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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. By law, the IRS cannot redact the information on the form.**

▶ **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
DOROTHY U DALTON FOUNDATION INC

A Employer identification number
38-2240062

Number and street (or P O box number if mail is not delivered to street address)
C/O GREENLEAF TRUST 211 SOUTH ROSE ST

Room/suite

B Telephone number (see instructions)
(269) 388-9800

City or town, state or province, country, and ZIP or foreign postal code
KALAMAZOO, MI 49007

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 35,565,833

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) (see instructions))*

		Line	**(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	24,351	24,351		
	4	Dividends and interest from securities	635,238	635,238		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,782,818			
	b	Gross sales price for all assets on line 6a 9,961,095				
	7	Capital gain net income (from Part IV, line 2)		1,782,818		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	2,442,407	2,442,407		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	8,995	4,497		4,498
	c	Other professional fees (attach schedule)	174,507	150,507		24,000
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	54,405	2,476		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	595	0		595
	24	**Total operating and administrative expenses.** Add lines 13 through 23	238,502	157,480		29,093
	25	Contributions, gifts, grants paid	1,637,500			1,637,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,876,002	157,480		1,666,593
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	566,405			
	b	**Net investment income** (if negative, enter -0-)		2,284,927		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	4,722	2,991	2,991
	2	Savings and temporary cash investments	3,149,634	2,308,886	2,308,886
	3	Accounts receivable ▶ 5,833			
		Less allowance for doubtful accounts ▶	28,876	5,833	
	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)	1,253,238	1,664,187	1,520,653
	b	Investments—corporate stock (attach schedule)	9,636,529	12,476,516	16,952,422
	c	Investments—corporate bonds (attach schedule)	2,352,097	2,686,866	2,603,891
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	12,529,947	10,376,169	12,176,990
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	28,955,043	29,521,448	35,565,833
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **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	14,119,390	14,119,390	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	14,835,653	15,402,058	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	28,955,043	29,521,448	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	28,955,043	29,521,448	

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	28,955,043
2	Enter amount from Part I, line 27a	2	566,405
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	29,521,448
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	29,521,448

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	See Additional Data Table			
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	See Additional Data Table			
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) 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	See Additional Data Table			
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**	1,782,818
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	1,799,085	31,095,946	0 057856
2011	1,395,046	30,682,479	0 045467
2010	1,729,013	29,857,474	0 057909
2009	1,786,272	27,587,728	0 064749
2008	2,060,480	34,653,645	0 059459

2	**Total** of line 1, column (d).	**2**	0 285440
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 057088
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	**4**	32,837,963
5	Multiply line 4 by line 3.	**5**	1,874,654
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	22,849
7	Add lines 5 and 6.	**7**	1,897,503
8	Enter qualifying distributions from Part XII, line 4.	**8**	1,666,593

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 ▶ ☐ 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	45,699
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	45,699
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	45,699
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 50,000		
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	50,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,301
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 4,301 **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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶RN KILGORE GREENLEAF TRUST Telephone no ▶(269) 388-9800

Located at ▶211 SOUTH ROSE STREET KALAMAZOO MI ZIP+4 ▶49007

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 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*	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)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

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

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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
GREENLEAF TRUST 211 SOUTH ROSE ST KALAMAZOO,MI 49007	ASSET MANAGEMENT	174,507
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	30,778,494
b	Average of monthly cash balances	1b	2,559,539
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	33,338,033
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	33,338,033
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	500,070
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	32,837,963
6	**Minimum investment return.** Enter 5% of line 5	6	1,641,898

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	1,641,898
2a	Tax on investment income for 2013 from Part VI, line 5	2a	45,699		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	45,699
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,596,199
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	1,596,199
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	1,596,199

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	1,666,593
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	1,666,593
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,666,593

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				1,596,199
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. 352,798				
b From 2009. 421,744				
c From 2010. 254,733				
d From 2011.				
e From 2012. 540,622				
f Total of lines 3a through e.	1,569,897			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,666,593				
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.				1,596,199
e Remaining amount distributed out of corpus	70,394			
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	1,640,291			
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) . . .	352,798			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,287,493			
10 Analysis of line 9				
a Excess from 2009. . . . 421,744				
b Excess from 2010. . . . 254,733				
c Excess from 2011. . . .				
d Excess from 2012. . . . 540,622				
e Excess from 2013. . . . 70,394				

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			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
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

RONALD N KILGORE GREENLEAF TRUST
211 SOUTH ROSE STREET
KALAMAZOO, MI 49007
(269) 388-9800

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

APPLICANTS SHOULD SUBMIT A BRIEF DESCRIPTION AND BUDGET OF THE PROJECT OR PROGRAM THAT THE GRANT IS INTENDED TO FUND

c Any submission deadlines

THE BOARD MEETS TO ACT ON APPLICATIONS IN JUNE, SEPTEMBER AND DECEMBER

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

NO GRANTS OR LOANS WILL BE GIVEN TO INDIVIDUALS

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 Additional Data Table				
Total . . . . ▶ **3a**				1,637,500
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				828,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	24,351	
4 Dividends and interest from securities. . . .			14	635,238	
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	1,782,818	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		2,442,407	0

13 Total. Add line 12, columns (b), (d), and (e). 13 2,442,407

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-11-17	******
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
JAMES G THOMPSON CPA				P00053844
Firm's name ▶ PLANTE & MORAN PLLC			Firm's EIN ▶ 38-1357951	
Firm's address ▶ 750 TRADE CENTRE WAY STE 300 PORTAGE, MI 49002			Phone no (269) 567-4500	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
515 SHS BUNGE LTD	P	2012-05-17	2013-04-03
3485 SHS BUNGE LTD	P	2012-05-17	2013-04-02
454 SHS BUNGE LTD	P	2012-06-14	2013-04-03
2846 SHS BUNGE LTD	P	2012-06-14	2013-04-04
3000 SHS CELGENE CORPORATION	P	2012-05-17	2013-04-29
400 SHS CELGENE CORPORATION	P	2012-06-14	2013-04-29
11548 402 SHS COLUMBIA INCOME OPPORTUNITIES FUND CL Z	P	2012-06-20	2013-02-25
20554 985 SHS COLUMBIA INCOME OPPORTUNITIES FUND CL Z	P	2012-07-26	2013-02-25
11224 49 SHS COLUMBIA INCOME OPPORTUNITIES FUND CL Z	P	2012-08-16	2013-02-25
26845 638 SHS CREDIT SUISSE COMMODITY RETURN STRATEGY FD	P	2012-06-14	2013-04-25
13531 8 SHS CREDIT SUISSE COMMODITY RETURN STRATEGY FD	P	2012-06-21	2013-04-25
2300 SHS FACTSET	P	2012-06-21	2013-06-13
150 SHS FACTSET	P	2012-10-26	2013-06-13
250000 FV FEDERAL HOME LOAN BANK STEP 1 250% 08/16/22	P	2012-08-22	2013-05-16
100000 FV FEDERAL HOME LOAN BANK STEP 1 500% 02/22/23	P	2013-03-04	2013-05-22
250 SHS GENERAL DYNAMICS CORP	P	2012-07-26	2013-07-05
5000 SHS GLAXOSMITHKLINE PLC SPONSORED ADR	P	2012-12-17	2013-05-17
5095 SHS ISHARES S&P 500 GROWTH INDEX FUND	P	2012-10-26	2013-09-26
400 SHS ISHARES S&P 500 GROWTH INDEX FUND	P	2012-12-17	2013-09-26
5775 SHS ISHARES S&P 500 VALUE ETF	P	2012-10-26	2013-09-26
450 SHS ISHARES S&P 500 VALUE ETF	P	2012-12-17	2013-09-26
1610 SHS ISHARES S&P MIDCAP 400 GROWTH ETF	P	2012-07-26	2013-02-21
2715 SHS ISHARES S&P SMALLCAP 600 GROWTH ETF	P	2012-10-26	2013-02-21
2050 SHS ISHARES TR S & P MIDCAP VALUE INDEX	P	2012-07-26	2013-02-21
2825 SHS ISHARES TR S & P SMALLCAP VALUE INDEX	P	2012-10-26	2013-02-21
1500 SHS NOVO NORDISK A/S ADR	P	2012-05-17	2013-02-21
1600 SHS NOVO NORDISK A/S ADR	P	2012-06-14	2013-02-21
3333 333 SHS PIMCO TOTAL RETURN FUND	P	2013-02-21	2013-05-30
7359 473 SHS TEMPLETON GLOBAL BOND FUND ADVISOR CL	P	2012-06-20	2013-05-16
4000 SHS TIFFANY & CO	P	2012-12-11	2013-05-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
27777 778 SHS VANGUARD SHORT-TERM INVESTMENT GRADE FUND ADM	P	2012-07-26	2013-02-21
12567 192 SHS VANGUARD SHORT-TERM INVESTMENT GRADE FUND ADM	P	2012-08-16	2013-02-21
45998 16 SHS VANGUARD SHORT-TERM INVESTMENT GRADE FUND ADM	P	2012-12-17	2013-02-21
200 SHS VODAFONE GROUP PLC ADR	P	2012-10-26	2013-09-27
400 SHS VODAFONE GROUP PLC ADR	P	2012-12-17	2013-09-27
800 SHS WESTERN UNION CO	P	2012-06-14	2013-05-22
2000 SHS AMPHENOL CORPORATION	P	2012-05-17	2013-06-20
18649 396 SHS COLUMBIA INCOME OPPORTUNITIES FUND CL Z	P	2012-04-19	2013-05-16
6000 SHS GENERAL DYNAMICS CORP	P	2003-01-07	2013-07-05
700 SHS GENERAL DYNAMICS CORP	P	2012-06-14	2013-07-05
2305 SHS ISHARES S&P 500 GROWTH INDEX FUND	P	2012-10-26	2013-11-22
2600 SHS ISHARES S&P 500 GROWTH INDEX FUND	P	2012-10-26	2013-11-14
3000 SHS ISHARES S&P 500 VALUE ETF	P	2012-10-26	2013-11-14
3225 SHS ISHARES S&P 500 VALUE ETF	P	2012-10-26	2013-11-22
1500 SHS PEPSICO INC	P	1998-12-18	2013-04-29
1000 SHS PEPSICO INC	P	1999-01-20	2013-04-29
500 SHS PEPSICO INC	P	1999-04-28	2013-04-29
3000 SHS STRYKER CORP	P	2002-07-10	2013-11-14
15432 099 SHS TEMPLETON GLOBAL BOND FUND ADVISOR CL	P	2012-04-19	2013-05-16
3600 SHS TIFFANY & CO	P	2012-05-17	2013-05-31
8000 SHS VODAFONE GROUP PLC ADR	P	2012-05-17	2013-09-27
12500 SHS WESTERN UNION CO	P	2012-05-10	2013-05-22
250000 FV FEDERAL HOME LOAN BANK STEP 2 370% 04/09/20	P	2012-08-22	2013-04-09
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
36,455		31,292	5,163
254,371		211,751	42,620
32,137		26,407	5,730
200,892		165,536	35,356
357,338		208,816	148,522
47,645		26,223	21,422
116,408		110,749	5,659
207,194		200,000	7,194
113,143		110,000	3,143
205,101		200,000	5,101
103,383		100,000	3,383
234,481		211,279	23,202
15,292		13,597	1,695
250,000		249,950	50
100,000		99,880	120
19,740		15,825	3,915
260,004		220,225	39,779
458,029		385,813	72,216
35,959		30,404	5,555
456,370		376,760	79,610
35,561		29,948	5,613
196,097		168,685	27,412
244,645		219,825	24,820
197,437		163,731	33,706
245,459		217,124	28,335
259,189		211,502	47,687
276,469		218,383	58,086
37,000		37,300	-300
100,163		93,097	7,066
314,634		230,436	84,198

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
300,833		300,000	833
136,103		135,600	503
498,160		500,000	-1,840
6,993		5,480	1,513
13,987		10,244	3,743
13,375		12,800	575
152,404		104,478	47,926
191,902		178,661	13,241
473,766		239,713	234,053
55,273		44,709	10,564
220,382		174,543	45,839
247,490		196,882	50,608
249,536		195,720	53,816
270,385		210,399	59,986
124,051		58,138	65,913
82,701		38,913	43,788
41,351		18,975	22,376
222,131		73,095	149,036
210,031		200,000	10,031
283,170		217,584	65,586
279,731		210,401	69,330
208,981		215,379	-6,398
250,000		252,025	-2,025
17,763			17,763

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			5,163
			42,620
			5,730
			35,356
			148,522
			21,422
			5,659
			7,194
			3,143
			5,101
			3,383
			23,202
			1,695
			50
			120
			3,915
			39,779
			72,216
			5,555
			79,610
			5,613
			27,412
			24,820
			33,706
			28,335
			47,687
			58,086
			-300
			7,066
			84,198

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			833
			503
			-1,840
			1,513
			3,743
			575
			47,926
			13,241
			234,053
			10,564
			45,839
			50,608
			53,816
			59,986
			65,913
			43,788
			22,376
			149,036
			10,031
			65,586
			69,330
			-6,398
			-2,025
			17,763

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
HOWARD KALLEWARD 211 SOUTH ROSE STREET KALAMAZOO,MI 49007	/DIRECTOR 1 00	0	0	0
RONALD N KILGORE 211 SOUTH ROSE STREET KALAMAZOO,MI 49007	SEC/TREAS/DIRECTOR 4 00	0	0	0
JUDY K JOLLIFFE 211 SOUTH ROSE STREET KALAMAZOO,MI 49007	DIRECTOR 1 00	0	0	0
SARAH A JOHANSSON 211 SOUTH ROSE STREET KALAMAZOO,MI 49007	DIRECTOR 1 00	0	0	0
ELIZABETH A BENNETT 211 SOUTH ROSE STREET KALAMAZOO,MI 49007	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 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*				
AMERICAN DIABETES ASSOCIATION 1550 E BELTLINE SE SUITE 250 GRAND RAPIDS, MI 49506	N/A	PC	CAMP MIDICHA	3,000
BACH FESTIVAL SOCIETY OF KALAMAZOO 1140 ACADEMY KALAMAZOO, MI 49006	N/A	PC	GENERAL SUPPORT 2013-2014 SEASON	3,000
BALLET ARTS ENSEMBLE INC 2108 RAMBLING ROAD KALAMAZOO, MI 49008	N/A	PC	2013-2014 SEASON	2,500
BIG BROTHERS BIG SISTERS 359 S KALAMAZOO MALL KALAMAZOO, MI 49007	N/A	PC	SUSTAINABLE CAPACITY BUILDING SUPPORT	15,000
BLACK ARTS & CULTURAL CENTER 1722 SHAFFER KALAMAZOO, MI 49048	N/A	PC	GENERAL SUPPORT	10,000
BOY SCOUTS OF AMERICA SW MI COUNCIL 1035 W MAPLE ST KALAMAZOO, MI 49001	N/A	PC	SUMMER CAMP STAFF TRAINING	10,000
BOYS AND GIRLS CLUBS OF GREATER KALAMAZOO 915 LAKE ST KALAMAZOO, MI 49001	N/A	PC	SOCIAL RECREATION PROGRAMS	35,000
BRONSON HEALTH FOUNDATION 301 JOHN STREET KALAMAZOO, MI 49007	N/A	PC	BRONSON COMMONS GRANT	30,000
CHADD INC 8181 PROFESSIONAL PL LANDOVER, MD 20785	N/A	PC	GENERAL SUPPORT	1,500
COMMUNITIES IN SCHOOLS 125 WEST EXCHANGE PLACE KALAMAZOO, MI 49007	N/A	PC	SUPPORT SYSTEM FOR ACADEMIC SUCCESS	50,000
COMMUNITY ADVOCATES FOR PERSONS WITH DEVELOPMENTAL DISABILITIES 3901 EMERALD DR SUITE B KALAMAZOO, MI 49001	N/A	PC	GENERAL SUPPORT	10,000
COMMUNITY HEALING CENTER 2614 STADIUM DR KALAMAZOO, MI 49007	N/A	PC	REPAIR AND RESTORE HEALING CENTER BUILDINGS	65,000
COMMUNITY HEALING CENTERS 2614 STADIUM DR KALAMAZOO, MI 49007	N/A	PC	DETOXIFICATION AND RESIDENTIAL SUBSTANCE ABUSE TREATMENT	50,000
COMMUNITY HOMEWORKS 504 S WESTNEDGE AVENUE KALAMAZOO, MI 49008	N/A	PC	HOMEOWNER SUPPORT PROGRAM	10,000
COMSTOCK COMMUNITY CENTER INC 6330 KING HIGHWAY COMSTOCK, MI 49011	N/A	PC	MORTGAGE REPAYMENT	50,000
Total . . . . ▶ **3a**				1,637,500

Form 990PF Part XV Line 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*				
CONSTANCE BROWN HEARING & SPEECH CENTER 1634 GULL ROAD KALAMAZOO,MI 49048	N/A	PC	UNIVERSAL NEWBORN HEARING SCREENING	30,000
COUNCIL OF MICHIGAN FOUNDATIONS ONE SOUTH HARBOR DR SUITE 3 GRAND HAVEN,MI 49417	N/A	PC	ANNUAL MEMBERSHIP	2,500
DISABILITY NETWORK SOUTHWEST MICHIGAN 517 EAST CROSSTOWN PARKWAY KALAMAZOO,MI 49001	N/A	PC	INDEPENDENT LIVING PROGRAM	5,000
DKA CHARITIES INC 141 EAST MICHIGAN AVENUE SUITE 501 KALAMAZOO,MI 49007	N/A	PC	DOWNTOWN COMMUNITY POLICING OFFICER	5,000
DOUGLAS COMMUNITY ASSOCIATION 1000 W PATERSON ST KALAMAZOO,MI 49007	N/A	PC	GENERAL SUPPORT	25,000
DRUG TREATMENT COURT FOUNDATION PO BOX 50587 KALAMAZOO,MI 49005	N/A	PC	GENERAL SUPPORT	50,000
FIRST DAY SHOE FUND 2525 FULFORD STREET KALAMAZOO,MI 49001	N/A	PC	GENERAL SUPPORT	3,000
FONTANA CHAMBER ARTS 359 S BURDICK ST SUITE 200 KALAMAZOO,MI 49007	N/A	PC	OUTREACH AND EDUCATIONAL PROGRAMS	7,000
FOUNDATION CENTER 79 FIFTH AVENUE NEW YORK,NY 10003	N/A	PC	ANNUAL MEMBERSHIP	500
GIRL SCOUTS HEART OF MICHIGAN 601 WEST MAPLE STREET KALAMAZOO,MI 49008	N/A	PC	CAMP MERRIE WOOD ADVENTURE HOUSE	25,000
GREATER KALAMAZOO UNITED WAY 709 S WESTNEDGE KALAMAZOO,MI 49007	N/A	PC	2012-2013 ANNUAL CAMPAIGN	70,000
GREATER KALAMAZOO UNITED WAY 709 S WESTNEDGE KALAMAZOO,MI 49007	N/A	PC	KALAMAZOO COUNTY EVICTION DIVERSION PROJECT	10,000
GRYPHON PLACE 1104 S WESTNEDGE KALAMAZOO,MI 49008	N/A	PC	NEW BUILDING CAMPAIGN	25,000
HOUSING RESOURCES INC 345 N BURDICK STREET KALAMAZOO,MI 49007	N/A	PC	GENERAL SUPPORT	25,000
IRVING S GILMORE INT'L KEYBOARD FESTIVAL 359 S BURDICK ST SUITE 101 KALAMAZOO,MI 49007	N/A	PC	PIANO CAMP 2013	10,000
Total . . . . ▶ **3a**				1,637,500

Form 990PF Part XV Line 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*				
JULIUS AND ESTER STULBERG AUDITIONS 359 S BURDICK ST SUITE 14 KALAMAZOO, MI 49007	N/A	PC	FEES FOR COMPETITION ADJUDICATORS	3,500
KAIROS DWELLING 2945 GULL ROAD KALAMAZOO, MI 49048	N/A	PC	GENERAL SUPPORT	25,000
KALAMAZOO CHILDREN'S CHORUS PO BOX 50414 KALAMAZOO, MI 49005	N/A	PC	EASTSIDE SATELLITE CHOIR	5,000
KALAMAZOO CIVIC THEATER 329 S PARK STREET KALAMAZOO, MI 49007	N/A	PC	DEVELOPMENT DIRECTOR	15,000
KALAMAZOO CIVIC THEATER 329 S PARK STREET KALAMAZOO, MI 49007	N/A	PC	GENERAL SUPPORT 2013-2014	150,000
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO, MI 49006	N/A	PC	FESTIVAL PLAYHOUSE - DALTON MAINTENANCE FUND	40,000
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO, MI 49006	N/A	PC	FITNESS & WELLNESS CENTER CAPITAL CAMPAIGN	100,000
KALAMAZOO COMMUNITY FOUNDATION 151 SOUTH ROSE STREET KALAMAZOO, MI 49007	N/A	PC	DEPOT BUILDING PROJECT	25,000
KALAMAZOO COUNTY PARKS & RECREATION 2900 LAKE STREET KALAMAZOO, MI 49048	N/A	PC	KALAMAZOO RIVER VALLEY TRAIL PROJECT	25,000
KALAMAZOO COUNTY READY 4S 222 S WESTNEDGE AVENUE KALAMAZOO, MI 49007	N/A	PC	GENERAL SUPPORT	5,000
KALAMAZOO IN BLOOM PO BOX 20178 KALAMAZOO, MI 49019	N/A	PC	GENERAL SUPPORT	4,000
KALAMAZOO INSTITUTE OF ARTS 314 SOUTH PARK STREET KALAMAZOO, MI 49007	N/A	PC	KIA YOUTH EDUCATION PROGRAMS	20,000
KALAMAZOO JUNIOR SYMPHONY 714 S WESTNEDGE KALAMAZOO, MI 49007	N/A	PC	GENERAL SUPPORT	4,000
KALAMAZOO LOAVES AND FISHES 913 E ALCOTT STREET KALAMAZOO, MI 49001	N/A	PC	FACILITIES CAMPAIGN	25,000
KALAMAZOO LOAVES AND FISHES 913 E ALCOTT STREET KALAMAZOO, MI 49001	N/A	PC	GENERAL SUPPORT	25,000
Total . . . . ▶ **3a**				1,637,500

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

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a *Paid during the year*				
KALAMAZOO NATURE CENTER 7000 N WESTNEDGE AVE KALAMAZOO,MI 49007	N/A	PC	CAPITAL CAMPAIGN - NO CHILD LEFT INSIDE	100,000
KALAMAZOO PUBLIC LIBRARY 315 S ROSE ST KALAMAZOO,MI 49007	N/A	PC	ONEPLACE PROGRAMS AND SERVICES	15,000
KALAMAZOO SYMPHONY ORCHESTRA 359 S BURDICK ST SUITE 100 KALAMAZOO,MI 49007	N/A	PC	YOUTH EDUCATION PROGRAMS	20,000
KALAMAZOO SYMPHONY ORCHESTRA 360 S BURDICK ST SUITE 100 KALAMAZOO,MI 49007	N/A	PC	EXECUTIVE SEARCH	10,000
KALAMAZOO VALLEY HABITAT FOR HUMANITY 525 E KALAMAZOO AVENUE KALAMAZOO,MI 49007	N/A	PC	HOME OWNERSHIP PROGRAM	15,000
KALAMAZOO VALLEY HABITAT FOR HUMANITY 526 E KALAMAZOO AVENUE KALAMAZOO,MI 49007	N/A	PC	CAPITAL CAMPAIGN	25,000
LADIES LIBRARY ASSOCIATION OF KALAMAZOO 333 SOUTH PARK STREET KALAMAZOO,MI 49007	N/A	PC	21ST CENTURY MATCHING FUNDS PROGRAM	25,000
LOCAL INITIATIVES SUPPORT CORP 119 NORTH CHURCH STREET SUITE 201 KALAMAZOO,MI 49007	N/A	PC	GENERAL SUPPORT	25,000
LOCAL INITIATIVES SUPPORT CORP 119 NORTH CHURCH STREET SUITE 201 KALAMAZOO,MI 49007	N/A	PC	LISC FISCAL AGENT FOR DOUGLASS COMMUNITY ASSOCIATION	10,000
MI FOUNDATION FOR THE BLIND & VISUALLY IMPAIRED 261 E KALAMAZOO AVE SUITE L400 KALAMAZOO,MI 49007	N/A	PC	GENERAL SUPPORT	5,000
MICHIGAN FESTIVAL OF SACRED MUSIC PO BOX 50566 KALAMAZOO,MI 50566	N/A	PC	2013 FESIVAL	5,000
MI YOUTH ARTS FESTIVAL 36400 WOODWARD AVENUE 118 BLOOMFIELD HILLS,MI 48304	N/A	PC	GENERAL SUPPORT	2,500
MINISTRY WITH COMMUNITY 440 N CHURCH STREET KALAMAZOO,MI 49007	N/A	PC	DROP -IN PROGRAM	30,000
NEW VIC THEATRICALS INC 134 EAST VINE STREET KALAMAZOO,MI 49001	N/A	PC	GENERAL SUPPORT	5,000
NEW YEAR'S FEST 346 W MICHIGAN AVENUE KALAMAZOO,MI 49007	N/A	PC	2013-14 NEW YEAR'S FEST	10,000
Total . . . . ▶ **3a**				1,637,500

Form 990PF Part XV Line 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*				
OPEN DOOR - NEXT DOOR SHELTERS PO BOX 50102 KALAMAZOO,MI 49005	N/A	PC	GENERAL SUPPORT	23,000
OPEN ROADS BIKE PROGRAM 151 SOUTH ROSE STREET KALAMAZOO,MI 49007	N/A	PC	RIVERVIEW LAUNCH SITE	5,000
PRETTY LAKE VACATION CAMP 9123 WEST Q AVENUE MATTAWAN,MI 49071	N/A	PC	ADVANCEMENT CAMPAIGN	50,000
PRETTY LAKE VACATION CAMP 9123 WEST Q AVENUE MATTAWAN,MI 49071	N/A	PC	SUMMER CAMP 2013	20,000
RENAISSANCE ENTERPRISES CO 901 LAY BLVD KALAMAZOO,MI 49001	N/A	PC	GENERAL SUPPORT	5,000
SLD LEARNING CENTER 504 S WESTNEDGE AVENUE KALAMAZOO,MI 49008	N/A	PC	GENERAL SUPPORT	7,500
SPECIAL OLYMPICS MICHIGAN PO BOX 474 ALMA,MI 48801	N/A	PC	KALAMAZOO PARTICIPANTS INVOLVED IN SPECIAL OLYMPICS AT WMU	5,000
VIBRANT KALAMAZOO 229 E MICHIGAN AVE STE 240 KALAMAZOO,MI 49007	N/A	PC	RIVERVIEW LAUNCH SITE PROJECT	25,000
WELLSPRING CORI TERRY & DANCERS 199 N PARK ST KALAMAZOO,MI 49006	N/A	PC	OUTREACH PROGRAMS	5,000
WEST MICHIGAN CANCER CENTER 200 N PARK ST KALAMAZOO,MI 49007	N/A	PC	SURVIVORHIP CLINIC PROGRAM	20,000
Y W C A 352 E MICHIGAN AVENUE KALAMAZOO,MI 49007	N/A	PC	NURSE EXAMINER PROGRAM	25,000
Y W C A 352 E MICHIGAN AVENUE KALAMAZOO,MI 49007	N/A	PC	SEXUAL ASSULT PROGRAM	35,000
Total . . . . ▶ **3a**				1,637,500

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TY 2013 Accounting Fees Schedule

Name: DOROTHY U DALTON FOUNDATION INC

EIN: 38-2240062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & TAX SERVICES - PLANTE & MORAN, PLLC	8,995	4,497		4,498

TY 2013 Investments Corporate Bonds Schedule

Name: DOROTHY U DALTON FOUNDATION INC

EIN: 38-2240062

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CELGENE CORPORATION 2.450% 10/15/2015, 125000 SHRS	128,647	128,411
JUNIPER NETWORKS INC 3.100% 03/15/2016, 250000 SHRS	261,252	257,443
LOCKHEED MARTIN CORP 7.650% 05/01/2016, 250000 SHRS	306,970	288,376
OHIO POWER CO 6.000% 06/01/16, 250000 SHRS	291,548	276,762
AMGEN 2.300% 06/15/2016, 125000 SHRS	126,823	128,878
DOMINION RESOURCES INC 5.600% 11/15/2016, 125000 SHRS	146,259	139,159
ECOLAB INC, 200000 SHRS	209,990	209,541
INTUIT INC 5.750% 03/15/2017, 250000 SHRS	290,550	279,521
STARBUCKS CORP 6.250% 08/15/2017, 250000 SHRS	302,302	291,299
UNION PACIFIC CORP 5.750% 11/15/2017, 200000 SHRS	240,206	227,160
NETAPP INC 2.000% 12/15, 125000 SHRS	124,779	124,358
BROADCOM CORP 2.700% 11/01/2018, 250000 SHRS	257,540	252,983

TY 2013 Investments Corporate Stock Schedule

Name: DOROTHY U DALTON FOUNDATION INC

EIN: 38-2240062

Name of Stock	End of Year Book Value	End of Year Fair Market Value
IBM CORP, 3500 SHRS	50,594	656,495
PEPSICO INC, 6000 SHRS	188,268	497,640
STRYKER CORP, 7000 SHRS	170,495	525,980
ACE LIMITED, 5900 SHRS	444,660	610,827
AFLAC INC, 7500 SHRS	481,796	501,000
ALBERMARLE CORP, 8500 SHRS	469,025	538,815
APPLE INC, 1600 SHRS	842,063	897,632
AVAGO TECHNOLOGIES, 14300 SHRS	469,712	756,170
BROADRIDGE FINANCIAL SOLUTIONS, 17200 SHRS	468,607	679,744
CELGENE CORPORATION, 3,850 SHRS	248,805	650,527
CHECK POINT SOFTWARE TECHNOLOGIES, 14050 SHRS	718,327	906,211
CONOCOPHILLIPS, 3900 SHRS	212,550	275,535
DEERE & CO, 3000 SHRS	219,878	273,990
DENBURY RES INC HLDG CO, 29650 SHRS	455,404	487,150
DOVER CORPORATION, 6200 SHRS	447,528	598,548
FRANKLIN RESOURCES INC, 9,400 SHRS	460,911	542,662
IAC/INTERACTIVECORP, 13240 SHRS	766,738	908,939
MARKEL CORP, 1308 SHRS	653,980	759,098
NATIONAL OILWELL VARCO INC, 5850 SHRS	489,426	465,250
NETAPP INC, 15325 SHRS	427,762	630,470
NORFOLK SOUTHERN CORP, 6050 SHRS	418,580	561,621
OMNICOM GROUP INC, 9400 SHRS	445,351	699,078
PLUM CREEK TIMBER CO INC, 6000 SHRS	221,491	279,060
SHIRE PLC ADR, 5075 SHRS	492,211	717,047
SUNCOR ENERGY INC NEW ADR, 23600 SHRS	653,305	827,180
TARGET CORP, 10900 SHRS	725,156	689,643
TRIANGLE CAPITAL CORP, 9000 SHRS	222,024	248,850
WELLS FARGO & CO	611,869	767,260

TY 2013 Investments Government Obligations Schedule

Name:	DOROTHY U DALTON FOUNDATION INC
EIN:	38-2240062
US Government Securities - End of Year Book Value:	1,664,187
US Government Securities - End of Year Fair Market Value:	1,520,653
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Investments - Other Schedule

Name: DOROTHY U DALTON FOUNDATION INC

EIN: 38-2240062

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALERIAN MLP, 28250 SHRS	AT COST	448,241	502,567
ISHARES S&P MIDCAP 400 GROWTH ETF, 4040 SHRS	AT COST	416,952	606,768
ISHARES S&P SMALLCAP 600 GROWTH ETF, 10985 SHRS	AT COST	880,006	1,302,931
ISHARES TR S&P MIDCAP VALUE INDEX, 5300 SHRS	AT COST	419,741	616,019
ISHARES TR S&P SMALLCAP VALUE INDEX, 11675 SHRS	AT COST	880,901	1,298,961
VANGUARD MSCI EMERGING MARKETS ETF, 11260 SHRS	AT COST	431,645	463,236
WISDOMTREE EMERGING MARKETS SMALL CAP, 10210 SHRS	AT COST	441,349	470,579
WISDOMTREE ETF EMERGING MARKETS EQUITY INC, 13025 SHRS	AT COST	670,578	664,666
ALPHASIMPLEX MANAGED FUTURES STRATEGY FD CL Y, 70275.293 SHRS	AT COST	664,883	721,025
DELAWARE EMERGING MARKET, 36303.086 SHRS	AT COST	434,500	590,651
MATTHEWS PACIFIC TIGER FUND CL I, 31010.256 SHRS	AT COST	651,750	774,326
TOUCHSTONE MERGER ARBITRAGE FUND CL I, 64503.167 SHRS	AT COST	689,197	696,634
CALAMOS INTERNATIONAL GROWTH FUND CL I, 12982.773 SHRS	AT COST	207,000	261,733
ING GLOBAL REAL ESTATE, 38303.634 SHRS	AT COST	620,000	701,723
COLUMBIA INCOME OPPORTUNITIES FUND CL Z, 32631.132 SHRS	AT COST	310,590	327,943
FIDELITY FLOATING RATE HIGH INCOME, 100500 SHRS	AT COST	1,005,000	1,000,980
PIMCO TOTAL RETURN FUND, 80154.84 SHRS	AT COST	896,933	856,855
TEMPLETON GLOBAL BOND FUND ADVISOR CL, 24399.767 SHRS	AT COST	306,903	319,393

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TY 2013 Other Expenses Schedule

Name: DOROTHY U DALTON FOUNDATION INC

EIN: 38-2240062

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	20	0		20
SERVICE CHARGES	280	0		280
DUES	295	0		295

TY 2013 Other Professional Fees Schedule

Name: DOROTHY U DALTON FOUNDATION INC

EIN: 38-2240062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT & MANAGEMENT SERVICES - GREENLEAF TRUST	174,507	150,507		24,000

TY 2013 Taxes Schedule

Name: DOROTHY U DALTON FOUNDATION INC

EIN: 38-2240062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	51,929	0		0
FOREIGN TAXES	2,476	2,476		0