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# Form **990-PF**

, and ending

OMB No 1545-0052

Department of the Treasury Internal Revenue Service For calendar year 2013 or tax year beginning

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

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at <a href="https://www.irs.gov/form990of">www.irs.gov/form990of</a>.

Na	me of foundation			A Employer identificatio	n number
т	HE LUDINGTON FAMILY FOUND	λ TT ∩NI		38-3323700	1
	mber and street (or P O box number if mail is not delivered to street		Room/suite		<u></u>
	299 BARDEN RD.	addicasy	Hoonysuite	B Telephone number (989)631-2	2370
	y or town, state or province, country, and ZIP or foreign p	ostal code		C if exemption application is	
S	SANFORD, MI 48657-9534				
G (	Check all that apply: Initial return	Initial return of a fo	rmer public charity	D 1. Foreign organization	s, check here
	Final return	Amended return		2	
	Address change	Name change		2. Foreign organizations mecheck here and attach co	omputation est,
H (	Check type of organization: X Section 501(c)(3) ex			E If private foundation sta	
<u> </u>		Other taxable private foundang method: X Cash		under section 507(b)(1	
	· I —	her (specify)	Accrual	F If the foundation is in a	
	\$ 655,111. (Part I, colu		pasis.)	under section 507(b)(1	)(B), check here
Pa	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements
	necessarily equal the amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	expenses per books	income	income	for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received	20,128.		N/A	
	2 Check if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	14,650.	14,650.		STATEMENT 1
	5a Gross rents				<u> </u>
	b Net rental income or (loss)  6a Net gain or (loss) from sale of assets not on line 10	3,976.			
Ĭ.	b Gross sales price for all 202,379.	3,570.			
Revenue	7 Capital gain net income (from Part IV, line 2)		3,976.		
æ	8 Net short-term capital gain				
	9 Income modifications				
	Oa and allewances				
	D Less Coltrolog des old				
	C Gross profit or (1088)				
	Total. Add lines 1 through 11	38,754.	18,626.		
—	13 Compensation of officers, directors offices, etc	30,734.	18,020.		0.
	14 Of GO Ranes In wages				
	15 Pension plans; employee benefits				
ses	16a Legal fees				
penses	b Accounting fees STMT 2	7,717.	3,859.		3,858.
Ä	c Other professional fees STMT 3	6,428.	6,428.		0.
and Administrative	17 Interest STMT 4	166	1.00		
stra	18 Taxes STMT 4  19 Depreciation and depletion	166.	166.		0.
nin.	20 Occupancy				
Adr	21 Travel, conferences, and meetings				
P P	22 Printing and publications		· -		
ng 6	· · · · · · · · · · · · · · · · · · ·	36.	36.		0.
ratii	24 Total operating and administrative				
Operating	expenses. Add lines 13 through 23	14,347.	10,489.		3,858.
	25 Contributions, gitts, grants paid	24,100.			24,100.
	26 Total expenses and disbursements.	20 447	10 400		07.050
	Add lines 24 and 25	38,447.	10,489.		27,958.
	Subtract line 26 from line 12.     Excess of revenue over expenses and disbursements	307.			
	b Net investment income (if negative, enter -0-)	301.	8,137.		
	C Adjusted net income (if negative, enter -0-)		0,1076	N/A	

LHA For Paperwork Reduction Act Notice, see instructions.

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_		Beginning of year	End of year	ar
Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		(a) Book Value		(c) Fair Market Value
$\top$	1 Cash - non-interest-bearing	18,773.	15,618.	15,618.
1 :	2 Savings and temporary cash investments	28,101.	48,428.	48,428
	Accounts receivable ►			<del></del>
-	Less: allowance for doubtful accounts ▶	ľ		
- ) .	Pledges receivable ▶			<del></del>
ì	Less; allowance for doubtful accounts			
ی ا	5 Grants receivable			
16	Receivables due from officers, directors, trustees, and other			
1	disqualified persons			
7	Other notes and loans receivable			
	Less: allowance for doubtful accounts	-		
ی ا س	Inventories for sale or use	<del></del>		
Assers	Prepaid expenses and deferred charges	314.	117.	117.
₹   <sub>10</sub>	a Investments - U.S. and state government obligations			
-  '`	b Investments - corporate stock STMT 6	85,342.	145,292.	182,876.
1	c Investments - corporate bonds STMT 7	184,241.	183,182.	177,818.
1,,	Investments - land, buildings, and equipment basis			
- [ '				•
12	Less accumulated depreciation  Investments - mortgage loans			
13	amen o F	263,976.	186,522.	230,254.
14		20373701	100,322.	230,234
'`	Less accumulated depreciation			
15	<del></del>			<del></del>
- 1	Total assets (to be completed by all filers - see the			
- '`	, , , ,	580,747.	579,159.	655,111.
17	instructions. Also, see page 1, item 1)  Accounts payable and accrued expenses	300,717	37372330	000,111.
18				
مدا	· · · · · ·			
<u>₽</u>			<del></del>	
≝  20 5   31				
1 21 1 22	Mortgages and other notes payable  Other liabilities (describe   )			
"	Other liabilities (describe			
۱,,	3 Total liabilities (add lines 17 through 22)	0.	0.	
125	Foundations that follow SFAS 117, check here			
- 1	and complete lines 24 through 26 and lines 30 and 31.			
8 24	1			
ن ا د ا ع	<b>—</b>			
25				
2   20	Foundations that do not follow SFAS 117, check here			
ž	and complete lines 27 through 31.			
5   ,,	•	0.	0.	
24 25 26 27 28 29 30 30 30 30 30 30 30 30 30 30 30 30 30	· ' ' ' '	0.		
28		580,747.	579,159.	
29 ق ا ء	Harmonia de la Carta de la	580,747.	579,159.	
§   30	Total net assets or fund balances	500,747.	3/3,133.	
	Total linkilision and not accept Hund belease	580,747.	579,159.	
31	Total liabilities and net assets/fund balances	300,747.	<u> </u>	

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30	T	
	(must agree with end-of-year figure reported on prior year's return)	1	580,747
2	Enter amount from Part I, line 27a	2	307
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	581,054
5	Decreases not included in line 2 (itemize) ► ADJUSTMENT TO BOOK VALUE OF STOCK	5	1,895
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	579,159

Part IV Capital Gai	ns and L	osses for Tax on In	vestmen	t Income						
(a) List and 2-story brid	describe the l ck warehouse	kind(s) of property sold (e.g. ; or common stock, 200 shs	., real estate, s. MLC Co.)		( <b>b</b> )1	How a - Purc - Don	cquired chase ation		acquired lay, yr.)	(d) Date sold (mo., day, yr.)
18 AMERITRADE A	CC #91	5053533					P	VARI	OUS	VARIOUS
b CAPITAL GAIN	S DIVI	DENDS								
C										
d					<u> </u>					
<u>e</u>	<u>-</u>				Ц,					
(e) Gross sales price	(f)	Depreciation allowed (or allowable)		st or other basis expense of sale					ain or (loss s (f) minus	
a 199,53				198,40	3.					1,133.
b 2,84	3.									2,843.
d		<u> </u>			_					
<u>e</u>					_					
Complete only for assets sh	lowing gain in	column (h) and owned by t							ol. (h) gain	
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69		cess of col. (1) col. (j), if any			CU	Losses	not less that (from col. (	h))
a										1,133. 2,843.
b										2,843.
С										
d										
е										
2 Capital gain net income or (n	et capital loss	If gain, also enter  If (loss), enter -0-				2				3,976.
,	·			•	<u> </u>					<del></del> _
<ol> <li>Net short-term capital gain of If gain, also enter in Part I, lir</li> </ol>			u (b):		٦l		İ			
If (loss), enter -0- in Part I, Iii		(o <i>)</i> -			Ŋ	3			N/A	
		Section 4940(e) for	Reduced	Tax on Net	Inv	estn	nent Inc	ome		
(For optional use by domestic pr	rivate foundat	ions subject to the section 4	940(a) tax on	net investment in	come	.)				
			` '			•				
If section 4940(d)(2) applies, lea	ive this part b	lank.								
Was the foundation liable for the	section 4942	2 tax on the distributable am	ount of any ye	ear in the base per	iod?					Yes X No
If "Yes," the foundation does not	qualify under	section 4940(e). Do not co	mplete this pa	ırt.						
1 Enter the appropriate amoun	it in each colu	ımn for each year, see the ın	structions be	fore making any e	ntries					
(a) Base period years		(b)			(c)				Distrit	(d) Oution ratio
Calendar year (or tax year beg	jinning in)	Adjusted qualifying dist		Net value of no	nchar	_		_1 _	(col. (b) div	ided by col. (c))
2012			4,682.				9,500			.059848
2011			2,936.				9,276			.057856
2010			9,397.				3,219			.051284
2009			6,020.				6,134		_	.053524
2008		3	0,347.			<u>55</u>	2,188	•		.054958
										0.77.47.0
2 Total of line 1, column (d)								2		.277470
3 Average distribution ratio for	-	•	n line 2 by 5,	or by the number	of yea	ars				0==404
the foundation has been in ex	kistence if les	s than 5 years						3		.055494
4 Enter the net value of noncha	urutahla-uca ar	esote for 2012 from Part V I	ıne 5					4		616,036.
4 Lines the net value of noncha	iiilabic-use as	33613 101 20 13 1101111 411 7, 1	iiic J					<del>-</del> -		010,0300
5 Multiply line 4 by line 3								5		34,186.
o manapiy mio v by mio b										
6 Enter 1% of net investment ii	ncome (1% o	f Part I, line 27b)						6		81.
	,	•								
7 Add lines 5 and 6								7		34,267.
· · - <del>-</del>										
8 Enter qualifying distributions								8	<u> </u>	27,958.
If line 8 is equal to or greater See the Part VI instructions.	than line 7, c	heck the box in Part VI, line	1b, and comp	lete that part using	g a 19	6 tax r	rate.			

			<u>33237</u>			Page 4
	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4	948 -	see in	stru	ıctio	ns)
18	a 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)				_	
t	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 📖 and enter 1%	1			1	<u>63.</u>
	of Part I, line 27b	1 1				
	c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).					_
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2				<u>0.</u>
3	Add lines 1 and 2	3			1	63.
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				63.
	Credits/Payments:					
	a 2013 estimated tax payments and 2012 overpayment credited to 2013  6a 2,287.					
	Exempt foreign organizations - tax withheld at source					
	: Tax paid with application for extension of time to file (Form 8868)					
	Backup withholding erroneously withheld 6d	_			2 2	07
	Total credits and payments. Add lines 6a through 6d	7			2,2	<u>0 / .</u>
_	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			2 1	21
10		10			2,1 1,9	
	Enter the amount of line 10 to be: Credited to 2014 estimated tax   164. Refunded   art VII-A   Statements Regarding Activities	11			1,3	00.
	a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	<u></u>		_	Yes	No
ıa	any political campaign?	""	-	1a	103	X
	o Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)	١2	—	1b		X
U	If the answer is "Yes" to $_{1a}$ or $_{1b}$ , attach a detailed description of the activities and copies of any materials published		⊢	<del></del> _		
	distributed by the foundation in connection with the activities.	.u or				
	Did the foundation file Form 1120-POL for this year?		1	1c		X
	I Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		⊢	<del></del>		
	(1) On the foundation. > \$ 0 • (2) On foundation managers. > \$ 0 •					
۵	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation		ĺ			
Ĭ	managers. > \$ 0.					
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		}	2		X
-	If "Yes," attach a detailed description of the activities.		 			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, o	r				
Ŭ	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	•		3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<u> </u>	4a		<u>x</u>
	o If "Yes," has it filed a tax return on Form 990-T for this year?	N/	/A	4b		
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5		X
	If "Yes," attach the statement required by General Instruction T		F			
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?		į	6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV			7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)					
	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		L	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for cale	ndar	j			
	year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		<u> </u>	9		<u>X</u>
10	Did any persons become substantial contributors during the tax year? If "Yes." attach a schedule listing their names and addresses			10		$\overline{\mathbf{x}}$

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Pa	art VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges	;?		
	If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ► THOMAS L. LUDINGTON Telephone no. ► 989			
		<b>►</b> 48657	<u>-95</u>	34
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	N	/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank,		Yes	
	securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign	}		
_	country			
Pa	art VII-B   Statements Regarding Activities for Which Form 4720 May Be Required		15.4	
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
18	During the year did the foundation (either directly or indirectly):	ı		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	l		
	a disqualified person?	,		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available	1		
	for the benefit or use of a disqualified person)?	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	1		
	termination of government service, if terminating within 90 days.)	No		
b	If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations	ļ		l
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	<u>  1b</u> _	ļ	X
	Organizations relying on a current notice regarding disaster assistance check here	$\sqcup$		
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			l
	before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			
	defined in section 4942(j)(3) or 4942(j)(5)):			
а	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	1		
	before 2013?	No		
	If "Yes," list the years , , , , , , , , , , , , , , , , , , ,			
b				
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach	/=		
	•	/A 2b	ļ	<u> </u>
C	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.		:	
	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time		l .	
За		, <u> </u>		]
	during the year?	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,	,_		
	•	/A 3b	<u> </u>	<u> </u>
4a	t Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	l	X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that

had not been removed from jeopardy before the first day of the tax year beginning in 2013?

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Form 990-PF (2013) THE LUDINGTON FAMILY FOU			38-33237	00	Page 6
Part VII-B Statements Regarding Activities for Which	Form 4720 May Be I	Required (contin	ued)		
5a During the year did the foundation pay or incur any amount to:					Ī
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	Y	es X No	1	
(2) Influence the outcome of any specific public election (see section 4955); of		ectly,			1
any voter registration drive?	•	Y	es X No		Į
(3) Provide a grant to an individual for travel, study, or other similar purposes	?		es X No	ł	1
(4) Provide a grant to an organization other than a charitable, etc., organizatio				}	
509(a)(1), (2), or (3), or section 4940(d)(2)?			es 🗶 No	1	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or t			ı	1
the prevention of cruelty to children or animals?	or baddational parposos, or i		es X No	l	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify unit	der the excentions described i			- 1	ĺ
section 53.4945 or in a current notice regarding disaster assistance (see instru	•	iii riogulationo	N/A	5b	1
Organizations relying on a current notice regarding disaster assistance check h	•			-	+
		inad			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption for				J	]
expenditure responsibility for the grant?		I/A L Y	es L No [		
If "Yes," attach the statement required by Regulations section 53 494	• •			- 1	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on		िख्न │		
a personal benefit contract?		Y	es 🛣 No	_	۱
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?		<u> </u>	6b	X
If "Yes" to 6b, file Form 8870.					
7a At any time during the tax year, was the foundation a party to a prohibited tax s		Y	es X No		<b>_</b>
b If "Yes," did the foundation receive any proceeds or have any net income attribu				7b	
Part VIII Information About Officers, Directors, Trust	ees, Foundation Ma	ınagers, Highl	У		
Paid Employees, and Contractors	<del></del> _				
1 List all officers, directors, trustees, foundation managers and their		(c) Compensation	I (d) Contribute on to	1 (-) Ev	
(a) Name and address	(b) Title, and average hours per week devoted	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred	accoun	pense t, other
	to position	enter -0-)	compensation	allow	ances
	PRESIDENT	ł		l	
299 W. BARDEN	4 00		1	l	_
SANFORD, MI 48657-9534	1.00	0.	0.		<u>0.</u>
KATRINA K. LUDINGTON	VICE PRESIDEN	T.			
299 W. BARDEN		_	_		
SANFORD, MI 48657-9534	0.00	0.	0.		<u>0.</u>
JOHN T. LUDINGTON	TREASURER		ļ		
299 W. BARDEN					
SANFORD, MI 48657-9534	0.00	0.	0.		0.
		1			
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."			
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Ex	pense t, other
(a) Name and address of each employee paid more than 450,000	devoted to position	(C) Compensation	and deferred compensation	allowa	ances
NONE					
			<u> </u>		
	•		J	J	
		1		1	
				1	
				1	
		1			
Total number of other employees paid over \$50,000	<u> </u>		<b></b>		0
	<del>V</del>		Form	990-PF	(2013)

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Information About Officers, Directors, Trustees, For Paid Employees, and Contractors (continued)	undation Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none	, enter "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		,
<del></del>		
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 relevan number of organizations and other beneficiaries served, conferences convened, research paper.	nt statistical information such as the ers produced, etc.	Expenses
1 N/A	***	
		İ
2		
		1
		1
3		÷-
		1
		1
4		
		1
		1
Part IX-B   Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax	year on lines 1 and 2.	Amount
1 N/A		
2		
All other program-related investments. See instructions.		
3		
Total Add lines 1 through 3	<u> </u>	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: 581,731. a Average monthly fair market value of securities 1a 43,686. 1b b Average of monthly cash balances c Fair market value of all other assets 1c 625,417. 1d d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e 2 2 Acquisition indebtedness applicable to line 1 assets 625, 417. 3 3 Subtract line 2 from line 1d 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 5 616,036. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 30,802. Minimum investment return. Enter 5% of line 5 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.) 30,802. Minimum investment return from Part X, line 6 163. 2a Tax on investment income for 2013 from Part VI, line 5 28 Income tax for 2013. (This does not include the tax from Part VI.) 163. 2c c Add lines 2a and 2b 3 Distributable amount before adjustments. Subtract line 2c from line 1 3 Recoveries of amounts treated as qualifying distributions 4 5 5 Add lines 3 and 4 6 Deduction from distributable amount (see instructions) 30,639. Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 7 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 27,958. a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 1a 1b b Program-related investments - total from Part IX-B 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 3b **b** Cash distribution test (attach the required schedule) 27,958. 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment 5 income. Enter 1% of Part I, line 27b 6 Adjusted qualifying distributions. Subtract line 5 from line 4 6 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

Form **990-PF** (2013)

4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

1 Distributable amount for 2013 from Part XI, fine 7 2 Chearbound income, if any, as of the end of 2013 a Enter amount for 2012 only b Total for prior years:  3 Excess distributions carryover, if any, to 2013: a From 2009 6 From 2010 6 From 2010 6 From 2011 6 From 2011 6 From 2012 7 Total of lines 3a through e  4 Ouslying distributions for 2013 from Part XII, line 4; line 5 27, 95.8 a Applied to 2012, but not more than line 2a happlied to undistributed income of prior years (Election required -see instructions) c Treated as distributions for 2013 from Part XII, line 4; line 5 27, 95.8 a Applied to 2012, but not more than line 2a happlied to undistributed or corpus of the complete of 2013 from Part XII, line 4; line 6;		(a) Corpus	(b) Years prior to 2012	(¢) 2012	(d) 2013
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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 d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	· · · · · · · · · · · · · · · · · · ·		0.1		
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d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.  f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012	undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously	:	0.		
amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.  1 Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012					
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.  f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012			0.		
4a from line 2a. Taxable amount - see instr.  † Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	<b>-</b>				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	4a from line 2a. Taxable amount - see instr.			0.	
Innes 4d and 5 from line 1. This amount must be distributed in 2014  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	<b>-</b>				·
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	lines 4d and 5 from line 1. This amount must				
Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  B Excess distributions carryover from 2008 not applied on line 5 or line 7  B Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  O Analysis of line 9:  a Excess from 2009  b Excess from 2010 c Excess from 2011 d Excess from 2012	be distributed in 2014			,	9,424.
section 170(b)(1)(F) or 4942(g)(3)  B Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012	7 Amounts treated as distributions out of				·
B Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	corpus to satisfy requirements imposed by				
not applied on line 5 or line 7  9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	section 170(b)(1)(F) or 4942(g)(3)	0.			
Subtract lines 7 and 8 from line 6a  O Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012	8 Excess distributions carryover from 2008				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012		0.			
Subtract lines 7 and 8 from line 6a					
a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012		0.			
a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	O Analysis of line 9:				
b Excess from 2010 c Excess from 2011 d Excess from 2012	• • • • • • • • • • • • • • • • • • •		l		
d Excess from 2011 d Excess from 2012					
d Excess from 2012	c Excess from 2011	ļ			
e Excess from 2013	d Excess from 2012	1			
	e Excess from 2013				

Form 990-PF (2013) THE LUDINGTON FAMILY FOUNDATION

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During th		Payment		
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient		
a Paid during the year				
ADOPTION OPTION	NONE	PC	OPERATING	
611 EAST PORTER ST				250
ALBION, MI 49224				
ALBION COLLEGE ANNUAL FUND 611 EAST PORTER ST	NONE	PC	OPERATING	
ALBION, MI 49224		<u> </u>		400
ALBION COLLEGE ENDOWMENT	NONE	₽C	OPERATING	
611 EAST PORTER ST				
ALBION, MI 49224		<del> </del>		7,000.
AMERICAN RED CROSS	NONE	PC	OPERATING	
222 W MAIN ST. SUITE 104				
MIDLAND, MI 48640		<u> </u>		250
BAY AREA YMCA 111 NORTH MADISON AVE.	NONE	PC	OPERATING	
BAY CITY, MI 487086432				250,
	ONTINUATION SHE	ET(S)	<b>▶</b> 3a	24,100
b Approved for future payment				
NONE				
				***
Total			<b>▶</b> 3b	0.
Total			<b>₽</b> 30	OOO DE (0010

Form **990-PF** (2013)

323621 10-10-13

#### Part XVI-A **Analysis of Income-Producing Activities**

THE LUDINGTON FAMILY FOUNDATION

	I Unrelated h	usiness income	Evaluded	by section 512, 513, or 514	
Enter gross amounts unless otherwise indicated.		(b)	(C) Exclu-	(d)	(e) Related or exempt
1 December common reviews	(a) Business	Amount	sion code	Amount	function income
1 Program service revenue:	code		code	741104111	
å			$\vdash$		
<u> </u>	-		<del>├</del>	<del></del>	
<u> </u>	·		<del>                                     </del>		
<u> </u>	-		╂		
e			<del>                                     </del>		
	-				
g Fees and contracts from government agencies			<del>                                     </del>	_	
2 Membership dues and assessments			╂╌╂		
3 Interest on savings and temporary cash					
investments				14 (50	
4 Dividends and interest from securities			14	14,650.	
5 Net rental income or (loss) from real estate:			<del>├</del> ─- <del> </del>		
a Debt-financed property	ļ		<b>-</b>		
b Not debt-financed property			<del>                                     </del>		
6 Net rental income or (loss) from personal			<u> </u>		
property					
7 Other investment income			$\vdash$		<u> </u>
8 Gain or (loss) from sales of assets other					
than inventory			18	3,976.	· · · · · · · · · · · · · · · · · · ·
9 Net income or (loss) from special events			$oldsymbol{ol}oldsymbol{ol}oldsymbol{oldsymbol{oldsymbol{ol}oldsymbol{ol}oldsymbol{ol}oldsymbol{ol{ol}}}}}}}}}}}}}}}}$		
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:				ļ	
<b>a</b>			<u> </u>		
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.	<u> </u>	18,626	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	18,626.
(See worksheet in line 13 instructions to verify calculations.)	<u> </u>	···			
Part XVI-B Relationship of Activities	to the Accom	plishment of Ex	cempt P	urposes	
		<u> </u>		<del>-</del>	
Line No. Explain below how each activity for which income			contribute	d importantly to the accomp	olishment of
the foundation's exempt purposes (other than	by providing funds	for such purposes).			
<del></del>			_		

Form 990-PF (2013)	THE LUDINGTON	FAMILY	FOUNDATION	38-33237	00 Page 13	
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations						
1 Did the organization (	directly or indirectly engage in any	of the following	with any other organization	described in section 501(c) of	Yes No	

1	Did the or	ganization directly or indi	rectly engage in any	of the following	ng with any other organization	on described in sec	tion 501(c) of		Yes	No
	the Code	(other than section 501(c)	)(3) organizations) o	r in section 52	27, relating to political organ	nizations?				
a		from the reporting founda						ĺ		
	(1) Cash							1a(1)		X
	(2) Other	assets						1a(2)		X
þ	Other tran	sactions:								
	(1) Sales	of assets to a noncharital	ble exempt organiza	tion				16(1)		X
	(2) Purci	hases of assets from a no	ncharitable exempt o	organization				1b(2)		Х
	(3) Renta	al of facilities, equipment,	or other assets					1b(3)		X
	• •	bursement arrangements						1b(4)		X
		s or loan guarantees						1b(5)		X
		rmance of services or me	•	•			•	1b(6)		X
		f facilities, equipment, ma					madrak calca af the sacada	10		X
u		=		-	edule. Column <b>(b)</b> should al <sup>,</sup> ed less than fair market vali		=		seis,	
		i) the value of the goods, (				oc in any transaction	or snaring arrangement,	311044 111		
(a) į		(b) Amount involved			e exempt organization	(d) Descriptio	n of transfers, transactions, and	sharing ar	rangeme	nts
<u></u>				N/A				<u>_</u>		
					· · · · · · · · · · · · · · · · · · ·	1				
			_							
					·-					
						<u> </u>				
						<b>_</b>				
				<del></del>		<del> </del>	<del></del>			
—		<del></del>	<del></del>			<del></del>				
_	<del></del>					<del> -</del>				
						<del></del>				
		<del></del>				<del></del>	<del>-</del>			
2a	Is the four	ndation directly or indirect	L	related to, one	or more tax-exempt organi	zations described				
		501(c) of the Code (other	-	-	• =		{	Yes	X	] No
b		omplete the following sche								
		(a) Name of org			(b) Type of organization		(c) Description of relation	ship		
		N/A								
	Luadas	a analysis of a sure. I deplay t	hat I have averaged the		ng accompanying schedules and	statements, and to the	heat of mulk pourledge			
ei.		elief, it is true, correct and com	nplote Declaration of or	eparer bether tha	n taxpayer) is based on all inform	nation of which prepare		ay the IRS of	discuss t	his er
Siq He	re		[m]	111	1 Marchala	2 PRESII	sh	X Yes	(see inst	r )?
	1 🛌	nature of officer or trustee	<del>W</del> ///	ha h	Date Date	Title	<u> </u>	A⊒ Yes		J No
	1 0.gr	Print/Type preparer's na		Preparer's s		Date	Check if PTIN			
				است	, v		self- employed			
Pa	id	LORI BOYCE		$ \alpha $	ou Boyce	11/3/14	PO	0121	981	
	eparer	Firm's name ▶ DEL		LLP		<u> </u>	Firm's EIN ▶ 86-1			
Us	e Only									
					ENTER, SUITE	3900				
		DE'	TROIT, MI	48243	-1895		Phone no. 313-3			
							r	orm QQ(	DE.	20121

## Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

## **Schedule of Contributors**

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

OMB No 1545-0047

2013

Name of the organization

**Employer identification number** 

	HE LUDINGTON FAMILY FOUNDATION	38-3323700
Organization type (check	cone):	
Filers of:	Section:	
Form 990 or 990-EZ	501(c)( ) (enter number) organization	
	4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation	
	527 political organization	
Form 990-PF	X 501(c)(3) exempt private foundation	
	4947(a)(1) nonexempt charitable trust treated as a private foundation	
	501(c)(3) taxable private foundation	
_		
	is covered by the General Rule or a Special Rule.	Dula Cas materials
Note. Only a section 501(	c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special	nuie. See instructions.
General Rule		
_	on filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in iplete Parts I and II.	money or property) from any one
Special Rules		
509(a)(1) and 170	I (c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the (D(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the (ii) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.	
total contribution	I (c)(7), (8), or (10) organization filing Form 990 or 990 EZ that received from any one colus of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or formulate to children or animals. Complete Parts I, II, and III.	
contributions for If this box is chec purpose. Do not	I(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one coluse <i>exclusively</i> for religious, charitable, etc., purposes, but these contributions did not cked, enter here the total contributions that were received during the year for an <i>exclus</i> complete any of the parts unless the <b>General Rule</b> applies to this organization becaus ble, etc., contributions of \$5,000 or more during the year	total to more than \$1,000.  Ively religious, chantable, etc.,
but it must answer "No" o	that is not covered by the General Rule and/or the Special Rules does not file Schedul on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its et the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).	

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

#### THE LUDINGTON FAMILY FOUNDATION

38-3323700

Part I	Contributors (see instructions). Use duplicate copies of Part I if addition	onal space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN LUDINGTON CLT C/O CHEMICAL BANK, 235 E. MAIN ST., P.O. BOX 249 MIDLAND, MI 48640	- - \$\$20,128.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		- - -	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		-   -   \$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		- - - -	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
323452 10-2		Schodula B (Form	Person Payroll Noncash (Complete Part II for noncash contributions.)

Employer identification number

#### THE LUDINGTON FAMILY FOUNDATION

38-3323700

art II N	oncash Property (see instructions). Use duplicate copies of Pa	rt II if additional space is needed	
(a) No. irom Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-   <del>-</del>			
a) lo. om ort I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
$-\begin{vmatrix} - \\ - \end{vmatrix}$		<b>\$</b>	
a) lo. om art l	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		<u> </u>	
a) lo. om art l	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		   \$	
a) lo. om art l	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-   <del>-</del>		     \$	
a) lo. om art l	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		s	990, 990-EZ, or 990-PF) (2

Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, show any relationship to Recipient Foundation Purpose of grant or **Amount** status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor CULVER EDUCATIONAL FOUNDATION NONE PC **DPERATING** 1300 ACADEMY ROAD CULVER, IN 465111291 500. DELTA COLLEGE FOUNDATION NONE ÞС **DPERATING** 1961 DELTA RD UNIV CTR, MI 48710 300. ÞС **OPERATING** HISTORICAL SOCIETY FOR US DISTRICT NONE 925 W OTTAWA ST LANSING, MI 48915 1,000. JUNIOR ACHIEVEMENT OF CENTRAL NONE ÞС **OPERATING** MICHIGAN 5108 EASTMAN AVE, STE 4 250. MIDLAND, MI 48640-6823 **OPERATING** LAFAYETTE COLLEGE NONE PC 730 HIGH ST 202 MARKLE HALL 1,000. EASTON, PA 18042 LAKE HURON COUNCIL OF BOY SCOUTS NONE РC **OPERATING** 5001 SOUTH ELEVEN MILE RD; PO BOX 129 500. MIDLAND, MI 48611-0129 OPERATING NONE РC LITTLE FORKS CONSERVANCY 105 POST ST 300. MIDLAND, MI 48640 LITTLE TRAVERSE CONSERVANCY OPERATING NONE ÞС 3264 POWELL ROAD 400. HARBOR SPRINGS, MI 49740 OPERATING ÞС MARCH OF DIMES NONE 1275 MAMARONECK AVENUE 150. WHITE PLAINS, NY 10605 OPERATING NONE ÞС MIDLAND AREA COMMUNITY FOUNDATION LOOKING SHARP FUND 76 ASHMAN CIRCLE 500. MIDLAND MI 48640 15,950. Total from continuation sheets

	tion		Employer Identification number		
LUDI	NGTON FAMILY FOUNDAT	ION vidual contributions to section 501(c)	38-3323700		
( III	rear. Complete columns (a) through (e) and the total of exclusively religious charitable, etc.	he following line entry. For organization	)(7), (8), or (10) organizations that total more than \$1,000 to ns completing Part III, enter the year. (Enter this information once)  \$ \$		
_ {	Jse duplicate copies of Part III if addition	al space is needed.	(Cities this intollination once)		
lo. m t I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held		
<b>—</b>					
- -					
		(e) Transfer of gift			
	Transferee's name, address, a	nd ZIP + 4	Relationship of transferor to transferee		
—					
o. n t 1	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held		
_					
		(e) Transfer of gift			
	Transferee's name, address, a	Relationship of transferor to transferee			
-					
lo. n t l	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held		
_					
		(e) Transfer of gift			
	Transferee's name, address, a	nd ZIP + 4	Relationship of transferor to transferee		
o. n	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held		
_					
	(e) Transfer of gift				
		(e) Transfer of gift			
	Transferee's name, address, a		Relationship of transferor to transferee		

Part XV   Supplementary Information				
3 Grants and Contributions Paid During the		<del></del>	<del></del>	<u> </u>
Recipient  Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient	<u> </u>	
MIDLAND CENTER FOR THE ARTS	NONE	PC	OPERATING	1
1801 W. ST. ANDREWS RD.				
MIDLAND, MI 48640-2695	<del></del>		<del> </del>	1,250.
	Ì	1		
No. 00 763				
MY CO ESA	NONE	PC	OPERATING	200.
				ļ
NORTH MIDLAND FAMILY CENTER 2601 E SHEARER RD	NONE	PC	OPERATING	
MIDLAND, MI 48642		}		150.
PURDUE UNIVERSITY FOUNDATION	NONE	PC	OPERATING	}
403 WEST WOOD ST	NONZ		DI BIUTI ING	
WEST LAFAYETTE, IN 479072007				500.
REESE COMMUNITY LIVING ENDEAVOR	NONE	PC	OPERATING	
PO BOX 2212				
MIDLAND, MI 486402212				200.
SAGINAW VALLEY STATE UNIVERSITY	NONE	PC	OPERATING	
FOUNDATION				
7400 BAY ROAD				
UNIVERSITY CENTER, MI 48710			<u> </u>	3,500.
SALVATION ARMY	NONE	PC	OPERATING	
P.O. BOX 1447 MIDLAND, MI 48640-1447				300.
ALDERIC, AL GOOD 114,			†	300.
SANFORD LAKE ASSOCIATION P.O. BOX 212	NONE	PC	OPERATING	
SANFORD, MI 48657				400.
SHELTERHOUSE	NONE	₽C	OPERATING	
PO BOX 2660	10112			
MIDLAND, MI 486412660				300.
	1	1		
SPECIAL OLYMPICS	NONE	PC	OPERATING	
SPECIAL OLYMPICS MICHIGAN				
MOUNT PLEASANT, MI 48859			<u> </u>	300.
Total from continuation sheets			<del></del>	

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, Foundation status of recipient Purpose of grant or contribution show any relationship to Amount any foundation manager Name and address (home or business) or substantial contributor THE ROCK CENTER FOR YOUTH DEVELOPMENT NONE PC OPERATING 2300 E. GORDONVILLE RD 500. MIDLAND, MI 486412660 UNITED STATES OLYMPIC COMMITTEE NONE ÞС OPERATING 1 OLYMPIC PLAZA 450. COLORADO SPRINGS, CO 80909 UNITED WAY OF BAY COUNTY NONE ÞС **DPERATING** 909 WASHINGTON AVE; PO BOX 602 500. BAY CITY, MI 487070602 UNITED WAY OF MIDLAND COUNTY NONE РC OPERATING 200 MAIN ST, STE 100 MIDLAND, MI 1,100. UNIVERSITY OF SAN DIEGO SCHOOL OF LAW NONE PС OPERATING 5998 ALCALA PARK SAN DIEGO CA 92110 1,000. WEST MIDLAND FAMILY CENTER NONE ÞС OPERATING 4011 WEST ISABELLA RD SHEPHERD MI 48883 200. WOUNDED WARRIOR PROJECT NONE PC OPERATING 4899 BELFORT ROAD, SUITE 300 200. JACKSONVILLE, FL 32256 Total from continuation sheets

FORM 990-PF	DIVIDENDS	S AND INTER	EST FROM SECUR	ITIES ST	PATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDEND	REVENUE	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERITRADE - INVESTMENT AMERITRADE -	16,808	. 2,84	3. 13,965.	13,965.	
INVESTMENT OID	685	•	0. 685.	685.	
TO PART I, LINE 4	17,493	2,84	14,650.	14,650.	
FORM 990-PF		ACCOUNTI	NG FEES	SI	PATEMENT 2
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	_	7,717.	3,859.		3,858.
TO FORM 990-PF, PG 1,	LN 16B	7,717.	3,859.		3,858.
FORM 990-PF	ro	THER PROFES:	SIONAL FEES	ST	'ATEMENT 3
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	FEE	6,428.	6,428.		0.
TO FORM 990-PF, PG 1,	LN 16C	6,428.	6,428.		0.

FORM 990-PF	TAX	ES		STATEMENT	<b>4</b>
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABI PURPOSES	
FOREIGN TAX	166.	166.		(	0.
TO FORM 990-PF, PG 1, LN 18 =	166.	166.			0.
FORM 990-PF	OTHER E	XPENSES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABI E PURPOSES	
BANK FEES	36.	36.		(	0.
TO FORM 990-PF, PG 1, LN 23	36.	36.		(	0.
FORM 990-PF	CORPORAT	E STOCK		STATEMENT FAIR MARKET	6
DESCRIPTION		ВО	OK VALUE	VALUE	
98 SHS LABORATORY CORP. OF AM 333 SHS ORACLE CORPORATION 222 SHS ATCO LTD 161 SHS BANK NOVA SCOTIA HALI 88 SHS BUFFALO WILD WINGS 164 SHS METRO INC 156 SHS ROSS STORES INC 174 SHS TIM HORTONS INC 198 SHS AFLAC INC CM 122 SHS AMERICAN TOWER CORP 133 SHS CONTINENTAL RESOURSES 198 SHS EXTRA SPACE STORAGE I 209 SHS HCP INC 300 SHS HOLLYFRONTIER CORP 145 SHS HOME PROPERTIES INC 152 SHS RAYONIER INC 237 SHS TAL INTERNATIONAL GRO	FAX S INC		7,228. 7,716. 7,271. 9,998. 5,715. 8,423. 7,223. 8,403. 9,369. 8,864. 10,008. 8,367. 8,382. 13,688. 8,406. 8,420. 7,811.	8,953 12,741 9,704 10,071 12,954 10,071 11,689 10,158 13,226 9,738 14,965 8,342 7,591 14,907 6,399 13,592	1.4.1.98.685.1.759.
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PORTFOL

INC

534.512 SHS FIRST EAGLE SOGEN FDS

388.116 SHS MFS INTL NEW DISCOVERY

3000.201 SHS ING MUT FDS

563.936 SHS MFS UTILS FD

FORM 990-PF CORP	ORATE BONDS		STATEMENT 7
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
10 SHS ABBEY NATL TREAS SVCS PLC		10,276.	10,275.
10 SHS BAIDU INC		10,197.	10,108.
15 SHS BARCLAYS BANK PLC		16,356.	15,375.
15 SHS DEAN WRITTER DISCOVER & CO		0.	0.
20 SHS GENERAL ELEC CAP CORP		21,621.	20,901.
15 SHS GOLDMAN SACHS GROUP INC		16,582.	15,634.
20 SHS JP MORGAN CHASE BANK		22,635.	22,182.
15 SHS MORGAN STANLEY		15,466.	15,662.
15 SHS UNION CITY NJ		13,655.	13,587.
20 SHS WELLS FARGO COMPANY		0.	0.
10 SHS MCGRAW-HILL COMPANIES INC		11,832.	10,861.
10 SHS SOCIETE GENERALE MNT		10,231.	10,307.
15 SHS V F CORP SR UNSECURED CALL		17,987.	16,885.
15 SHS WESTPAC BKG CORP		16,344.	16,041.
13 bilb Wilbillio Bilo Colli			
TOTAL TO FORM 990-PF, PART II, LINE	10C	183,182.	177,818.
FORM 990-PF OTHER			
DECCRIDATON	VALUATION	BOOK WALLIE	FAIR MARKET
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
		BOOK VALUE 38,818.	
2902 SHS ALPS ETF TR ALERIAN MLP	METHOD	·	VALUE
DESCRIPTION  2902 SHS ALPS ETF TR ALERIAN MLP 261 SHS ISHARES MSCI CANANDA 281 SHS SPDR DJ WILSHRE INTL REAL	METHOD FMV	38,818.	VALUE 51,627.
2902 SHS ALPS ETF TR ALERIAN MLP 261 SHS ISHARES MSCI CANANDA	METHOD FMV FMV	38,818.	VALUE 51,627.
2902 SHS ALPS ETF TR ALERIAN MLP 261 SHS ISHARES MSCI CANANDA 281 SHS SPDR DJ WILSHRE INTL REAL ESTATE	FMV FMV FMV FMV	38,818. 0. 9,472.	VALUE 51,627. 0. 11,577.
2902 SHS ALPS ETF TR ALERIAN MLP 261 SHS ISHARES MSCI CANANDA 281 SHS SPDR DJ WILSHRE INTL REAL ESTATE 364 SHS SODR S&P HOMEBUILDERS	FMV FMV FMV FMV	38,818. 0. 9,472. 0.	VALUE  51,627. 0.  11,577. 0.
2902 SHS ALPS ETF TR ALERIAN MLP 261 SHS ISHARES MSCI CANANDA 281 SHS SPDR DJ WILSHRE INTL REAL ESTATE 364 SHS SODR S&P HOMEBUILDERS 155 SHS POWERSHARES QQQ	FMV FMV FMV FMV FMV FMV	38,818. 0. 9,472.	VALUE  51,627. 0.  11,577. 0.
2902 SHS ALPS ETF TR ALERIAN MLP 261 SHS ISHARES MSCI CANANDA 281 SHS SPDR DJ WILSHRE INTL REAL ESTATE 364 SHS SODR S&P HOMEBUILDERS 155 SHS POWERSHARES QQQ 268 SHS POWERSHARES DYNAMIC ENERGY	FMV FMV FMV FMV	38,818. 0. 9,472. 0. 10,430.	VALUE  51,627. 0.  11,577. 0. 13,634.
2902 SHS ALPS ETF TR ALERIAN MLP 261 SHS ISHARES MSCI CANANDA 281 SHS SPDR DJ WILSHRE INTL REAL ESTATE 364 SHS SODR S&P HOMEBUILDERS 155 SHS POWERSHARES QQQ 268 SHS POWERSHARES DYNAMIC ENERGY SECTOR ETF	FMV FMV FMV FMV FMV FMV FMV	38,818. 0. 9,472. 0.	VALUE  51,627. 0.  11,577. 0. 13,634.
2902 SHS ALPS ETF TR ALERIAN MLP 261 SHS ISHARES MSCI CANANDA 281 SHS SPDR DJ WILSHRE INTL REAL ESTATE 364 SHS SODR S&P HOMEBUILDERS 155 SHS POWERSHARES QQQ 268 SHS POWERSHARES DYNAMIC ENERGY SECTOR ETF 365 SHS POWERSHARES LEISURE AND	FMV FMV FMV FMV FMV FMV	38,818. 0. 9,472. 0. 10,430. 12,304.	VALUE  51,627. 0. 11,577. 0. 13,634. 14,871.
2902 SHS ALPS ETF TR ALERIAN MLP 261 SHS ISHARES MSCI CANANDA 281 SHS SPDR DJ WILSHRE INTL REAL ESTATE 364 SHS SODR S&P HOMEBUILDERS 155 SHS POWERSHARES QQQ 268 SHS POWERSHARES DYNAMIC ENERGY SECTOR ETF 365 SHS POWERSHARES LEISURE AND ENTERTAINMENT PORT	FMV FMV FMV FMV FMV FMV FMV FMV	38,818. 0. 9,472. 0. 10,430.	VALUE  51,627. 0. 11,577. 0. 13,634. 14,871.
2902 SHS ALPS ETF TR ALERIAN MLP 261 SHS ISHARES MSCI CANANDA 281 SHS SPDR DJ WILSHRE INTL REAL ESTATE 364 SHS SODR S&P HOMEBUILDERS 155 SHS POWERSHARES QQQ 268 SHS POWERSHARES DYNAMIC ENERGY SECTOR ETF 365 SHS POWERSHARES LEISURE AND ENTERTAINMENT PORT 241 SHS POWERSHARES PHARMACEUTICALS	FMV FMV FMV FMV FMV FMV FMV	38,818. 0. 9,472. 0. 10,430. 12,304. 11,010.	VALUE  51,627. 0. 11,577. 0. 13,634. 14,871. 12,450.
2902 SHS ALPS ETF TR ALERIAN MLP 261 SHS ISHARES MSCI CANANDA 281 SHS SPDR DJ WILSHRE INTL REAL ESTATE 364 SHS SODR S&P HOMEBUILDERS 155 SHS POWERSHARES QQQ 268 SHS POWERSHARES DYNAMIC ENERGY SECTOR ETF 365 SHS POWERSHARES LEISURE AND ENTERTAINMENT PORT 241 SHS POWERSHARES PHARMACEUTICALS PORT	FMV FMV FMV FMV FMV FMV FMV FMV	38,818. 0. 9,472. 0. 10,430. 12,304.	VALUE 51,627. 0. 11,577.
2902 SHS ALPS ETF TR ALERIAN MLP 261 SHS ISHARES MSCI CANANDA 281 SHS SPDR DJ WILSHRE INTL REAL ESTATE 364 SHS SODR S&P HOMEBUILDERS 155 SHS POWERSHARES QQQ 268 SHS POWERSHARES DYNAMIC ENERGY SECTOR ETF 365 SHS POWERSHARES LEISURE AND ENTERTAINMENT PORT 241 SHS POWERSHARES PHARMACEUTICALS PORT 116.097 SHS COHEN & STEERS RLTY SHS	FMV FMV FMV FMV FMV FMV FMV FMV	38,818. 0. 9,472. 0. 10,430. 12,304. 11,010. 8,073.	VALUE  51,627. 0. 11,577. 0. 13,634. 14,871. 12,450. 12,889.
2902 SHS ALPS ETF TR ALERIAN MLP 261 SHS ISHARES MSCI CANANDA 281 SHS SPDR DJ WILSHRE INTL REAL ESTATE 364 SHS SODR S&P HOMEBUILDERS 155 SHS POWERSHARES QQQ 268 SHS POWERSHARES DYNAMIC ENERGY SECTOR ETF 365 SHS POWERSHARES LEISURE AND ENTERTAINMENT PORT 241 SHS POWERSHARES PHARMACEUTICALS PORT 116.097 SHS COHEN & STEERS RLTY SHS INC	FMV FMV FMV FMV FMV FMV FMV FMV	38,818. 0. 9,472. 0. 10,430. 12,304. 11,010.	VALUE  51,627. 0. 11,577. 0. 13,634. 14,871. 12,450. 12,889.
2902 SHS ALPS ETF TR ALERIAN MLP 261 SHS ISHARES MSCI CANANDA 281 SHS SPDR DJ WILSHRE INTL REAL ESTATE 364 SHS SODR S&P HOMEBUILDERS 155 SHS POWERSHARES QQQ 268 SHS POWERSHARES DYNAMIC ENERGY SECTOR ETF 365 SHS POWERSHARES LEISURE AND ENTERTAINMENT PORT 241 SHS POWERSHARES PHARMACEUTICALS PORT 116.097 SHS COHEN & STEERS RLTY SHS	FMV FMV FMV FMV FMV FMV FMV FMV	38,818. 0. 9,472. 0. 10,430. 12,304. 11,010. 8,073.	VALUE  51,627. 0. 11,577. 0. 13,634. 14,871. 12,450.

FMV

**FMV** 

**FMV** 

**FMV** 

12,767.

10,999. 11,758.

0.

0.

11,024.

8,861. 5,391.

0.

0.

THE LUDINGTON FAMILY FOUNDATION			38-3323700
415.454 SHS OAKMARK FDS INTL	FMV	10,034.	10,935.
151.018 SHS PRICE T ROWE MEDIA &	FMV		
TELECOM FD		8,566.	10,490.
211.62 SHS VANGUARD SPECIALISED	FMV		
PORTFOL		15,344.	14,248.
550.325 SHS YACKTMAN FD INC COM	FMV	10,190.	12,955.
370.625 SHS WASATCH INTL GROWTH FD	FMV	10,800.	10,767.
517.137 SHS WESTCORE TR	FMV		
INTERNATIONAL SMALL CAP		8,476.	10,994.
TOTAL TO FORM 990-PF, PART II, LINE 13		186,522.	230,254.
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FORM 990-PF	PART XV - LINE 1A	STATEMENT	9
	LIST OF FOUNDATION MANAGERS		

NAME OF MANAGER

THOMAS L. LUDINGTON JOHN T. LUDINGTON