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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

THE LEIGHTON-OARE FOUNDATION, INC.

A Employer identification number

35-6034243

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

1999 MORRIS DRIVE

B Telephone number

269-687-6290

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

NILES, MI 49120

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 21,947,731.

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

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

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

		(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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	347,690.	347,690.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,372,586.			
	b Gross sales price for all assets on line 6a 20,344,574.				
	7 Capital gain net income (from Part IV, line 2)		4,372,586.		
	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	815.	-1,172.		STATEMENT 2
	12 **Total** Add lines 1 through 11	4,721,091.	4,719,104.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,000.	500.		500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	4,940.	2,470.		2,470.
	c Other professional fees STMT 4	96,051.	48,026.		48,025.
	17 Interest				
	18 Taxes STMT 5	4,775.	2,071.		2,071.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	57.	29.		28.
	24 **Total operating and administrative expenses** Add lines 13 through 23	106,823.	53,096.		53,094.
	25 Contributions, gifts, grants paid	1,269,800.			1,269,800.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,376,623.	53,096.		1,322,894.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	3,344,468.			
	b **Net investment income** (if negative, enter -0-)		4,666,008.		
	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	459,105.	1,010,984.	1,010,984.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 7	555,458.	446,055.	438,956.
	b Investments - corporate stock STMT 8	5,780,276.	1,068,671.	1,899,685.
	c Investments - corporate bonds STMT 9	1,381,890.	1,147,128.	1,153,738.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	8,923,836.	16,769,882.	16,900,648.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	437,255.	439,568.	543,720.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	17,537,820.	20,882,288.	21,947,731.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	13,297,780.	13,297,780.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,240,040.	7,584,508.	
	30 **Total net assets or fund balances**	17,537,820.	20,882,288.	
	31 **Total liabilities and net assets/fund balances**	17,537,820.	20,882,288.	

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	17,537,820.
2 Enter amount from Part I, line 27a	2	3,344,468.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	20,882,288.
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	20,882,288.

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	CHARLES SCHWAB #8130-5394 - SEE ATTACHED	P		
b	CHARLES SCHWAB #8130-5394 - SEE ATTACHED	P		
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	5,367,311.		4,851,300.	516,011.
b	14,961,815.		11,120,688.	3,841,127.
c	15,448.			15,448.
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				516,011.
b				3,841,127.
c				15,448.
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	4,372,586.
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	1,321,848.	19,198,818.	.068850
2011	1,330,425.	19,500,186.	.068226
2010	1,107,736.	19,811,816.	.055913
2009	1,063,887.	19,269,835.	.055210
2008	1,483,594.	22,809,220.	.065044

2	**Total** of line 1, column (d)	2	.313243
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	.062649
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	20,622,246.
5	Multiply line 4 by line 3	5	1,291,963.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	46,660.
7	Add lines 5 and 6	7	1,338,623.
8	Enter qualifying distributions from Part XII, line 4	8	1,322,894.

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	93,320.
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	93,320.
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	93,320.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 9,800.		
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	9,800.
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	83,520.
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

			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)? *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.*	1b		X
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) ▶ IN, MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ NANCY BUTLER Telephone no. ▶ 269-687-6290

Located at ▶ 1999 MORRIS DRIVE, NILES, MI ZIP+4 ▶ 49120

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? 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		X

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b		X
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 ☒ 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 ☒ 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
	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 12		1,000.	0.	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
LOWE, BROCKENBROUGH & CO - 1802 BAYBERRY COURT, SUITE 400, RICHMOND, VA 23226	INVESTMENT ADVICE	92,151.
Total number of others receiving over $50,000 for professional services ▶		0

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

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

Form **990-PF** (2013)

323561
10-10-13

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	19,725,954.
b	Average of monthly cash balances		1b	735,049.
c	Fair market value of all other assets		1c	475,287.
d	**Total** (add lines 1a, b, and c)		1d	20,936,290.
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	20,936,290.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	314,044.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	20,622,246.
6	**Minimum investment return.** Enter 5% of line 5		6	1,031,112.

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	1,031,112.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 93,320.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	93,320.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	937,792.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	937,792.
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	937,792.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,322,894.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,322,894.
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	1,322,894.

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				937,792.
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 425,417.				
b From 2009 201,421.				
c From 2010 163,097.				
d From 2011 372,570.				
e From 2012 381,507.				
f **Total** of lines 3a through e	1,544,012.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,322,894.				
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				937,792.
e Remaining amount distributed out of corpus	385,102.			
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	1,929,114.			
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	425,417.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	1,503,697.			
10 Analysis of line 9:				
a Excess from 2009 201,421.				
b Excess from 2010 163,097.				
c Excess from 2011 372,570.				
d Excess from 2012 381,507.				
e Excess from 2013 385,102.				

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)

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	Tax year (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
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 13

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*				
SEE STATEMENT ATTACHED				1,269,800.
Total			▶ 3a	1,269,800.
b *Approved for future payment*				
SEE STATEMENT ATTACHED				3,698,250.
Total			▶ 3b	3,698,250.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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					
4 Dividends and interest from securities			14	347,690.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,372,586.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 14				815.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		4,721,091.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	4,721,091.

(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).
	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)		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

▶ Nancy O. Butler — 5-14-14 — ▶ 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
JEFFREY B. DORN, CPA	Jeffrey B Dorn CPA	5/14/14		P00053769

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

Firm's address ▶ 511 RENAISSANCE DR., SUITE 120 ST. JOSEPH, MI 49085 — Phone no. (269) 982-8000

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	363,138.	15,448.	347,690.	347,690.	
TO PART I, LINE 4	363,138.	15,448.	347,690.	347,690.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LOSS FROM INVESTMENT IN LBC REAL ESTATE FUND I, LP	-7,621.	-7,621.	
NONDIVIDEND DISTRIBUTIONS	1,987.	0.	
OTHER INVESTMENT INCOME	6,449.	6,449.	
TOTAL TO FORM 990-PF, PART I, LINE 11	815.	-1,172.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,940.	2,470.		2,470.
TO FORM 990-PF, PG 1, LN 16B	4,940.	2,470.		2,470.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT ADVISORY FEES	92,151.	46,076.		46,075.
ADMINISTRATIVE FEES	3,900.	1,950.		1,950.
TO FORM 990-PF, PG 1, LN 16C	96,051.	48,026.		48,025.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	4,142.	2,071.		2,071.
ESTIMATED TAXES PAID	633.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,775.	2,071.		2,071.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	57.	29.		28.
TO FORM 990-PF, PG 1, LN 23	57.	29.		28.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOME LN MTG CORP	X		0.	0.
FEDERAL NATL MTG ASSN	X		110,973.	111,907.
UNITED STATES TREAS NTS	X		183,799.	175,996.
UNITED STATES TREAS NTS	X		74,994.	76,523.
UNITED STATES TREAS NTS	X		26,328.	24,219.
VIRGINIA ST		X	49,961.	50,311.
TOTAL U.S. GOVERNMENT OBLIGATIONS			396,094.	388,645.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			49,961.	50,311.
TOTAL TO FORM 990-PF, PART II, LINE 10A			446,055.	438,956.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABS COM	11,968.	19,165.
ABBVIE INC.	12,978.	26,405.
AETNA INC NEW COM	10,594.	24,007.
AMERICAN EXPRESS CO COM	20,839.	43,097.
AMERIPRISE FINL INC COM	19,783.	59,826.
AMERISOURCEBERGEN CORP COM	13,063.	42,186.
AMGEN INC COM	29,567.	39,928.
APACHE CORP COM	32,227.	36,954.
APPLE INC COM	33,725.	78,543.
ARCHER DANIELS MIDLAND CO COM	26,344.	34,720.
BAKER HUGHES	25,066.	33,156.
BB&T CORP COM	31,819.	42,918.
CHEVRON CORP NEW COM	5,601.	31,228.
CISCO SYS INC	25,729.	38,131.
COMCAST	13,159.	44,170.
CVS CAREMARK CORPORATION COM	18,481.	42,942.
DISCOVER FINL SVCS COM	35,730.	41,963.
DISCOVERY COMMUNICATIONS NEW COM SER A	16,944.	27,126.
DOLLAR TREE INC COM	14,537.	39,494.
DOVER CORP COM	22,077.	48,270.
EATON CORP COM	31,143.	45,672.
EMC CORP MASS COM	29,167.	40,240.
FEDEX CORP COM	24,046.	35,943.
GENERAL DYNAMICS CORP COM	0.	0.
GENERAL ELECTRIC CO COM	28,317.	49,053.
GOOGLE INC COM	22,661.	56,036.

IESS CORP COM	25,028.	41,500.
:NTEL CORP COM	12,709.	18,169.
:NTERNATIONAL BUSINESS MACHS COM	3,800.	24,384.
fPMORGAN CHASE	7,395.	53,802.
:IMBERLY CLARK CORP COM	0.	0.
:ROGER CO COM	0.	0.
fACYS INC COM	28,587.	42,720.
fARATHON OIL CORP COM	9,093.	17,650.
fARATHON PETROLEUM CORP	0.	0.
fCDONALDS CORP COM	0.	0.
fCKESSON CORP COM	18,537.	40,350.
fETLIFE INC COM	28,530.	45,832.
fICROSOFT CORP COM	17,903.	20,576.
fONDELEZ INTERNATIONAL INC	25,608.	33,535.
fOBLE CORPORATION BAAR NAMEN	37,747.	41,217.
fORFOLK SOUTHERN CORP COM	21,082.	37,132.
)RACLE CORP COM	27,568.	51,651.
)EPSICO INC COM	27,353.	37,323.
)NC FINL SVCS GROUP INC COM	32,456.	42,669.
)UALCOMM INC COM	22,283.	40,838.
ROYAL DUTCH SHELL PLC SPONS ADR A	29,266.	35,635.
RYDER SYS INC COM	25,403.	44,268.
SYSCO CORP COM	0.	0.
:HERMO FISHER SCIENTIFIC INC COM	18,147.	38,973.
:JX COS INC NEW COM	14,788.	44,611.
JNITEDHEALTH GROUP INC COM	21,315.	37,650.
/ERIZON COMMUNICATIONS INC COM	30,366.	29,484.
/IACOM INC	11,697.	34,936.
WAL MART STORES INC COM	16,445.	23,607.
:UM BRANDS INC COM	0.	0.
:OTAL TO FORM 990-PF, PART II, LINE 10B	1,068,671.	1,899,685.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AFLAC INC	30,191.	30,957.
AMGEN INC	55,458.	56,730.
ANHEUSER BUSCH	53,749.	55,091.
BB&T CORPORATION	34,924.	35,387.
CISCO SYSTEMS	29,465.	28,121.
COLGATE PALMOLIVE CO	39,415.	34,769.
COMCAST CORP	41,989.	40,452.
CONSOLIDATED EDISON CO	55,230.	50,601.
DUPONT E I DE NEMOURS & CO	11,223.	10,018.
GENERAL ELECTRIC CO	0.	0.
GENERAL MLS INC	55,029.	56,068.
GLAXOSMITHKLINE CAP INC	55,278.	57,557.
GOLDMAN SACHS	0.	0.

JPMORGAN CHASE	51,019.	51,922.
KRAFT FOODS INC	0.	0.
MEDTRONIC	54,811.	53,545.
MICROSOFT CORP	34,798.	34,523.
MORGAN STANLEY	0.	0.
NORTHERN TR CORP	54,474.	50,723.
NOVARTIS SECURITIES INVESTMENT	52,675.	56,619.
PARKER-HANNIFIN CORP MTNS BE	53,686.	56,641.
PEPSICO INC	0.	0.
PNC FUNDING CORP	50,876.	56,158.
ROYAL BANK OF CANADA	36,098.	36,182.
SHELL INTL FIN	53,546.	54,806.
TOTAL CAPITAL SA	41,582.	41,432.
UNITED TECHNOLOGIES CORP	39,586.	38,077.
VERIZON COMMUNICATIONS	22,982.	23,783.
VIRGINIA ELEC & PWR CO	52,311.	56,006.
WAL MART STORES INC	34,354.	32,302.
WELLS FARGO BK NATL ASSN	52,379.	55,268.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,147,128.	1,153,738.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABSOLUTE STRATEGIES FUND	COST	0.	0.
BESPOKE CAPITAL STRATEGIES T/E ABSOLUTE STRATEGIES 50	COST	1,625,000.	1,625,000.
BESPOKE CAPITAL STRATEGIES T/E FIXED INCOME 50 - GLOBAL EQUITY	COST	8,000,000.	8,000,000.
BESPOKE CAPITAL STRATEGIES T/E FIXED INCOME 50 - WORLD BOND	COST	1,000,000.	1,000,000.
BESPOKE CAPITAL STRATEGIES T/E HEDGED EQUITY 50	COST	3,250,000.	3,250,000.
CAMBIAR SMALL CAP FUND	COST	0.	0.
EATON VANC SER TR II TAX MG	COST	0.	0.
EATON VANCE GLOBAL MACRO	COST	0.	0.
EUROPACIFIC GROWTH FD	COST	0.	0.
HOMESTEAD SMALL COMPANY STOCK FUND	COST	0.	0.
ISHARES TR INDEX MSCI EAFE IDX	COST	0.	0.
JOHN HANCOCK DISCIPLINED VALUE MID CAP	COST	0.	0.
MERGER FUND	COST	0.	0.
PERMANENT PORTFOLIO FUND COM	COST	0.	0.
PIMCO ALL ASSET ALL AUTHORITY	COST	0.	0.
PRICE T ROWE GROWTH STK FD INC COM	COST	0.	0.
PRICE T ROWE HIGH YIELD FD INC COM	COST	325,000.	352,899.
RIDGEWORTH FDS INS USGV U-S 1	COST	980,000.	982,162.
SCOUT FDS INTERNTL FD	COST	616,000.	682,381.
SELECT SECTOR SPDR TR SBI INT-FINL	COST	23,833.	26,232.

STRATTON SMALL CAP VALUE	COST	250,049.	271,077.
TEMPLETON INCOME TR GLB BD ADVSOR	COST	300,000.	308,734.
VANGUARD FIXED INCOME SECS FD GNMA ADM	COST	0.	0.
VANGUARD FIXED INCOME SECS FD STRM INVGRA AD	COST	400,000.	402,163.
VANGUARD INTL EQUITY INDEX FD EMR MKT	COST	0.	0.
VIRTUS ALLOCATOR PREMIUM	COST	0.	0.
WESTPORT FDS	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,769,882.	16,900,648.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN LBC REAL ESTATE FUND I, LP	437,255.	439,568.	543,720.
TO FORM 990-PF, PART II, LINE 15	437,255.	439,568.	543,720.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NANCY O. BUTLER 1999 MORRIS DRIVE NILES, MI 49120	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
ERNEST M. OARE 1999 MORRIS DRIVE NILES, MI 49120	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
1999 MORRIS DRIVE				
KEVIN J. BUTLER 1999 MORRIS DRIVE NILES, MI 49120	TREASURER/DIRECTOR 0.00	0.	0.	0.
JOSEPH E. KERNAN 1999 MORRIS DRIVE NILES, MI 49120	DIRECTOR 1.00	1,000.	0.	0.
LISA SHANKS 1999 MORRIS DRIVE NILES, MI 49120	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,000.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NANCY O. BUTLER
1999 MORRIS DRIVE
NILES, MI 49120

TELEPHONE NUMBER

269-687-6290

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE WRITTEN AND INCLUDE INFORMATION WHICH SUPPORTS THAT THE REQUESTING ORGANIZATION IS OF AN EDUCATIONAL, SCIENTIFIC, LITERARY, RELIGIOUS OR CHARITABLE NATURE.

ANY SUBMISSION DEADLINES

THE APPLICATION SHOULD BE FILED SO AS TO ALLOW REASONABLE TIME TO ACT ON APPLICATION.

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICATIONS WILL BE CONSIDERED FOR ORGANIZATIONS OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE FOLLOWING PURPOSES: EDUCATIONAL; SCIENTIFIC; LITERARY; RELIGIOUS; OR CHARITABLE. AT PRESENT, NO SCHOLARSHIPS OR GRANTS ARE GIVEN TO ANY INDIVIDUAL PERSON(S).

FORM 990-PF OTHER REVENUE STATEMENT 14

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
LOSS FROM INVESTMENT IN LBC REAL ESTATE FUND I, LP			14	-7,621.	
NONDIVIDEND DISTRIBUTIONS			14	1,987.	
OTHER INVESTMENT INCOME			14	6,449.	
TOTAL TO FORM 990-PF, PG 12, LN 11				815.	

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
12-18-09	01-23-13	850 0000	GENERAL DYNAMICS CORP COM	57,939 20		57,763 07		-176.13
11-24-09	02-01-13	50,000 0000	GENERAL ELECTRIC CO 5.000% Due 02-01-13	53,516.00		50,000 00		-3,516 00
12-02-10	02-04-13	800 0000	THERMO FISHER SCIENTIFIC INC COM	41,478 71		58,872 21		17,393 50
09-10-12	02-04-13	1,100 0000	RYDER SYS INC COM	46,572 28		63,182 98	16,610 70	
03-31-11	02-12-13	2,100.0000	VANGUARD INTL EQUITY INDEX FD EMR MKT ETF	102,696 22		92,985 25		-9,710.97
01-12-11	02-12-13	4,700 0000	VANGUARD INTL EQUITY INDEX FD EMR MKT ETF	228,566 19		208,109 86		-20,456 33
06-04-12	02-12-13	5,822 6850	PRICE T ROWE GROWTH STK FD INC COM	200,000 00		230,608 31	30,608 31	
03-31-11	02-12-13	4,278 3250	PRICE T ROWE GROWTH STK FD INC COM	144,711 61		169,443 70		24,732 09
11-24-09	02-15-13	50,000 0000	PEPSICO INC 4 650% Due 02-15-13	54,219 25		50,000 00		-4,219 25
04-12-12	02-21-13	1,600 0000	MARATHON OIL CORP COM	47,433 27		54,898.31	7,465.04	
08-04-10	02-21-13	1,300 0000	MARATHON OIL CORP COM	26,608 39		44,604 88		17,996 49
05-06-10	02-21-13	100 0000	MARATHON OIL CORP COM	1,818 66		3,431 15		1,612 49
04-26-10	02-21-13	500 0000	HESS CORP COM	32.741 69		32,770.37		28.68
08-04-10	02-21-13	650 0000	MARATHON PETROLEUM CORP	17,999 13		51,353 50		33,354.37
05-06-10	02-21-13	250 0000	MARATHON PETROLEUM CORP	6,151 13		19,751 35		13,600 22
04-23-12	02-21-13	400 0000	DOVER CORP COM	23,768 75		28,739 98	4,971 23	
09-23-11	02-21-13	700 0000	DOVER CORP COM	32,340 41		50,294 97		17,954 56
12-28-09	03-01-13	1,600 0000	ISHARES TR INDEX MSCI EAFE IDX	89,253 51		92,891 43		3,637 92

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REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
12-23-09	03-01-13	1,900 0000	ISHARES TR INDEX MSCI EAFE IDX	104,786 63		110,308 57		5,521 94
11-24-09	03-01-13	50,000 0000	MORGAN STANLEY 5 300% Due 03-01-13	53,279 00		50,000 00		-3,279.00
05-06-10	03-05-13	410 0000	MARATHON PETROLEUM CORP	10,087 86		36,206.20		26,118 34
04-23-12	03-05-13	10 0000	GOOGLE INC CL A	5.935 27		8,364.73	2,429 46	
12-04-09	03-05-13	60 0000	GOOGLE INC CL A	35,050 30		50,188 41		15.138 11
12-23-09	03-14-13	3,000 0000	ISHARES TR INDEX MSCI EAFE IDX	165,452 57		179,150 04		13,697 47
12-01-10	03-22-13	900 0000	KIMBERLY CLARK CORP COM	56,232 78		86,139 82		29,907 04
06-29-11	03-26-13	6.169.0310	MERGER FUND	100,000 00		97,902 52		-2,097.48
07-26-11	03-26-13	6,815 3660	MERGER FUND	110,000 00		108,159 86		-1,840.14
02-23-12	03-26-13	2,418 8420	MERGER FUND	38,000 00		38,387 02		387 02
11-16-06	04-01-13	150,000 0000	GOLDMAN SACHS GROUP INC 5 250% Due 04-01-13	149,864.20		150,000 00		135.80
03-07-12	04-04-13	200 0000	NORFOLK SOUTHERN CORP COM	13,183 97		14,811 64		1,627 67
09-23-11	04-04-13	400 0000	NORFOLK SOUTHERN CORP COM	24,569 59		29,623 29		5,053 70
01-22-10	04-04-13	200 0000	PEPSICO INC COM	12,156 72		15,751 18		3,594.46
08-02-12	04-04-13	1,000 0000	AETNA INC NEW COM	36,297 15		54,648 19	18,351 04	
09-15-10	04-04-13	300 0000	AETNA INC NEW COM	9,080.72		16,394 46		7,313.74
03-14-11	04-26-13	400 0000	AMERIPRISE FINL INC COM	24,431.27		29,403 75		4,972.47
09-10-12	04-26-13	900 0000	KROGER CO COM	20,702 20		30,700 16	9,997 96	
10-19-09	04-26-13	500 0000	YUM BRANDS INC COM	17,906 32		33,432 30		15,525 98
06-15-11	04-26-13	600.0000	AMERICAN EXPRESS CO COM	28,373.37		40,701 34		12,327 97
11-05-10	04-26-13	2,000 0000	GENERAL ELECTRIC CO COM	33,094 73		44,272 06		11,177 33
03-18-11	04-26-13	200 0000	JPMORGAN CHASE & CO COM	9,196 55		9,750 39		553.84

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REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
09-10-10	04-26-13	210 0000	JPMORGAN CHASE & CO COM	8,412 92		10,237 91		1,824.99
09-23-11	04-26-13	590 0000	JPMORGAN CHASE & CO COM	17,173 69		28,763.66		11,589.97
06-04-12	04-26-13	600 0000	MACYS INC COM	21,697 13		26,781 35	5,084 22	
01-30-08	04-26-13	600 0000	QUALCOMM INC COM	24,600 81		37,161 42		12,560 61
09-22-09	05-06-13	1,000 0000	AMERISOURCEBERGEN CORP COM	21,771 69		54,374.13		32,602 44
10-19-09	05-06-13	1,850.0000	YUM BRANDS INC COM	66,253 37		126,601 29		60,347 92
09-10-12	05-06-13	1,500 0000	KROGER CO COM	34,503 66		51,761 04	17,257 38	
03-31-11	05-14-13	4,670 7150	PRICE T ROWE GROWTH STK FD INC COM	157,983 96		202,893 57		44,909 61
05-06-10	06-04-13	590 0000	MARATHON PETROLEUM CORP	14,516 67		47,981 99		33,465 32
12-02-10	06-04-13	600 0000	THERMO FISHER SCIENTIFIC INC COM	31,109 03		53,291 78		22,182 75
06-15-11	06-04-13	400 0000	AMERICAN EXPRESS CO COM	18,915 58		30,804.70		11,889 12
11-05-10	06-04-13	100 0000	AMERICAN EXPRESS CO COM	4,387 24		7,701 18		3,313.94
08-04-10	06-07-13	200 0000	MCDONALDS CORP COM	14,106 78		19,620 21		5,513 43
12-04-09	06-07-13	1,000 0000	MCDONALDS CORP COM	61,647 95		98,101 03		36,453.08
12-04-09	07-15-13	100,000 0000	FEDERAL HOME LN MTG CORP 4 500% Due 07-15-13	109,403 00		100,000.00		-9,403 00
05-06-13	07-25-13	800 0000	SIEMENS AG	83,525 27		82,999 61	-525 66	
09-10-12	08-22-13	4,800 0000	KROGER CO COM	110,411 73		180,001 36	69,589 63	
03-31-11	08-22-13	4,378 7730	WESTPORT FDS WESTPORT FD I	110,000 00		133,633 91		23,633 91
06-28-11	08-22-13	9,663 7540	WESTPORT FDS WESTPORT FD I	240,000 00		294,923 99		54,923 99
12-23-09	08-22-13	9,772 3130	WESTPORT FDS WESTPORT FD I	191,000 00		298,237 05		107,237.05
12-18-09	08-22-13	5,241 2690	WESTPORT FDS WESTPORT FD I	100,000 00		159,956 05		59,956 05

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REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
11-24-09	08-22-13	5,291 2120	WESTPORT FDS WESTPORT FD I	100,000 00		161,480.24		61,480.24
11-16-12	09-11-13	600 0000	VIACOM INC NEW CL B	29.546 35		49,004 47	19,458.12	
12-18-09	09-11-13	600 0000	VIACOM INC NEW CL B	17,545 79		49,004 47		31,458 68
02-12-13	09-11-13	1,971 4140	CAMBIAR SMALL CAP FUND	40,000 00		44,593.39	4,593 39	
12-06-12	09-11-13	8,178 8440	CAMBIAR SMALL CAP FUND	150,000.00		185,005.45	35,005 45	
03-31-11	09-11-13	2.285.4660	PRICE T ROWE GROWTH STK FD INC COM	77,304 43		106,056 77		28,752 34
12-23-09	09-11-13	7,278 8860	PRICE T ROWE GROWTH STK FD INC COM	200,000 00		337,775 81		137,775 81
09-15-10	09-12-13	400 0000	AETNA INC NEW COM	12,107 63		26,424 99		14,317 36
05-06-13	09-12-13	290 0000	COMCAST CORP NEW CL A	12,382 09		12,665 82	283 73	
10-19-09	09-12-13	60 0000	COMCAST CORP NEW CL A	928 88		2,620 52		1,691 64
05-06-13	09-12-13	400 0000	JPMORGAN CHASE & CO COM	19,224 95		21,135 88	1,910 93	
05-27-10	09-12-13	100 0000	TJX COS INC NEW COM	2,286 71		5,433.22		3,146 51
09-15-10	09-12-13	350 0000	TJX COS INC NEW COM	7,394 13		19,016 25		11,622.12
03-14-11	09-12-13	350 0000	AMERIPRISE FINL INC COM	21,377 37		31,802.74		10,425 37
08-22-12	09-12-13	600 0000	DOLLAR TREE INC COM	29,229 62		32,815 28		3,585 66
12-03-12	09-12-13	800 0000	EATON CORP COM PLC	41,524 48		54,185 31	12,660 83	
04-26-10	09-12-13	400 0000	HESS CORP COM	26,193 35		31,118 99		4,925.64
05-27-10	09-12-13	1,000 0000	METLIFE INC COM	40,962 29		49,593 19		8,630 90
12-28-09	09-12-13	1,469 3830	EUROPACIFIC GROWTH FD SHS CL F-2	56,604.43		66,618.01		10,013 58
12-18-09	09-12-13	3.920 2880	EUROPACIFIC GROWTH FD SHS CL F-2	150.000 00		177,735 68		27,735 68
09-22-09	09-12-13	6.555.2320	EUROPACIFIC GROWTH FD SHS CL F-2	250,000 00		297,197 20		47,197 20
08-13-10	09-12-13	2.738 3840	EUROPACIFIC GROWTH FD SHS CL F-2	100,000 00		124,151 22		24,151.22

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REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
07-08-10	09-12-13	4,187 4060	EUROPACIFIC GROWTH FD SHS CL F-2	150,000 00		189,846 11		39,846 11
09-22-09	09-18-13	250 0000	AMERISOURCEBERGEN CORP COM	5,442 92		15,245.23		9,802.31
09-23-11	09-18-13	100 0000	DOVER CORP COM	4,620 06		8,978 76		4,358 70
02-17-10	09-18-13	200 0000	DOVER CORP COM	8.830 66		17,957 52		9,126 86
05-06-10	09-18-13	350 0000	MARATHON OIL CORP COM	6,365 32		12,462 38		6,097 06
11-05-09	09-18-13	450 0000	ABBVIE INC	12.070 09		21,362 22		9,292 13
10-19-09	09-18-13	350 0000	INTEL CORP COM	7,143 38		8,283 46		1,140 08
01-22-10	09-18-13	800 0000	NOBLE CORPORATION BAAR NAMEN -AKT	34.088 64		31,088 11		-3,000.53
04-04-13	09-18-13	900 0000	ORACLE CORP COM	29.108 60		29,944 60	836 00	
12-18-09	09-18-13	100 0000	VIACOM INC NEW CL B	2,924 30		8,273.21		5,348 91
11-05-10	09-19-13	175 0000	AMERICAN EXPRESS CO COM	7,677 67		13,529 34		5,851 67
05-07-10	09-19-13	30 0000	APPLE INC COM	7,226 80		14,226 40		6,999 60
02-07-12	09-19-13	500 0000	BAKER HUGHES	25,624 43		25,017 11		-607.32
02-21-13	09-19-13	500 0000	MONDELEZ INTERNATIONAL INC	13,477.87		16,462 26	2,984 39	
06-04-13	09-19-13	500 0000	SELECT SECTOR SPDR TR SBI INT-FINL	9,930.45		10,286.87	356 42	
09-10-12	09-19-13	300 0000	RYDER SYS INC COM	12,701.53		18,421 53		5,720 00
12-02-10	09-19-13	100.0000	THERMO FISHER SCIENTIFIC INC COM	5,184 84		9,424.19		4,239 35
09-15-10	11-06-13	1.350 0000	AETNA INC NEW COM	40,863.24		85,112 20		44,248 96
06-20-13	11-14-13	700 0000	FEDEX CORP COM	67,472 26		95,200 03	27,727 77	
08-19-11	12-09-13	2,700 0000	SYSCO CORP COM	73,951.15		109,968.24		36,017 09
08-18-10	12-11-13	50,000.0000	KRAFT FOODS INC 6.500% Due 08-11-17	59,344 10		59,229 55		-114 55
05-07-10	12-13-13	470.0000	APPLE INC COM	113,219 89		260,802 20		147,582.31
02-07-12	12-13-13	1,200 0000	BAKER HUGHES	61,498.64		63,104 37		1,605 73
04-12-12	12-13-13	700 0000	BAKER HUGHES	29,243 40		36,810.88		7,567.48
06-20-13	12-13-13	200 0000	FEDEX CORP COM	19,277 79		27,557 04	8,279 25	
05-06-13	12-13-13	650 0000	FEDEX CORP COM	62,520.47		89,560.36	27,039 89	

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REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
02-21-13	12-13-13	3,150 0000	MONDELEZ INTERNATIONAL INC	84,910 60		106,648.19	21,737 59	
04-04-13	12-13-13	400 0000	ORACLE CORP COM	12,937.15		13,355 49	418 34	
03-22-13	12-13-13	850 0000	ORACLE CORP COM	27,105 25		28,380 43	1,275 18	
01-30-08	12-13-13	3,050 0000	ORACLE CORP COM	62,283 78		101,835 65		39,551 87
06-04-13	12-13-13	3,900 0000	SELECT SECTOR SPDR TR SBI INT-FINL	77,457 50		82,526 48	5,068 98	
09-15-10	12-13-13	1,000 0000	AETNA INC NEW COM	30,269 06		65,001 12		34,732.06
03-14-11	12-13-13	50 0000	AMERIPRISE FINL INC COM	3,053 91		5,338 64		2,284 73
02-03-12	12-13-13	220 0000	AMERIPRISE FINL INC COM	11,399 41		23,490 00		12,090 59
09-10-10	12-13-13	200 0000	AMERIPRISE FINL INC COM	9,420 95		21,354 55		11,933 60
12-04-09	12-13-13	1,280 0000	AMERIPRISE FINL INC COM	48,696 28		136,669.09		87,972 81
02-17-10	12-13-13	1,500.0000	DOVER CORP COM	66,229 97		134.552 36		68,322.39
12-04-09	12-13-13	90 0000	GOOGLE INC CL A	52,575 45		95,855.30		43,279 85
07-08-10	12-13-13	120.0000	GOOGLE INC CL A	54,385 28		127,807 06		73,421 78
10-19-09	12-13-13	2,600 0000	INTEL CORP COM	53,065 11		63,307 75		10,242 64
06-04-12	12-13-13	1,700 0000	MACYS INC COM	61,475 22		88,022 44		26,547.22
06-14-12	12-13-13	1,100 0000	MACYS INC COM	39,306.75		56,955 69		17,648.94
01-30-08	12-13-13	1,950 0000	QUALCOMM INC COM	79,952 64		142,090 35		62,137 71
12-18-09	12-13-13	1,300 0000	VIACOM INC NEW CL B	38.015.88		106,007.07		67,991 19
10-19-09	12-13-13	2,700 0000	COMCAST CORP NEW CL A	41,799 40		132,591 68		90,792.28
09-15-10	12-13-13	2,350 0000	TJX COS INC NEW COM	49,646 29		144,117 10		94,470.81
12-23-09	12-13-13	500 0000	ISHARES TR INDEX MSCI EAFE IDX	27,575 43		31,998 65		4,423.22
01-22-10	12-13-13	2,000.0000	ISHARES TR INDEX MSCI EAFE IDX	108,946 35		127,994 62		19,048.27
02-12-13	12-13-13	1.378 8830	HOMESTEAD SMALL COMPANY STOCK FUND	40,000.00		48,615 49	8,615 49	
12-06-12	12-13-13	1,881 3940	HOMESTEAD SMALL COMPANY STOCK FUND	50,000 00		66,332 60		16,332 60

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REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
11-06-12	12-13-13	3,774 5850	HOMESTEAD SMALL COMPANY STOCK FUND	100,000 00		133,081 14		33,081.14
03-01-13	12-13-13	8.880 9950	WELLS FARGO ADV EMERG MKTS EQUITY FUND	200,049 00		192,978 04	-7,070 96	
03-14-13	12-13-13	7.774 3230	WELLS FARGO ADV EMERG MKTS EQUITY FUND	175,049 00		168,930 81	-6,118 19	
04-26-13	12-13-13	13,051 3050	WELLS FARGO ADV EMERG MKTS EQUITY FUND	290,049 00		283,596.07	-6,452.93	
09-12-13	12-13-13	28.200 7900	MFS RESEARCH INTERNATIONAL FUND	500,049 00		497,723 94	-2,325 06	
11-05-09	12-16-13	800 0000	ABBOTT LABS COM	19,787 58		29,147 51		9,359 93
08-04-10	12-16-13	1.200 0000	ABBOTT LABS COM	28,722 86		43,721 27		14,998.41
04-26-10	12-16-13	400 0000	HESS CORP COM	26,193 35		31,742.45		5,549 10
01-26-12	12-16-13	100 0000	HESS CORP COM	5,740.80		7,935 61		2,194.81
09-10-10	12-16-13	150.0000	HESS CORP COM	8,246 80		11,903 42		3,656.62
07-15-10	12-16-13	950.0000	HESS CORP COM	50.765 28		75,388.32		24,623 04
05-06-13	12-16-13	250 0000	JPMORGAN CHASE & CO COM	12,015 59		14,219 26	2,203 67	
09-23-11	12-16-13	410 0000	JPMORGAN CHASE & CO COM	11,934 26		23,319 59		11,385 33
03-06-89	12-16-13	894 9900	JPMORGAN CHASE & CO COM	7,268 81		50,904 40		43,635 59
03-02-89	12-16-13	1,475 0100	JPMORGAN CHASE & CO COM	11,855 46		83,894 23		72,038 77
04-26-13	12-16-13	400 0000	UNITEDHEALTH GROUP INC COM	24,047 35		28,405 99	4,358.64	
08-10-11	12-16-13	1.200 0000	UNITEDHEALTH GROUP INC COM	51,156 20		85,217 96		34,061.76
09-22-09	12-16-13	1,850 0000	AMERISOURCEBERGEN CORP COM	40,277 63		126,681 11		86,403 48
01-30-08	12-16-13	6,010 0000	CISCO SYS INC COM	147,790 84		122,719 55		-25,071 29
10-04-11	12-16-13	300 0000	CISCO SYS INC COM	4,540 34		6,125 77		1,585 43

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REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
12-03-12	12-16-13	1,000.0000	EATON CORP COM PLC	51,905 60		72,466 56		20,560 96
12-03-12	12-16-13	200 0000	EATON CORP COM PLC	10,381 12		14,493.31		4,112 19
12-03-12	12-16-13	700.0000	EATON CORP COM PLC	36,333 92		50,726 60		14,392 68
12-03-12	12-16-13	100 0000	EATON CORP COM PLC	5,190 56		7,246 66		2,056.10
12-23-11	12-16-13	400 0000	MCKESSON CORP COM	31,458 06		62,989 85		31,531.79
08-10-11	12-16-13	700 0000	MCKESSON CORP COM	51,902 63		110,232 24		58,329.61
09-18-13	12-16-13	7,378 9850	JOHN HANCOCK FUNDS III - DISC VALUE MID-CAP	125,049.00		129,571 16	4,522 16	
10-31-12	12-16-13	31,296 2140	JOHN HANCOCK FUNDS III - DISC VALUE MID-CAP	400,049 00		549,545 33		149,496 33
08-13-10	12-16-13	2,271 6140	EATON VANCE SER TR II TAX MG EMRMK I	100,000 00		109,146 94		9,146 94
07-08-10	12-16-13	3,543 2660	EATON VANCE SER TR II TAX MG EMRMK I	150,000 00		170,247 52		20,247 52
11-24-09	12-16-13	2,370 1920	EATON VANCE SER TR II TAX MG EMRMK I	100,000 00		113,883 44		13,883 44
12-23-09	12-16-13	5.958.3080	EATON VANCE SER TR II TAX MG EMRMK I	250,000 00		286,285 92		36,285 92
12-18-09	12-16-13	2,402.0910	EATON VANCE SER TR II TAX MG EMRMK I	100,000 00		115,416 13		15,416.13
03-05-13	12-17-13	440.0000	E M C CORP MASS COM	10.418.91		10,392.25	-26 66	
06-29-10	12-17-13	1,060 0000	E M C CORP MASS COM	19,815 52		25,035 87		5,220 35
10-19-09	12-17-13	4,700 0000	E M C CORP MASS COM	85,677 81		111,008.10		25,330 29
01-30-08	12-17-13	2,050 0000	MICROSOFT CORP COM	66,728 87		75,761 83		9,032.96
01-22-10	12-17-13	2,060 0000	NOBLE CORPORATION BAAR NAMEN -AKT	87,778.26		75,227 03		-12,551.23
03-05-13	12-17-13	1,000 0000	NOBLE CORPORATION BAAR NAMEN -AKT	35.068 55		36,517 98	1,449 43	
10-25-10	12-17-13	540 0000	NOBLE CORPORATION BAAR NAMEN -AKT	18,530 46		19,719 71		1,189 25
04-26-10	12-17-13	2,000 0000	PNC FINL SVCS GROUP INC COM	135,444 95		149,176 68		13,731 73

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REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
08-04-10	12-17-13	100 0000	PNC FINL SVCS GROUP INC COM	6,011 49		7,458 83		1,447 34
09-10-12	12-17-13	2.000 0000	RYDER SYS INC COM	84,676 87		139,495 02		54,818.14
11-05-10	12-17-13	1,550 0000	AMERICAN EXPRESS CO COM	68,002 21		130.563 88		62,561 67
11-06-09	12-17-13	750 0000	APACHE CORP COM	74,117 89		64,127 98		-9,989 91
11-13-12	12-17-13	1,100.0000	APACHE CORP COM	86,343 38		94,054 38		7,711 00
09-10-12	12-17-13	3,000.0000	BB&T CORP COM	98,123 65		106,375 70		8,252 05
06-04-12	12-17-13	1,230 0000	BB&T CORP COM	34.086 34		43,614 04		9,527 70
06-04-13	12-17-13	2,300 0000	DISCOVER FINL SVCS COM	111,545 15		122,307 38	10,762 23	
08-29-13	12-17-13	450 0000	DISCOVER FINL SVCS COM	21,437 94		23,929 71	2,491 77	
08-22-12	12-17-13	500 0000	DOLLAR TREE INC COM	24,358 02		27,909 20		3,551 18
05-27-10	12-17-13	1,900 0000	DOLLAR TREE INC COM	39,456 47		106,054.96		66,598 49
03-05-96	12-17-13	370 0000	INTERNATIONAL BUSINESS MACHS COM	10.816 49		65.020 49		54,204 00
09-23-11	12-17-13	150 0000	NORFOLK SOUTHERN CORP COM	9,213 60		13,397 35		4,183 75
11-16-12	12-17-13	120 0000	NORFOLK SOUTHERN CORP COM	6,780 32		10,717 88		3,937 56
05-27-10	12-17-13	400.0000	NORFOLK SOUTHERN CORP COM	22,538 16		35,726 26		13,188 10
12-04-09	12-17-13	900 0000	NORFOLK SOUTHERN CORP COM	47,434 40		80,384 07		32,949 67
11-24-09	12-17-13	1,100 0000	WAL MART STORES INC COM	60,297 76		85,219 55		24,921 79
09-18-13	12-17-13	5,122 9510	PRINCIPAL FDS INC MC BLD FD INTL	100,049 00		103,583 02	3,534 02	
05-14-13	12-17-13	10,787 4870	PRINCIPAL FDS INC MC BLD FD INTL	200,049 00		218,116 57	18,067 57	
02-12-13	12-17-13	17,696 2240	PRINCIPAL FDS INC MC BLD FD INTL	300.000 00		357,807 12	57,807 12	
09-19-13	12-17-13	1,411 8310	HARBOR FD INTL FD INSTL	100,049 00		95,465 04	-4,583 96	

Part IV Attachment

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
09-12-13	12-17-13	1,837 4250	HARBOR FD INTL FD INSTL	125,049 00		124,242 81	-806 19	
04-26-13	12-17-13	3,098 8530	HARBOR FD INTL FD INSTL	200,049 00		209,537 92	9,488 92	
03-01-13	12-17-13	3,155 5700	HARBOR FD INTL FD INSTL	200,049 00		213,373.00	13,324 00	
09-18-13	12-17-13	2,705 1400	ABSOLUTE STRATEGIES FUND - I	30,030 00		29,835 51	-194 49	
02-23-12	12-17-13	2,828 2220	ABSOLUTE STRATEGIES FUND - I	31,000 00		31,193 01		193 01
06-29-11	12-17-13	9,161 4120	ABSOLUTE STRATEGIES FUND - I	100,000 00		101,042.98		1,042 98
07-26-11	12-17-13	10,087 2480	ABSOLUTE STRATEGIES FUND - I	110,000.00		111,254 20		1,254.20
07-26-11	12-17-13	10,747.8980	EATON VANCE GLOBAL MACRO ABSOLUTE RETURN ADVANTAGE FUND	110,000 00		103,494 79		-6,505.21
06-29-11	12-17-13	9,857 1010	EATON VANCE GLOBAL MACRO ABSOLUTE RETURN ADVANTAGE FUND	100,000 00		94,917 04		-5,082.96
02-23-12	12-17-13	3,472 1980	EATON VANCE GLOBAL MACRO ABSOLUTE RETURN ADVANTAGE FUND	35,000 00		33,434 85		-1,565 15
09-18-13	12-17-13	4,721 9310	EATON VANCE GLOBAL MACRO ABSOLUTE RETURN ADVANTAGE FUND	45,045.00		45,468 92	423 92	
07-26-11	12-17-13	13,619 5280	PIMCO ALL ASSET ALL AUTHORITY FUND	150,000 00		139,453 78		-10,546.22
06-30-11	12-17-13	5,520 3500	PIMCO ALL ASSET ALL AUTHORITY FUND	60,000 00		56,524 25		-3,475 75

Part IV Attachment

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
02-23-12	12-17-13	3.243 5090	PIMCO ALL ASSET ALL AUTHORITY FUND	35,000 00		33,211 11		-1,788 89
09-18-13	12-17-13	4,352.0310	PIMCO ALL ASSET ALL AUTHORITY FUND	45,045 00		44,561.54	-483 46	
09-18-13	12-17-13	2,334 6300	THE ARBITRAGE FUND - I	30.030 00		30,091 21	61 21	
03-27-13	12-17-13	19,213 8680	THE ARBITRAGE FUND - I	244,449.40		247,648.93	3,199 53	
09-18-13	12-17-13	866 5510	VIRTUS ALLOCATOR PREMIUM ALPHASECTOR FUND	10,020 00		10,042.61	22 61	
07-26-11	12-17-13	10,261 5020	VIRTUS ALLOCATOR PREMIUM ALPHASECTOR FUND	108.000 00		118,922 32		10,922 32
06-29-11	12-17-13	9.643 2020	VIRTUS ALLOCATOR PREMIUM ALPHASECTOR FUND	100,049 00		111,756 73		11,707 73
02-23-12	12-17-13	3,391 3710	VIRTUS ALLOCATOR PREMIUM ALPHASECTOR FUND	35.000 00		39,303 18		4,303.18
11-05-10	12-18-13	2,800 0000	GENERAL ELECTRIC CO COM	46.332 62		75,902 96		29,570.34
10-28-10	12-18-13	3,050 0000	GENERAL ELECTRIC CO COM	49,353 16		82,680 00		33,326.84
05-06-10	12-18-13	1,550 0000	MARATHON OIL CORP COM	28,189 25		53,916 47		25,727 22
01-22-10	12-18-13	1,700 0000	PEPSICO INC COM	103,332 09		137,234 76		33,902 67
12-02-10	12-18-13	1,150 0000	THERMO FISHER SCIENTIFIC INC COM	59,625 64		118,915.43		59,289 79
11-05-09	12-18-13	350 0000	ABBVIE INC	9,387 84		18,428 87		9,041 03
08-04-10	12-18-13	1,200 0000	ABBVIE INC	31,147 50		63,184 69		32,037 19
05-06-13	12-18-13	100 0000	AMGEN INC COM	10,495 15		11,097 59	602 44	
02-21-13	12-18-13	1,150 0000	AMGEN INC COM	97,150 01		127,622 30	30,472.29	
06-04-13	12-18-13	3,100 0000	ARCHER DANIELS MIDLAND CO COM	102,082 67		129,448 83	27,366 16	
04-18-95	12-18-13	950 0000	CHEVRON CORP NEW COM	21,284 75		113,814 27		92,529 52

Part IV Attachment

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
02-17-10	12-18-13	1,400 0000	CVS CAREMARK CORPORATION COM	47,771.39		95,865 77		48,094.38
11-05-10	12-18-13	600 0000	CVS CAREMARK CORPORATION COM	18,908 95		41,085 33		22,176 38
08-04-10	12-18-13	100 0000	CVS CAREMARK CORPORATION COM	3,080 18		6,847 55		3,767.37
09-10-12	12-18-13	1,170 0000	DISCOVERY COMMUNICATNS NEW COM SER A	66,080 18		98,267 82		32,187 64
05-27-10	12-18-13	1,500 0000	METLIFE INC COM	61,443 44		76,557 86		15,114 42
03-14-12	12-18-13	1,350 0000	METLIFE INC COM	50,637 68		68,902 07		18,264.39
04-12-12	12-18-13	700 0000	ROYAL DUTCH SHELL PLC SPONS ADR A	47,062 25		47,638 57		576.32
10-04-11	12-18-13	1.200 0000	ROYAL DUTCH SHELL PLC SPONS ADR A	70,238.48		81,666 13		11,427 65
11-06-13	12-18-13	1,900 0000	VERIZON COMMUNICATIONS INC COM	96,158.01		90,397 18	-5,760.83	
07-26-11	12-19-13	4,205 8880	PERMANENT PORTFOLIO FUND COM	210,000 00		198,181 45		-11,818 55
02-23-12	12-19-13	704 0840	PERMANENT PORTFOLIO FUND COM	35,000 00		33,176 44		-1,823 56
09-18-13	12-19-13	903.7410	PERMANENT PORTFOLIO FUND COM	43,000 00		42,584 27	-415 73	
11-17-06	12-19-13	51,867 0490	VANGUARD FIXED INCOME SECS FD GNMA ADM	530,599 91		541,473 57		10,873.66
10-31-07	12-19-13	454 4340	VANGUARD FIXED INCOME SECS FD GNMA ADM	4,648 86		4,744 13		95 27
03-30-07	12-19-13	438 5480	VANGUARD FIXED INCOME SECS FD GNMA ADM	4,477 58		4,578 29		100 71

Part IV Attachment

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
04-30-07	12-19-13	440 3510	VANGUARD FIXED INCOME SECS FD GNMA ADM	4,495 98		4,597 11		101.13
12-29-06	12-19-13	431 4020	VANGUARD FIXED INCOME SECS FD GNMA ADM	4,404.61		4,503 68		99.07
09-28-07	12-19-13	455 2000	VANGUARD FIXED INCOME SECS FD GNMA ADM	4,629 38		4,752 13		122.75
01-31-07	12-19-13	434 5900	VANGUARD FIXED INCOME SECS FD GNMA ADM	4,415 43		4,536 96		121 53
08-31-07	12-19-13	455 4690	VANGUARD FIXED INCOME SECS FD GNMA ADM	4,613.90		4,754 93		141 03
05-31-07	12-19-13	446 4170	VANGUARD FIXED INCOME SECS FD GNMA ADM	4,513 28		4,660 44		147 16
07-31-07	12-19-13	453 9360	VANGUARD FIXED INCOME SECS FD GNMA ADM	4,562 06		4,738 93		176.87
06-29-07	12-19-13	454.1590	VANGUARD FIXED INCOME SECS FD GNMA ADM	4,546 13		4,741 26		195.13
TOTAL GAINS							550,774 40	3,989,767 19
TOTAL LOSSES							-34,764 12	-148,639 42
				15,971,988 01	0 00	20,329,126 06	516,010.28	3,841,127 77
TOTAL REALIZED GAIN/LOSS			4,357,138 05					
CAPITAL GAIN DISTRIBUTIONS								
	03-28-13		VANGUARD FIXED INCOME SECS FD GNMA ADM				112 66	

Part IV A Attachment

Part XV Attachment

Leighton-Oare Foundation
1999 Morris Drive
Niles, Michigan 49120
2013 Schedule of Contributions Paid

Name	Address	Foundation status	Purpose	Amount
Alcohol & Addiction Recovery Center	818 East Jefferson Blvd South Bend, IN 46617	PC	General	1,500 00
American Red Cross	2025 East Street, NW Washington, DC 20006	EO	Hurricane Relief	1,000 00
Blowing Rock Charity Horse Show Fdn	P O Box 650 Blowing Rock NC 28605	PC	General	3,000 00
Boys and Girls Club of Fauquier, Inc	169 Keith Street Warrenton, VA 20186	PC	General	3,000 00
Brian Parker Memorial Foundation	433 South SSt. Joseph Street Niles, MI 49120	PC	General	1,000 00
Camp Eberhart Alumni Association, Inc	316 Eddy Street South Bend, IN 46617	PC	General	20,000 00
Community Foundation of St Joseph County	205 W Jefferson Blvd South Bend, IN 46624	PC	Arts Everywhere Fund	250,000 00
Converse College	580 East Main Street Spartanburg, SC 29302	PC	Capital Project/Pell Dorm	5,200 00
Danny & Ron's Rescue	PO Box 604 Camden, SC 29021	PC	General	1,000 00
Deerfield Academy	Albany Road Deerfield, MA 01342	PC	General	5,000 00
Devon Horse Show & Country Fair Fdn	PO Box 865 Devon, PA 19333	SO I	General	1,000 00
Diabetes Resource Center	6910 North Main Street Building 9 - Mail Unit 10	PC	General	5,650 00
Educational Foundation, Inc	P O Box 2446 Chapel Hill, NC 27515	PC	General	5,000 00
Equestrian Aid Foundation	12773 W Forest H Wellington, FL 33414	PC	General	1,000 00
Fauquier Free Clinic	P O Box 3138 Warrenton, VA 20188	PC	General	500 00
Fauquier Health Foundation	170 West Shirley Avenue Suite 101 Warrenton, VA 20186	PC	General	5,000 00
Fauquier SPCA	PO Box 733 Warrenton, VA 20188	PC	General	225 00
Feed The Children	PO Box 36 Oklahoma City, OK 73101	PC	General	1,000 00
Fernwood Botanical Garden	13988 Range Line Road Niles, MI 49120	PC	General	11,000 00
Flagler County Education Foundation	1769 East Moody Blvd Building 2 Bunnell, FL 32110	PC	General	10,000 00
Florida Hospital Flagler Foundation	60 Memorial Medical Parkway Suite 2801 Palm Coast, FL 32164	PC	General	15,000 00
Great Meadow Foundation	5089 Old Tavern Road The Plains, VA 20198	PC	General	500 00
Habitat for Humanity St. Louis	3763 Forest Park Ave St. Louis, MO 63108	PC	General	2,500 00
Hammock Community Church	5299 Oceanshore Blvd Palm Coast, FL 32137	PC	General	7,200 00
Hanley Center Foundation	933 4th Street West Palm Beach, FL 33407	PC	General	500 00
Highland School	597 Broadway Avenue Warrenton, VA 20186	PC	General	2,000 00
Hospice Foundation	4220 Edison Lakes Parkway Suite 210 Mishawaka, IN 46545	PC	General	1,000 00
Hospice Support of Fauquier County	42 North 5th Street Warrenton, VA 20186	PC	General	1,000 00
Indiana University Foundation	PO Box 660527 South Bend, IN 46266	PC	Performing Arts Center-IUSB	500 00
J Red Peach Foundation	1999 Morris Drive Niles, MI 49120	PC	General	10,000 00
Keswick Community Foundation	862 Club Drive Keswick, VA 22947	PC	General	1,000 00
Lake Michigan College Foundation	2755 East Napier Avenue Benton Harbor, Michigan 49022	PC	General	5,000 00
Lakeland Health Foundation	31 North St. Joseph Niles, MI 49120	PC	General	10,000 00
Logan Foundation	P O Box 1049 South Bend, IN 46624	PC	General	5,000 00
Mayo Foundation	Dept of Development 4500 San Pablo Road, Jacksonville, FL	PC	General	15 000 00
Memorial Health Foundation	615 N Michigan Street South Bend, IN 46601	PC	General	40,000 00
Mercy Health Foundation	615 South New Ballas Road St Louis, MO 63141	SO I	Mercy JFK Clinic	18,000 00
Metropolitan Ministries	2002 North Florida Avenue Tampa FL 33602	PC	General	10,000 00
Michigan Gateway Community Foundation	111 Days Avenue, Buchanan, MI 49107	PC	Niles Fund	10,000 00
Middleburg Classic Horse Show	781 Ledford Lane Smithfield, VA 23430	PC	General	1 000 00
National Horse Show Association	P O Box 386 Greenvale, NY 11548	PC	General	5,000 00
National Museum of Racing & Hall of Fame	191 Union Avenue Saratoga Springs, NY 12866-3566	PC	General	500 00
National Sporting Library & Museum	PO Box 1335 Middleburg, VA 20118	PC	General	500 00
National Steeplechase Foundation	420 Fair Hill Drive Elkton, MD 21921	PC	General	500 00
National Steeplechase Museum	P O Box 2424 Camden, SC 29020	PC	General	500 00
Next Generation Choices Foundation	P O Box 1801 Middleburg, Virginia 20118	PC	General	500 00
Niles Education Foundation	111 Spruce Street Niles, MI 49120	PC	General	500 00
Niles Main Street Initiative	210 Main Street Niles, MI 49120	PC	General	10,000 00
Northern Haiti Hope Foundation	332 West Lee Highway Suite 119 Warrenton, VA 20186	PC	General	500 00
Northern Piedmont Community Foundation	PO Box 182 Warrenton, VA 20188	PC	General	1 000 00
PEACE	6 Alderson Drive, Ipswich, MA 01938	PC	General	1,000 00
Pegasus Rising, Inc	42 Sleepy Hollow Trail Palm Coast, FL 32614	PC	General	10,000 00
Pennsylvania National Horse Show	720 Limekiln Road New Cumberland, PA 17070	SO I	General	1,500 00
Piedmont Environmental Council	PO Box 460 Warrenton, VA 20188	PC	General	1,000 00
Piedmont Symphony Orchestra	PO Box 509 Warrenton, VA 20188	PC	General	500 00
Protestant Episcopal Church	10 Iroquois Trail Ormond Beach, FL 32174	PC	Operation Caring Through Sharing	20 000 00
PSC Partners Seeking a Cure	5237 South Kenton Way Englewood, CO 80111	PC	General	1 000 00
Pulmonary Fibrosis Foundation	230 East Ohio Street Suite 304 Chicago, IL 60611	PC	General	500 00
Snite Museum of Art	University of Notre Dame P O Box 368 Notre Dame, IN 46556-9957	PC	General	1 250 00
South Bend Symphony	127 North Michigan Street South Bend, IN 46601-1603	PC	General	10 000 00
St. Joseph High School	1441 North Michigan Street South Bend, IN 46601	PC	Forward in Faith Campaign	200,000 00
St. Mary's Church	219 South State Street Niles, MI 49120	PC	General	5,100 00
Stanley Clark School	31233 Miami Street South Bend, IN 46614-2098	PC	General	5,100 00
Studebaker National Museum	201 South Chapin Street South Bend, IN 46601	PC	General	1,000 00
Susan G. Komen for the Cure	5005 LBJ Freeway Dallas, TX 75244	PC	General	5,000 00
The People's Music School	932 W Eastwood Avenue Chicago, IL 60640	PC	General	1 000 00
The Salvation Army	P O 566 South Bend, IN 46624	PC	Ray & Joan Kroc Corps Community Center	20,000 00
Triangle Community Foundation	503 47th Avenue S North Myrtle Beach, SC 29582	PC	General	1,000 00
Tryon Riding & Hunt Club	6985 South NC Highway 9 Columbus NC 28722	PC	General	1,000 00
United States Equestrian Federation, Inc	4047 Iron Works Parkway Lexington, KY 40511	PC	General	500 00
United States Hunter Jumper Association	3870 Cigar Lane Lexington, KY 40511	PC	Capital Campaign	9,075 00
University of Mary Washington	119 Hanover Street Fredericksburg, VA 22401-5412	PC	General	5,000 00
University of North Carolina	PO Box 309 Chapel Hill, NC 27514	PC	General	2,000 00
University of Notre Dame	405 Main Building Notre Dame, Indiana 46556-5602	PC	Stayer Center	420 000 00
Verdun Adventure Bound	6436 Carpe Diem Drive Rixeyville, VA 22737	PC	General	500 00
Virginia Horse Center Foundation	487 Maury River Road Lexington, VA 24450	PC	General	10,500 00
Virginia Tech Foundation	Scott Equine Medical Ctr Development Office P O Box 1938	PC	General	1 000 00
Warrenton United Methodist Church	Building Fund 341 Church Street Warrenton, VA 20186	PC	General	6,000 00
Washington International Horse Show	3299 K Street NW Suite 600 Washington DC 20007	PC	General	5,000 00
West Point Association of Graduates	698 Mills Road West Point, NY 10996	PC	Indoor Equestrian Center	1,000 00
Western Michigan University Foundation	1903 W Michigan Avenue Kalamazoo, MI 49008-5403	PC	Fort St Joseph	5,000 00
WNIT	PO Box 7034 South Bend, IN 46634	PC	General	1,000 00
Womans Care Center	360 North Notre Dame Avenue South Bend IN 46617	PC	General	500 00
Wounded Warrior Project	PO Box 758517 Topeka, KS 66675	PC	General	11 000 00
				1,269,800 00

Part XV Attachment

Leighton-Oare Foundation
1999 Morris Drive
Niles, Michigan 49120
2013 Committed Funds

Name	Purpose	Foundation Status	Description	2014	2015	2016	2017	2018	2019	Total Future Commitments
University of Notre Dame University Relations Notre Dame, IN 46556	General	PC	$600,000 per year for the years 2006-2008 and $420,000 per year for the years 2009-2018 totaling $6,000,000	420,000	420,000	420,000	420,000	420,000	420,000	2,520,000
Community Foundation of St. Joseph County 205 West Jefferson Blvd South Bend, IN 46601	Arts Everywhere Fund	PC	$250,000 per year for the years 2009-2014 and final payment of $122,750 in 2015	250,000	122,750					372,750
South Bend Symphony Orchestra 127 North Michigan Avenue South Bend, IN 46601	General	PC	$10,000 per year for the years 2011-2015	10,000	10,000					20,000
The Salvation Army 2009 South Bend Ave South Bend, IN	General	PC	$20,000 per year for the years 2010-2014 totaling $100,000	20,000						20,000
The Mayo Foundation 200 1st Street SW Rochester, MN 55905	General	PC	$10,000 per year for the years 2010-2014	10,000						10,000
Saint Joseph's High School 1441 North Michigan Street South Bend, IN 46617	Forward in Faith Campaign	PC	$200,000 per year for the years 2011-2015	200,000	200,000					400,000
Stanley Clark School 31233 Miami Street South Bend, IN 46614	General	PC	$5,000 per year for the years 2011-2015	5,000	5,000					10,000
Logan Foundation PO Box 1049 South Bend, IN 46624	General	PC	$5,000 per year for the years 2011-2014	5,000						5,000
Camp Eberhart Alumni Association 316 S Eddy Street South Bend, IN 46617	General	PC	$20,000 per year for the years 2012-2016 totaling $100,000	20,000	20,000	20,000				60,000
Memorial Health Foundation 615 North Michigan Street South Bend, IN 46601	MML Lecture Series	PC	$40,000 per year for the years 2013-2014	40,000						40,000
Center for History 808 West Washington South Bend, IN 46601	2013 Leighton Award for Non-Profit Excellence	PC	$2,500 per year for the years 2014-2015	2,500						2,500
Fernwood Botanical Garden& Nature Preserve 13988 Range Line Road Niles MI 49120	Education Center	PC	$20,000 per year for the years 2014-2018	20,000	20,000	20,000	20,000	20,000		100,000
Lakeland Health Foundation 31 North St. Joseph Niles, MI 49120	General	PC	$10,000 per year for the years 2010-2014	10,000						10,000
Mercy Health Foundation 615 South New Ballas Road St Louis, MO 63141	General	SOI	$10,000 per year for the year 2012 2013							
Western Michigan University Kalamazoo, MI 49001	The Fort St. Joseph Archaeological Project	PC	$5,000 per year for the years 2012-2015	5,000	5,000					10,000
Fernwood 13988 Range Line Road Niles, MI 49120	General	PC	$10,000 per year for the years 2012-2013							-
Boys & Girls Club of Fauquier County 169 Keith Street Warrenton, Virginia 20186	General	PC	$3,000 per year for the years 2010-2014	3,000						3,000
Converse College 580 East Main Street Spartanburg, SC 29302	General	PC	$5 000 per year for the years 2010-2015	5,000	5,000					10,000
Educational Foundation PO Box 2446 Chapel Hill, NC 27515	General	PC	$5,000 per year for the years 2011 2015	5,000	5,000					10,000
Fauquier Health Foundation 170 West Shirley Ave, Suite 101 Warrenton, VA 20188	General	PC	$5,000 per year for the years 2011-2015	5 000	5,000					10,000
United States Hunter Jumper Foundation 3870 Cigar Lane Lexington, KY 40511	General	PC	$2,500 per year for the years 2011-2015	2,500	2,500					5,000
Upperville Colt & Horse Show PO Box 239 Upperville, VA 20185	General	PC	$5,000 per year for the years 2011-2014	5 000						5 000
Virginia Horse Center Foundation PO Box 1051 Lexington, VA 24450	General	PC	$5,000 per year for the years 2011-2015	5 000	5,000					10,000
Virginia Tech Foundation University Development Office Blacksburg, VA 24061	General	PC	$1,000 per year for the years 2011-2013							
Mayo Foundation 4500 San Pablo Avenue Jacksonville, FL 32224	General	PC	$5 000 per year for the years 2012 2016	5,000	5,000	5 000				15,000
Warrenton United Methodist Church 341 Church Street Warrenton VA 20186	Organ Fund	PC	$5,000 per year for the year 2013-2017	5,000	5,000	5,000	5,000			20 000
Florida Hospital Flagler Foundation 60 Memorial Medical Parkway, Suite 2801 Palm Coast FL 32164	General	PC	$5,000 per year for the years 2010-2019	5 000	5,000	5,000	5 000	5,000	5,000	30,000
										3,698,250