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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

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation RE OLDS FOUNDATION		A Employer identification number 38-1485403
Number and street (or P O box number if mail is not delivered to street address) PO BOX 4900	Room/suite	B Telephone number (see instructions) (517) 332-0234
City or town, state or province, country, and ZIP or foreign postal code EAST LANSING, MI 488264900		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,805,105	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	63	63		
	4 Dividends and interest from securities.	99,605	99,605		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	29,062			
	b Gross sales price for all assets on line 6a 719,753				
	7 Capital gain net income (from Part IV, line 2) . . .		29,062		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	17,983	17,983	0		
12 Total. Add lines 1 through 11	146,713	146,713	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	3,383	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	313	313	0	0
	b Accounting fees (attach schedule)	7,700	7,700	0	0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,205	0	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,503	1,503	0	0
	22 Printing and publications				
	23 Other expenses (attach schedule)	13,754	13,754	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	27,858	23,270	0	0
	25 Contributions, gifts, grants paid	253,450			208,450
26 Total expenses and disbursements. Add lines 24 and 25	281,308	23,270	0	208,450	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-134,595				
b Net investment income (if negative, enter -0-)		123,443			
c Adjusted net income (if negative, enter -0-)			0		

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	287,269	448,066	448,066		
	3	Accounts receivable ▶ <u>610</u>					
		Less allowance for doubtful accounts ▶ _____	1,040	610	610		
	4	Pledges receivable ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	2,515,444	3,040,921	3,040,921		
	c	Investments—corporate bonds (attach schedule)	566,779	309,286	309,286		
	11	Investments—land, buildings, and equipment basis ▶ _____					
	Less accumulated depreciation (attach schedule) ▶ _____						
12	Investments—mortgage loans						
13	Investments—other (attach schedule)						
14	Land, buildings, and equipment basis ▶ <u>132</u>						
	Less accumulated depreciation (attach schedule) ▶ <u>132</u>						
15	Other assets (describe ▶ _____)	3,050	6,222	6,222			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,373,582	3,805,105	3,805,105			
Liabilities	17	Accounts payable and accrued expenses	9,934	2,624			
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)	85,000	120,000			
23	Total liabilities (add lines 17 through 22)	94,934	122,624				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	3,278,648	3,682,481			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)	3,278,648	3,682,481				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,373,582	3,805,105				

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	3,278,648
2	Enter amount from Part I, line 27a	2	-134,595
3	Other increases not included in line 2 (itemize) ▶ _____	3	538,428
4	Add lines 1, 2, and 3	4	3,682,481
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	3,682,481

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)
1 a	STOCKS AND BONDS	P		2013-12-31
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 719,753		690,691	29,062	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			29,062	
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	29,062
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	177,447	3,448,288	0.051459
2011	157,863	3,236,522	0.048776
2010	163,145	3,076,796	0.053024
2009	141,513	2,868,021	0.049342
2008	124,949	3,021,375	0.041355
2	Total of line 1, column (d).		2 0.243956
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.048791
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 3,519,001
5	Multiply line 4 by line 3.		5 171,696
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 1,234
7	Add lines 5 and 6.		7 172,930
8	Enter qualifying distributions from Part XII, line 4.		8 208,450

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,234
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	1,234
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	1,234
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,767
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	1,767
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	533
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 533 Refunded	11	0

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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?.	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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? <i>If "No," attach explanation .</i>	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No		
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ http://www.reoldsfoundation.org/	13	Yes			
14	The books are in care of ▶ <u>PATTI JO SCHAFER</u> Telephone no ▶ <u>(517) 331-3049</u> Located at ▶ <u>10388 HERBISON ROAD EAGLE MI</u> ZIP +4 ▶ <u>48822</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1"><tr><td>15</td><td></td></tr></table>	15				
15						
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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶	16	Yes	No		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	
	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	3,136,984
b	Average of monthly cash balances.	1b	435,606
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,572,590
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	3,572,590
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	53,589
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,519,001
6	Minimum investment return. Enter 5% of line 5.	6	175,950

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	175,950
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,234
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,234
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	174,716
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	174,716
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	174,716

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	208,450
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	208,450
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	1,234
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	207,216

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				174,716
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				135,383
d From 2011.				1,061
e From 2012.				7,839
f Total of lines 3a through e.	144,283			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>208,450</u>				
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.				174,716
e Remaining amount distributed out of corpus	33,734			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	178,017			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	178,017			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				135,383
c Excess from 2011.				1,061
d Excess from 2012.				7,839
e Excess from 2013.				33,734

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

DIANE TARPOFF
 PO BOX 4900
 EAST LANSING, MI 48826
 (517) 332-0234

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

LETTER FORM WITH SUPPORTING INFORMATION ON THE PROJECT

c Any submission deadlines

NONE

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

NO ASSISTANCE TO INDIVIDUALS ASSISTANCE RESTRICTED TO INSTITUTIONS ORGANIZED IN THE UNITED STATES OF AMERICA

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	208,450
b <i>Approved for future payment</i> CLINTON RESA - ANNIE'S BIG NATURE LESSON 1013 S US27 STE A ST JOHNS, MI 48879	NONE	PC	GENERAL PURPOSE	30,000
EAST LANSING EDUCATIONAL FOUNDATION 501 BURCHAM DRIVE EAST LANSING, MI 48823	NONE	PC	GENERAL PURPOSE	25,000
Total			3b	55,000

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DIANA TARPOFF PO BOX 4900 EAST LANSING, MI 488264900	PRESIDENT 5 00	0	0	0
DEBORAH STEPHENS PO BOX 4900 EAST LANSING, MI 488264900	TREASURER 5 00	0	0	0
EMILY POLO TATE PO BOX 4900 EAST LANSING, MI 488264900	DIRECTOR 5 00	0	0	0
GREGGORY STEPHENS PO BOX 4900 EAST LANSING, MI 488264900	DIRECTOR 5 00	0	0	0
PATTI SCHAFER PO BOX 4900 EAST LANSING, MI 488264900	SECRETARY 5 00	3,383	0	0
EDWARD MCREE PO BOX 4900 EAST LANSING, MI 488264900	FORMER DIRECTOR 0 00	0	0	0
RON BECKWITH PO BOX 4900 EAST LANSING, MI 488264900	FORMER DIRECTOR 0 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADDICTION RELIEF & SUPPORTED RECOVERY PO BOX 25001 LANSING, MI 489095001	NONE	PC	GENERAL PURPOSE	5,000
ALLEN NEIGHBORHOOD CENTER 1619 E KALAMAZOO STREET LANSING, MI 48912	NONE	PC	GENERAL PURPOSE	10,000
ARTS COUNCIL OF GREATER LANSING 1208 TURNER STREET LANSING, MI 48906	NONE	PC	GENERAL PURPOSE	1,000
CAPITAL AREA HUMANE SOCIETY 7095 WEST GRAND RIVER AVENUE LANSING, MI 48906	NONE	PC	GENERAL PURPOSE	7,000
CAPITAL QUARTER MIDGETS ASSOCIATION 7270 15 1/2 MILE ROAD MARSHALL, MI 49068	NONE	PC	GENERAL PURPOSE	1,000
CAPITAL REGION COMMUNITY FOUNDATION 330 MARSHALL STREET STE 300 LANSING, MI 48912	NONE	PC	GENERAL PURPOSE	12,000
CHILD & FAMILY SERVICES OF MI INC 2157 UNIVERSITY PARK DRIVE OKEMOS, MI 48864	NONE	PC	GENERAL PURPOSE	3,000
CLINTON RESA - ANNIE'S BIG NATURE LESSON 1013 S US27 STE A ST JOHNS, MI 48879	NONE	PC	GENERAL PURPOSE	15,000
COUNCIL OF MICHIGAN FOUNDATIONS ONE SOUTH HARBOR STE 3 GRAND HAVEN, MI 49417	NONE	PC	GENERAL PURPOSE	1,300
DOWNTOWN LANSING INC 401 S WASHINGTON SQUARE STE 101 LANSING, MI 48933	NONE	PC	GENERAL PURPOSE	500
EAST LANSING EDUCATIONAL FOUNDATION 501 BURCHAM DRIVE EAST LANSING, MI 48823	NONE	PC	GENERAL PURPOSE	28,000
EAST LANSING PUBLIC LIBRARY 950 ABBOT ROAD EAST LANSING, MI 48823	NONE	PC	GENERAL PURPOSE	400
FAIR FOOD NETWORK 205 E WASHINGTON STREET STE B ANN ARBOR, MI 48104	NONE	PC	GENERAL PURPOSE	5,000
GREATER LANSING FOOD BANK 919 FILLEY STREET LANSING, MI 48906	NONE	PC	GENERAL PURPOSE	7,000
HELP A WILLING KID FOUNDATION PO BOX 13 EAST LANSING, MI 48826	NONE	PC	GENERAL PURPOSE	3,750
Total				208,450

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HELPING HANDS CHRISTIAN CHILD CARE 2727 WHOLMES ROAD LANSING, MI 48911	NONE	PC	GENERAL PURPOSE	9,500
HIGHFIELDS 3400 S CEDAR STREET STE 201 LANSING, MI 48910	NONE	PC	GENERAL PURPOSE	10,000
IMPRESSION 5 SCIENCE MUSEUM 200 MUSEUM DRIVE LANSING, MI 48933	NONE	PC	GENERAL PURPOSE	7,000
LAKESIDE CHAUTAUQUA FOUNDATION 236 WALNUT AVENUE LAKESIDE, OH 434401400	NONE	PC	GENERAL PURPOSE	1,000
MANY HANDS 1288 W GRAND RIVER AVE STE 400 WILLIAMSTON, MI 48895	NONE	PC	GENERAL PURPOSE	10,000
MICHIGAN DYSLEXIA INSTITUTE 532 E SHIAWASSEE STREET LANSING, MI 48912	NONE	PC	GENERAL PURPOSE	1,500
MICHIGAN HISTORY FOUNDATION PO BOX 12331 LANSING, MI 48901	NONE	PC	GENERAL PURPOSE	10,000
MICHIGAN RADIO 535 W WILLIAM STREET STE 110 ANN ARBOR, MI 48103	NONE	PC	GENERAL PURPOSE	400
MID-OHIO FOOD BANK PO BOX 1822883 COLUMBUS, OH 432182883	NONE	PC	GENERAL PURPOSE	500
MSU - DEPARTMENT OF COMMUNICATIVE SCIENCES AND DISORDERS 1026 RED CEDAR ROAD RM 109 EAST LANSING, MI 48824	NONE	PC	GENERAL PURPOSE	5,000
MSU - WKAR RADIO 404 WILSON RD RM 212 EAST LANSING, MI 48824	NONE	PC	GENERAL PURPOSE	200
NATURE CONSERVANCY 101 E GRAND RIVER LANSING, MI 48906	NONE	PC	GENERAL PURPOSE	400
PRINCE OF PEACE LUTHERAN CHURCH 5475 BRAND ROAD DUBLIN, OH 43017	NONE	PC	GENERAL PURPOSE	500
SEMESTER AT SEA PO BOX 400885 CHARLOTTESVILLE, VA 229044885	NONE	PC	GENERAL PURPOSE	1,000
SIERRA ROSE FARMS 5953 WEST CUTLER ROAD DEWITT, MI 48820	NONE	PC	GENERAL PURPOSE	12,000
Total				208,450

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTHERN SUDAN RESCUE & RELIEF ASSOCIATION PO BOX 11058 LANSING, MI 48901	NONE	PC	GENERAL PURPOSE	5,000
THE WATERSHED CENTER 13272 S WEST BAY SHORE DRIVE TRAVERSE CITY, MI 49684	NONE	PC	GENERAL PURPOSE	1,000
TIP OF THE MITT WATERSHED COUNCIL 426 BAY STREET PETOSKEY, MI 49770	NONE	PC	GENERAL PURPOSE	500
U OF M - ERB INSTITUTE 3003 S STATE STREET STE 9000 ANN ARBOR, MI 48109	NONE	PC	GENERAL PURPOSE	2,000
WOLDUMAR NATURE CENTER 5739 OLD LANSING ROAD LANSING, MI 48917	NONE	PC	GENERAL PURPOSE	24,000
YMCA OF LANSING 119 N WASHINGTON SQUARE LANSING, MI 48933	NONE	PC	GENERAL PURPOSE	4,000
YMCA OF MICHIGAN 919 N EAST TORCH LAKE DRIVE CENTRAL LAKE, MI 496229628	NONE	PC	GENERAL PURPOSE	3,000
Total			3a	208,450

TY 2013 Accounting Fees Schedule

Name: RE OLDS FOUNDATION

EIN: 38-1485403

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONTRACTED SERVICES	7,700	7,700	0	0

**TY 2013 Investments Corporate
Bonds Schedule**

Name: RE OLDS FOUNDATION

EIN: 38-1485403

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	309,286	309,286

**TY 2013 Investments Corporate
Stock Schedule**

Name: RE OLDS FOUNDATION

EIN: 38-1485403

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	3,040,921	3,040,921

TY 2013 Legal Fees Schedule

Name: RE OLDS FOUNDATION

EIN: 38-1485403

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONTRACTED SERVICES	313	313	0	0

TY 2013 Other Assets Schedule

Name: RE OLDS FOUNDATION

EIN: 38-1485403

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST & DIVIDENDS RECEIVABLE	3,050	6,222	6,222

TY 2013 Other Expenses Schedule

Name: RE OLDS FOUNDATION

EIN: 38-1485403

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	1,027	1,027	0	0
IMS FEES	10,353	10,353	0	0
OFFICE EXPENSE	815	815	0	0
MISCELLANEOUS	1,559	1,559	0	0

TY 2013 Other Income Schedule

Name: RE OLDS FOUNDATION

EIN: 38-1485403

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTIES	4,733	4,733	
OTHER	13,250	13,250	

TY 2013 Other Increases Schedule**Name:** RE OLDS FOUNDATION**EIN:** 38-1485403

Description	Amount
UNREALIZED GAINS ON INVESTMENTS	538,428

TY 2013 Other Liabilities Schedule

Name: RE OLDS FOUNDATION

EIN: 38-1485403

Description	Beginning of Year - Book Value	End of Year - Book Value
FUTURE PROMISES TO GIVE	85,000	120,000

TY 2013 Taxes Schedule

Name: RE OLDS FOUNDATION

EIN: 38-1485403

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	555	0	0	0
FEDERAL TAXES	650	0	0	0