1,875	RF MICRO DEVICES INC	07/24/13	10,467.00	9,675.00	(792.00)	
2,125	RF MICRO DEVICES INC	09/09/13	11,456.51	10,965.00	(491.00)	
22	ROYAL DUTCH SHEL PLC SPONS ADR B	11/07/12	1,565 03	1,652.42	87.00	80.00
6	ROYAL DUTCH SHEL PLC SPONS ADR B	05/17/13	420.90	450 66	29.00	22.00
60	REED ELSEVIER P L C SPONSORED ADR NEW	11/07/12	2,360.19	3,603.00	1,242.00	87.00
45	ROCHE HLDG LTD SPN ADR	11/07/12	2,165.40	3,159.00	993 00	74.00
37	SAP AG SHS	11/07/12	2,668.07	3,224.18	556.00	30.00
10	SHIRE PLC-ADR	11/07/12	848.68	1,412.90	564.00	6.00

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The Roger Kresge Foundation Inc.
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Part II, Lines 10 & 13
December 31, 2013

WCMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
3	SHIRE PLC-ADR	05/31/13	296 64	423.87	127 00	2 00
1	SHIRE PLC-ADR	06/03/13	98 56	141 29	42.00	1.00
275	SEMPRA ENERGY	09/27/13	23,845 14	24,684.00	838 00	693 00
455	SCHWAB CHARLES CORP NEW	04/12/12	6,473 52	11,830.00	5,356.00	110.00
86	SCHWAB CHARLES CORP NEW	05/09/12	1,134 34	2,236 00	1,101.00	21 00
17	SMITH-NPHW PLC SPADR NEW	11/07/12	874.99	1,219.58	344.00	23.00
6	SMITH-NPHW PLC SPADR NEW	12/06/13	417 29	430 44	13.00	8 00
20	SYNGENTA AG ADR	11/07/12	1,536 00	1,598 80	62 00	34.00
50	SWEDBANK A B ADR	11/07/12	938.00	1,415 50	477.00	65.00
76	SCHNEIDER ELEC SA ADR	11/07/12	967.48	1,333.80	366.00	29.00
49	SUNCOR ENERGY INC NEW	11/07/12	1,653.51	1,717 45	63 00	37 00
6	SUNCOR ENERGY INC NEW	05/01/13	183.57	210.30	26.00	5.00
116	SIGMA ALDRICH CORP	04/12/12	8,433 28	10,905 16	2,471.00	100.00
298	SUNTRUST BKS INC COM	04/12/12	7,017 90	10,969 38	3,951 00	120 00
16	TOTAL S A SP ADR	07/05/13	770.78	980.32	209 00	43.00
6	TOTAL S.A. SP ADR	07/08/13	294.34	367.62	73 00	16.00
7	TOTAL S.A. SP ADR	07/31/13	372 40	428 89	56 00	19 00

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The Roger Kresge Foundation Inc.
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WCMA® **Fiscal Statement**

Merrill Lynch Wealth Management
Bank of America Corporation

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
6	TOTAL S.A. SP ADR	09/16/13	343.97	367.62	23.00	16.00
58	TEVA PHARMACTCL INDS ADR	11/07/12	2,353.63	2,324.64	(28 00)	63.00
85	TAIWAN S MANUFCTRING ADR	11/07/12	1,376.15	1,482 40	106 00	34.00
743	TAIWAN S MANUFCTRING ADR	08/21/13	11,776.10	12,957 92	1,181 00	298.00
14	TAIWAN S MANUFCTRING ADR	10/18/13	263 21	244 16	(19.00)	6.00
33	TRANSCANADA CORP	11/07/12	1,479.39	1,506.78	27 00	59 00
289	TARGET CORP COM	04/12/12	16,741.02	18,285.03	1,544.00	498.00
13	TARGET CORP COM	05/09/12	720.02	822 51	102.00	23.00
140	TRAVELERS COS INC	04/12/12	8,249 60	12,675.60	4,426.00	280.00
7	TRAVELERS COS INC	05/21/13	587.38	633 78	46 00	14.00
136	TORCHMARK CORP COM	04/12/12	6,672.88	10,628.40	3,955 00	93.00
10	TOYOTA MOTOR CORP ADR	11/07/12	798.00	1,219.20	421 00	24.00
5	TOYOTA MOTOR CORP ADR	05/09/13	590.96	609.60	18.00	12 00
33	UNILEVER NV NY REG SHS	11/07/12	1,194.13	1,327.59	133.00	40.00
395	US BANCORP (NEW)	04/12/12	12,369.82	15,958 00	3,588.00	364 00
121	US BANCORP (NEW)	01/31/13	4,018 17	4,888 40	870.00	112.00
5	UBS AG REG	02/06/13	85.48	96.25	10 00	1.00

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The Roger Kresge Foundation Inc.
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WCMA® Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
26	UBS AG REG	02/07/13	436.05	500 50	64 00	5 00
20	UBS AG REG	07/31/13	393.95	385.00	(8.00)	4 00
115	UNION PACIFIC CORP	03/31/11	11,384.33	19,320 00	7,935.00	364 00
25	UNION PACIFIC CORP	08/11/11	2,270.75	4,200.00	1,929.00	79.00
500	VALERO ENERGY CORP NEW	04/05/13	19,200 98	25,200.00	5,999.00	450.00
300	VALERO ENERGY CORP NEW	05/10/13	11,637.60	15,120 00	3,482.00	270 00
275	VALERO ENERGY CORP NEW	09/09/13	10,137 30	13.860.00	3,722 00	248.00
25	VOLKSWAGEN A G ADR	11/07/12	991 25	1,411.00	419 00	18.00
24	WPP PLC NEW/ADR	11/07/12	1,572.24	2,756.64	1,184 00	56.00
3	WPP PLC NEW/ADR	05/09/13	257.20	344.58	87 00	7 00
350	ACE LIMITED	12/18/12	28,431 65	36,235.50	7,803.00	883 00
300	WAL-MART STORES INC	04/12/12	18,026 04	23 607.00	5,580.00	564.00
300	WELLS FARGO & CO NEW DEL	05/12/09	8,076 13	13,620 00	5,543 00	360.00
25	WELLS FARGO & CO NEW DEL	04/09/10	811.50	1,135.00	323.00	30.00
150	WELLS FARGO & CO NEW DEL	01/28/11	4,859.55	6,810 00	1,950 00	180 00
125	WELLS FARGO & CO NEW DEL	03/31/11	3,979 38	5,675.00	1,695.00	150.00
100	WELLS FARGO & CO NEW DEL	07/22/11	2,932.00	4,540.00	1,608 00	120.00

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WCMA® Fiscal Statement

Merrill Lynch Wealth Management
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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
100	WELLS FARGO & CO NEW DEL	08/11/11	2,376.75	4,540 00	2,163.00	120.00
401	WELLS FARGO & CO NEW DEL	04/12/12	13,505.68	18,205.40	4,699.00	482.00
11	WELLS FARGO & CO NEW DEL	04/12/12	378.66	499.40	120 00	14.00
75	WELLS FARGO & CO NEW DEL	01/29/13	2,638 04	3,405.00	766.00	90 00
375	WHITING PETROLEUM CORP	11/12/13	24,530 74	23,201 25	(1,329.00)	
	Total Equities		1,558,510.55	**2,001,371.43**	**441,013.00**	**37,682.00**
	Mutual Funds/Closed End Funds/UIT					
500	ISHARES IBOXX $ INVT GRADE CORP BD	06/19/13	57,556.30	57,094 00	(462.00)	2,189.00
700	ISHARES MBS ETF	09/22/11	76,054.06	73,199.00	(2,947.00)	931.00
3,464	WESTERN ASSET SMASH SERIES C FUND	04/16/12	30,297 42	32,838 72	25.00	1,282.00
6,033	WESTERN ASSET SMASH SERIES M FUND	04/16/12	63,016.44	61,598.93	(663.00)	2,070.00
	Total Mutual Funds/Closed End Funds/UIT		226,924.42	**224,728.65**	**(4,047.00)**	**6,472.00**

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Part XV , **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EMPIRE STATE COLLEGE FOUNDATION 44 HAWLEY ST # 505 BINGHAMTON, NY 13901	NONE	PUBLIC CHARITY	NAMED MEMORIAL SCHOLARSHIP FUND	11,000.
FOOD BANK OF THE SOUTHERN TIER 388 UPPER OAKWOOD AVE ELMIRA, NY 14903	NONE	PUBLIC CHARITY	BACKPACK PROGRAM BROOME COUNTY	6,000.
HAVEN AFTER SCHOOL PROGRAM 44 MAIN ST. BINGHAMTON, NY 13905	NONE	PUBLIC CHARITY	OPERATING SUPPORT FOR HAVEN AFTER SCHOOL PROGRAM	7,500.
ROBERSON MUSEUM & SCIENCE CENTER 30 FRONT ST BINGHAMTON, NY 13905	NONE	PUBLIC CHARITY	EXTEND AND AUGMENT CIVIL WAR EXHIBIT	10,000.
TRI-CITIES OPERA 315 CLINTON ST BINGHAMTON, NY 13901	NONE	PUBLIC CHARITY	OPERA-GO-ROUND PROGRAM	6,800.
UNITED WAY OF BROOME CO 101 S JENSEN RD VESTAL, NY 13850	NONE	PUBLIC CHARITY	ANNUAL FUNDING FOR COMMUNITY IMPACT PROGRAMS	5,000.
Total from continuation sheets				46,300.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,695,590.	2,546,901.	0.	0.	148,689.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EXCHANGE PROCEEDS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
314.	0.	0.	0.	314.

CAPITAL GAINS DIVIDENDS FROM PART IV	50.
TOTAL TO FORM 990-PF, PART I, LINE 6A	149,053.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	27.	27.	
TOTAL TO PART I, LINE 3	27.	27.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRUED INTEREST	8,421.	0.	8,421.	8,421.	
CAPITAL GAIN DIVIDENDS	50.	50.	0.	0.	
DIVIDENDS	45,696.	0.	45,696.	45,696.	
INTEREST INCOME - US	22,562.	0.	22,562.	22,562.	
TO PART I, LINE 4	76,729.	50.	76,679.	76,679.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISC. INCOME	432.	432.	
CASH IN LIEU	26.	26.	
TOTAL TO FORM 990-PF, PART I, LINE 11	458.	458.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,000.	2,500.		2,500.
TO FM 990-PF, PG 1, LN 16A	5,000.	2,500.		2,500.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DAVIDSON,FOX & CO, LLP	16,075.	8,038.		8,037.
TO FORM 990-PF, PG 1, LN 16B	16,075.	8,038.		8,037.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CLOVER CAPITAL MGMT	15,860.	15,860.		0.
MS CONSULTING	13,317.	13,317.		0.
CERTIFICATION FEE	72.	72.		0.
TO FORM 990-PF, PG 1, LN 16C	29,249.	29,249.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	5,049.	1,262.		3,787.
FOREIGN TAXES	275.	275.		0.
EXCISE TAXES	3,404.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,728.	1,537.		3,787.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HEALTH AND DISABILITY INSURANCE	10,363.	2,591.		7,772.
POSTAGE	306.	77.		229.
BANK SERVICE CHARGES	150.	150.		0.
TELEPHONE	1,087.	272.		815.
OFFICE SUPPLIES	742.	186.		556.
TRAVEL	139.	35.		104.
ADVERTISING	780.	0.		780.
INSURANCE	1,580.	0.		1,580.
DUES & SUBSCRIPTIONS	2,249.	0.		2,249.
COMPUTER EXPENSES	179.	45.		134.
STATE FILING FEE	250.	0.		250.
MISCELLANEOUS	546.	137.		409.
TO FORM 990-PF, PG 1, LN 23	18,371.	3,493.		14,878.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT - SEE SCHEDULE	X		443,301.	444,816.
TOTAL U.S. GOVERNMENT OBLIGATIONS			443,301.	444,816.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			443,301.	444,816.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE SCHEDULE	1,558,510.	2,001,371.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,558,510.	2,001,371.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE SCHEDULE	333,095.	312,892.
TOTAL TO FORM 990-PF, PART II, LINE 10C	333,095.	312,892.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER MUTUAL FUNDS - SEE SCHEDULE	COST	226,924.	224,729.
TOTAL TO FORM 990-PF, PART II, LINE 13		226,924.	224,729.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	2,000.	2,000.	0.
COPIER AND STAND	1,072.	1,072.	0.
COMPUTER	1,995.	1,995.	0.
SOFTWARE	1,476.	1,476.	0.
COMPUTER	454.	454.	0.
COMPUTER	485.	202.	283.
FAX MACHINE	502.	233.	269.
TOTAL TO FM 990-PF, PART II, LN 14	7,984.	7,432.	552.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROL KRESGE PO BOX 2900 BINGHAMTON, NY 13905	PRES/EXEC DIR 40.00	66,000.	1,980.	0.
JAMES LEE 98 OAK ST BINGHAMTON, NY 13905	DIRECTOR 0.00	0.	0.	0.
ROBERT LINDRIDGE 19 OVERBROOK AVE BINGHAMTON, NY 13903	DIRECTOR 0.00	0.	0.	0.
ROBERT W. CAREY 122 STATE ST SUITE 220 BINGHAMTON, NY 13901	SECRETARY 0.00	0.	0.	0.
JOSEPH CAWLEY 136 COURT ST BINGHAMTON, NY 13901	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		66,000.	1,980.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 16
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CAROL KRESGE, EXEC DIRECTOR
P.O. BOX 910
BINGHAMTON, NY 139020910

TELEPHONE NUMBER

(607) 786-0968

FORM AND CONTENT OF APPLICATIONS

IN WRITING, SHOWING PURPOSE TO BE USED FOR AND INCLUDING PROOF OF TAX EXEMPT STATUS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS FOR PHYSICAL, MENTAL AND EDUCATIONAL DEVELOPMENT FOR CHILDREN AND YOUNG ADULTS, PRIMARILY IN BROOME COUNTY, NY

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER	050990	SL	5.00	16	2,000.			2,000.	2,000.		0.
2	COPIER AND STAND	072795	SL	5.00	16	1,072.			1,072.	1,072.		0.
3	COMPUTER	021503	SL	5.00	16	1,995.			1,995.	1,995.		0.
4	SOFTWARE	031503		36M	43	1,476.			1,476.	1,476.		0.
5	COMPUTER	021503	SL	5.00	16	454.			454.	454.		0.
6	COMPUTER	120111	SL	5.00	16	485.			485.	105.		97.
7	FAX MACHINE	090111	SL	5.00	16	502.			502.	133.		100.
	* TOTAL 990-PF PG 1 DEPR & AMORT					7,984.		0.	7,984.	7,235.	0.	197.

328102
05-01-13

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment Sequence No 179

Name(s) shown on return	Business or activity to which this form relates	Identifying number
ROGER KRESGE FOUNDATION, INC. C/O CAROL KRESGE,	FORM 990-PF PAGE 1	23-7081254

Part I **Election To Expense Certain Property Under Section 179 Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	197.

Part III **MACRS Depreciation (Do not** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs	MM	S/L	
	/		27.5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr	22	197.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

316251 12-19-13 LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2013)

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No 24b If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year:					
43 Amortization of costs that began before your 2013 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	