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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE LUDINGTON FAMILY FOUNDATION		A Employer identification number 38-3323700
Number and street (or P.O. box number if mail is not delivered to street address) 299 BARDEN RD.	Room/suite	B Telephone number (989) 631-2370
City or town, state or province, country, and ZIP or foreign postal code SANFORD, MI 48657-9534		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 655,111.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,976.			
b Gross sales price for all assets on line 6a		202,379.			
7 Capital gain net income (from Part IV, line 2)			3,976.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		38,754.	18,626.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans; employee benefits					
16a Legal fees					
b Accounting fees STMT 2		7,717.	3,859.		3,858.
c Other professional fees STMT 3		6,428.	6,428.		0.
17 Interest					
18 Taxes STMT 4		166.	166.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		36.	36.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		14,347.	10,489.		3,858.
25 Contributions, gifts, grants paid		24,100.			24,100.
26 Total expenses and disbursements. Add lines 24 and 25		38,447.	10,489.		27,958.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		307.			
b Net investment income (if negative, enter -0-)			8,137.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		18,773.	15,618.	15,618.	
	2 Savings and temporary cash investments		28,101.	48,428.	48,428.	
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges		314.	117.	117.	
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock	STMT 6	85,342.	145,292.	182,876.	
	c Investments - corporate bonds	STMT 7	184,241.	183,182.	177,818.	
	11 Investments - land, buildings, and equipment basis ▶					
Liabilities	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other	STMT 8	263,976.	186,522.	230,254.	
	14 Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶)					
Net Assets or Fund Balances	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		580,747.	579,159.	655,111.	
	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)		0.	0.		
	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		0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds		580,747.	579,159.		
	30 Total net assets or fund balances		580,747.	579,159.		
	31 Total liabilities and net assets/fund balances		580,747.	579,159.		

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	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 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 AMERITRADE ACC #915053533	P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS			
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 199,536.		198,403.	1,133.
b 2,843.			2,843.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			1,133.
b			2,843.
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	3,976.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	34,682.	579,500.	.059848
2011	32,936.	569,276.	.057856
2010	29,397.	573,219.	.051284
2009	26,020.	486,134.	.053524
2008	30,347.	552,188.	.054958

2 Total of line 1, column (d)	2	.277470
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	.055494
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	616,036.
5 Multiply line 4 by line 3	5	34,186.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	81.
7 Add lines 5 and 6	7	34,267.
8 Enter qualifying distributions from Part XII, line 4	8	27,958.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	163.
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	163.
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	163.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,287.	
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	2,287.	
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	2,124.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 164. Refunded ☐	11	1,960.	

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THOMAS L. LUDINGTON Telephone no. ► 989-631-2370 Located at ► 299 W. BARDEN, SANFORD, MI ZIP+4 ► 48657-9534			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► , , ,	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS L. LUDINGTON 299 W. BARDEN SANFORD, MI 48657-9534	PRESIDENT 1.00	0.	0.	0.
KATRINA K. LUDINGTON 299 W. BARDEN SANFORD, MI 48657-9534	VICE PRESIDENT 0.00	0.	0.	0.
JOHN T. LUDINGTON 299 W. BARDEN SANFORD, MI 48657-9534	TREASURER 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Part 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	581,731.
b	Average of monthly cash balances	1b	43,686.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	625,417.
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	625,417.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,381.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	616,036.
6	Minimum investment return. Enter 5% of line 5	6	30,802.

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	30,802.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	163.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	163.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30,639.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	30,639.
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	30,639.

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	27,958.
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	27,958.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	27,958.

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				30,639.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			6,743.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 27,958.				
a Applied to 2012, but not more than line 2a			6,743.	
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				21,215.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				9,424.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADOPTION OPTION 611 EAST PORTER ST ALBION, MI 49224	NONE	PC	OPERATING	250.
ALBION COLLEGE ANNUAL FUND 611 EAST PORTER ST ALBION, MI 49224	NONE	PC	OPERATING	400.
ALBION COLLEGE ENDOWMENT 611 EAST PORTER ST ALBION, MI 49224	NONE	PC	OPERATING	7,000.
AMERICAN RED CROSS 222 W MAIN ST. SUITE 104 MIDLAND, MI 48640	NONE	PC	OPERATING	250.
BAY AREA YMCA 111 NORTH MADISON AVE. BAY CITY, MI 487086432	NONE	PC	OPERATING	250.
Total SEE CONTINUATION SHEET(S) ▶ 3a				24,100.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

LORI BOYCE

Preparer's signature

Lori Boyce

Date _____

11/3/14

Check ☐ if
self-employed

PTIN

P00121981

Firm's name ► **DELOITTE TAX LLP**

Firm's EIN ► 86-1065772

Firm's address ▶ 200 RENAISSANCE CENTER, SUITE 3900
DETROIT, MI 48243-1895

Phone no. 313-396-3000

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

THE LUDINGTON FAMILY FOUNDATION

38-3323700

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet 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 additional 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 ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE LUDINGTON FAMILY FOUNDATION**38-3323700****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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

Name of organization

Employer identification number

THE LUDINGTON FAMILY FOUNDATION**38-3323700****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIDLAND CENTER FOR THE ARTS 1801 W. ST. ANDREWS RD. MIDLAND, MI 48640-2695	NONE	PC	OPERATING	1,250.
MY CO ESA	NONE	PC	OPERATING	200.
NORTH MIDLAND FAMILY CENTER 2601 E SHEARER RD MIDLAND, MI 48642	NONE	PC	OPERATING	150.
PURDUE UNIVERSITY FOUNDATION 403 WEST WOOD ST WEST LAFAYETTE, IN 479072007	NONE	PC	OPERATING	500.
REESE COMMUNITY LIVING ENDEAVOR PO BOX 2212 MIDLAND, MI 486402212	NONE	PC	OPERATING	200.
SAGINAW VALLEY STATE UNIVERSITY FOUNDATION 7400 BAY ROAD UNIVERSITY CENTER, MI 48710	NONE	PC	OPERATING	3,500.
SALVATION ARMY P.O. BOX 1447 MIDLAND, MI 48640-1447	NONE	PC	OPERATING	300.
SANFORD LAKE ASSOCIATION P.O. BOX 212 SANFORD, MI 48657	NONE	PC	OPERATING	400.
SHELTERHOUSE PO BOX 2660 MIDLAND, MI 486412660	NONE	PC	OPERATING	300.
SPECIAL OLYMPICS SPECIAL OLYMPICS MICHIGAN MOUNT PLEASANT, MI 48859	NONE	PC	OPERATING	300.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMERITRADE - INVESTMENT	16,808.	2,843.	13,965.	13,965.	
AMERITRADE - INVESTMENT OID	685.	0.	685.	685.	
TO PART I, LINE 4	17,493.	2,843.	14,650.	14,650.	

FORM 990-PF	ACCOUNTING FEES				STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT 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	OTHER PROFESSIONAL FEES				STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT 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	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	166.	166.		0.	
TO FORM 990-PF, PG 1, LN 18	166.	166.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	36.	36.		0.	
TO FORM 990-PF, PG 1, LN 23	36.	36.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
98 SHS LABORATORY CORP. OF AMERICA	7,228.	8,953.		
333 SHS ORACLE CORPORATION	7,716.	12,741.		
222 SHS ATCO LTD	7,271.	9,704.		
161 SHS BANK NOVA SCOTIA HALIFAX	9,998.	10,071.		
88 SHS BUFFALO WILD WINGS	5,715.	12,954.		
164 SHS METRO INC	8,423.	10,071.		
156 SHS ROSS STORES INC	7,223.	11,689.		
174 SHS TIM HORTONS INC	8,403.	10,158.		
198 SHS AFLAC INC CM	9,369.	13,226.		
122 SHS AMERICAN TOWER CORP	8,864.	9,738.		
133 SHS CONTINENTAL RESOURCES INC	10,008.	14,965.		
198 SHS EXTRA SPACE STORAGE INC	8,367.	8,342.		
209 SHS HCP INC	8,382.	7,591.		
300 SHS HOLLYFRONTIER CORP	13,688.	14,907.		
145 SHS HOME PROPERTIES INC	8,406.	7,775.		
152 SHS RAYONIER INC	8,420.	6,399.		
237 SHS TAL INTERNATIONAL GROUP INC	7,811.	13,592.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	145,292.	182,876.		

FORM 990-PF	CORPORATE 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.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	183,182.	177,818.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
2902 SHS ALPS ETF TR ALERIAN MLP	FMV	38,818.	51,627.
261 SHS ISHARES MSCI CANADA	FMV	0.	0.
281 SHS SPDR DJ WILSHRE INTL REAL ESTATE	FMV	9,472.	11,577.
364 SHS SODR S&P HOMEBUILDERS	FMV	0.	0.
155 SHS POWERSHARES QQQ	FMV	10,430.	13,634.
268 SHS POWERSHARES DYNAMIC ENERGY SECTOR ETF	FMV	12,304.	14,871.
365 SHS POWERSHARES LEISURE AND ENTERTAINMENT PORT	FMV	11,010.	12,450.
241 SHS POWERSHARES PHARMACEUTICALS PORT	FMV	8,073.	12,889.
116.097 SHS COHEN & STEERS RLTY SHS INC	FMV	7,729.	7,293.
172.874 SHS FIDELITY FUNDS TRANSN PORTFOL	FMV	11,024.	12,767.
534.512 SHS FIRST EAGLE SOGEN FDS INC	FMV	0.	0.
3000.201 SHS ING MUT FDS	FMV	0.	0.
388.116 SHS MFS INTL NEW DISCOVERY FD	FMV	8,861.	10,999.
563.936 SHS MFS UTILS FD	FMV	5,391.	11,758.

THE LUDINGTON FAMILY FOUNDATION

38-3323700

415.454 SHS OAKMARK FDS INTL	FMV	10,034.	10,935.
151.018 SHS PRICE T ROWE MEDIA & TELECOM FD	FMV	8,566.	10,490.
211.62 SHS VANGUARD SPECIALISED PORTFOL	FMV	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 INTERNATIONAL SMALL CAP	FMV	8,476.	10,994.
TOTAL TO FORM 990-PF, PART II, LINE 13		186,522.	230,254.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

THOMAS L. LUDINGTON
JOHN T. LUDINGTON