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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: PLYM FOUNDATION

A Employer identification number: 38-6069680

Number and street (or P O box number if mail is not delivered to street address): PO BOX 906 — Room/suite:

B Telephone number (see instructions): 574-287-5977

City or town, state or province, country, and ZIP or foreign postal code: NILES MI 49120-0906

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 [X] 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) ▶ $ 6,223,410

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

SCANNED SEP 09 2014

RECEIVED SEP 10 2014 IRS-OSC OGDEN, UT

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	251,510	251,510		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	93,778			
	b	Gross sales price for all assets on line 6a 813,014				
	7	Capital gain net income (from Part IV, line 2)		93,778		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	345,288	345,288	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	15,000	2,500		12,500
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	7,140	1,140		6,000
	c	Other professional fees (attach schedule) STMT 3	63,886	53,886		10,000
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	23,000	23,000		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 5	20,707	14,307		6,400
	24	**Total operating and administrative expenses.** Add lines 13 through 23	129,733	94,833	0	34,900
	25	Contributions, gifts, grants paid	300,000			300,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	429,733	94,833	0	334,900
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-84,445			
	b	**Net investment income** (if negative, enter -0-)		250,455		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing	208,666	200,670	200,670
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE STMT 6	3,445,243	3,665,636	4,376,602
	c	Investments – corporate bonds (attach schedule) SEE STMT 7	1,920,493	1,634,397	1,626,138
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 8	94,025	83,279	20,000
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	5,668,427	5,583,982	6,223,410
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,668,427	5,583,982	
	30	**Total net assets or fund balances** (see instructions)	5,668,427	5,583,982	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,668,427	5,583,982	

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	5,668,427
2	Enter amount from Part I, line 27a	2	-84,445
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,583,982
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,583,982

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE STATEMENT FOR PART I, LINE 6A			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	93,778
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	250,800	5,822,720	0.043073
2011	341,738	5,962,840	0.057311
2010	221,300	6,362,423	0.034782
2009	218,800	5,532,340	0.039549
2008	271,800	6,090,649	0.044626

2	**Total** of line 1, column (d)	2	0.219341
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.043868
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,067,209
5	Multiply line 4 by line 3	5	266,156
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,505
7	Add lines 5 and 6	7	268,661
8	Enter qualifying distributions from Part XII, line 4	8	334,900

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	2,505
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	2,505
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	2,505
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,245		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	13,245
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	10,740
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 10,740 Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶ JAMES F KEENAN Telephone no ▶ 574-287-5977
211 W WASHINGTON ST
Located at ▶ SOUTH BEND IN ZIP+4 ▶ 46601

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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 ▶			

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

			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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? N/A	1c		

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No
If "Yes," list the years ▶ 20 , 20 , 20 , 20

			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
▶ 20 , 20 , 20 , 20

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9				

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
WALTER & KEENAN FINANCIAL CONSULTING SOUTH BEND 211 W WASHINGTON #2400 IN 46601	INVESTMENT SERV	75,886
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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 ▶	

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	5,932,935
b	Average of monthly cash balances		1b	204,668
c	Fair market value of all other assets (see instructions)		1c	22,000
d	**Total** (add lines 1a, b, and c)		1d	6,159,603
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	6,159,603
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	92,394
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	6,067,209
6	**Minimum investment return.** Enter 5% of line 5		6	303,360

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	303,360
2a	Tax on investment income for 2013 from Part VI, line 5	2a 2,505		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	2,505
3	Distributable amount before adjustments Subtract line 2c from line 1		3	300,855
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	300,855
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	300,855

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	334,900
b	Program-related investments – total from Part IX-B	1b	
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	334,900
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,505
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	332,395

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					300,855
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2013					
a From 2008					
b From 2009					
c From 2010					
d From 2011	23,177				
e From 2012					
f **Total** of lines 3a through e		23,177			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 334,900					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2013 distributable amount					300,855
e Remaining amount distributed out of corpus		34,045			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		57,222			
b Prior years' undistributed income Subtract line 4b from line 2b					
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 instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		57,222			
10 Analysis of line 9					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011	23,177				
d Excess from 2012					
e Excess from 2013	34,045				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

JAMES F KEENAN 574-287-5977
211 W WASHINGTON ST SOUTH BEND IN 46601

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

SEE STATEMENT 10

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 11				300,000
Total			▶ **3a**	300,000
b Approved for future payment SEE STATEMENT 12				415,000
Total			▶ **3b**	415,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	251,510	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					93,778
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		251,510	93,778

13 **Total.** Add line 12, columns (b), (d), and (e) 13 345,288

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule

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

Sign Here

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

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

James F. Allen | 8-25-14 | SECRETARY

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
WILLIAM D. HASLETT, CPA	William D. Haslett CPA WILLIAM D. HASLETT, CPA	08/14/14	
Firm's name ▶ HASLETT & GAYNOR, P.C.		PTIN	
Firm's address ▶ ONE SOUTH FIFTH STREET NILES, MI 49120		Firm's EIN ▶	
		Phone no 269-684-7300	

Form 990-PF - General Footnote

Description
PAYMENTS TO DISQUALIFIED PERSON: THE FOUNDATION MADE PAYMENTS TO WALTER & KEENAN FINANCIAL CONSULTING COMPANY. MR. JAMES F. KEENAN, AN OFFICER AND DIRECTOR OF THE FOUNDATION, IS THE SOLE SHAREHOLDER OF WALTER & KEENAN. SUCH PAYMENTS ARE AN EXECEPTION TO THE SELF-DEALING RULES SINCE THEY ARE FOR FINANCIAL CONSULTING AND NECESSARY FOR THE FOUNDATION TO CARRY OUT ITS EXEMPT PURPOSE. FURTHER, SUCH AMOUNTS ARE NOT EXCESSIVE.

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
100.000 BLACKROCK INC	2/13/12	2/12/13	PURCHASE	$ 23,991	$ 19,226	$	$	$ 4,765
500.000 DIGITAL REALTY TRUST INCREIT	4/09/13	5/09/13	PURCHASE	33,040	34,859			-1,819
3000.000 GEN ELECTRIC CAP 5.5 CALLED	2/13/12	1/01/13	PURCHASE	75,000	77,546			-2,546
1500.000 TEMPLETN EMRG MKTS INCM	3/01/12	2/26/13	PURCHASE	26,142	24,529			1,613
100,000.000 GOLDMAN SACKS 5.25%	2/16/07	10/15/13	PURCHASE	100,000	99,786			214
400.000 MATTEL INC	2/13/12	4/09/13	PURCHASE	17,143	12,981			4,162
4854.369 PIMCO FOREIGN BOND FD	7/07/09	6/18/13	PURCHASE	49,980	48,331			1,649
17,645.984 PIMCO UNCONSTRAINED BD FD	11/22/10	3/06/13	PURCHASE	203,968	198,363			5,605
1900.000 SPDR BARCLAYS ETF	2/13/12	5/23/13	PURCHASE	78,349	75,133			3,216
4000.000 TEMPLETN EMRG MKTS INCM	2/13/12	2/26/13	PURCHASE	69,712	66,555			3,157
2250.000 VODAFONE GROUP NEW ADR	2/13/12	9/19/13	PURCHASE	75,458	61,927			13,531
CAPITAL GAIN DIV	12/30/12	12/31/13	PURCHASE	60,231				60,231
TOTAL				$ 813,014	$ 719,236	$ 0	$ 0	$ 93,778

Federal Statements

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
HASLETT & GAYNOR PC	$ 7,140	$ 1,140	$	$ 6,000
TOTAL	$ 7,140	$ 1,140	$ 0	$ 6,000

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WALTER & KEENAN FINANCIAL CONSUL	$ 63,886	$ 53,886	$	$ 10,000
TOTAL	$ 63,886	$ 53,886	$ 0	$ 10,000

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX ON INVESTMENT INCOME	$ 23,000	$ 23,000	$	$
TOTAL	$ 23,000	$ 23,000	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
OTHER EXPENSES	7,107	7,107		
OFFICE MANAGEMENT TO WALTER &	12,000	6,000		6,000
COUNCIL OF MICHIGAN FOUNDATIO	1,600	1,200		400
TOTAL	$ 20,707	$ 14,307	$ 0	$ 6,400

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CALAMOS CONV OPP FUND	$ 88,773	$ 88,773	COST	$ 92,820
COLUMBIA ACORN INTL FD Z	99,654	99,654	COST	216,757
FIRST EAGLE SOGEN FD	235,651	235,651	COST	273,527
JP MORGAN ALERIAN MLP	60,786	60,786	COST	69,525
POWERSHARES ETF INTL DIVIDEND	76,356	76,356	COST	92,101
WISDOMTREE EMERGING MARKETS	80,408	80,407	COST	71,442
AT&T INC	60,167	60,167	COST	70,320
ALTRIA GROUP INC		35,399	COST	38,390
BHP BILLITON LTD	78,278	78,278	COST	68,200
BLACKROCK INC	67,291	48,065	COST	79,117
BP PLC	51,331	51,331	COST	58,332
CISCO SYSTEMS INC		30,969	COST	33,645
CONOCOPHILLIPS	50,486	50,486	COST	63,585
DU PONT	60,810	60,810	COST	77,964
DUKE ENERGY CORP	58,813	58,813	COST	63,213
EXELON CORP	58,836	58,836	COST	41,085
GENERAL ELECTRIC CO	61,918	61,918	COST	91,098
GLAXOSMITHKLINE PLC	59,131	92,215	COST	106,780
HSBC HOLDINGS PC	60,110	60,110	COST	74,426
INTEL CORP	61,371	61,371	COST	59,696
JOHNSON & JOHNSON	64,646	64,646	COST	91,590
KINDER MORGAN INC		49,925	COST	54,000
LILLY ELI & CO	58,249	58,249	COST	76,500
LOCKHEED MARTIN CORP	61,683	61,683	COST	104,062
MARSH & MCLENNAN	1,359	1,359	COST	145,080
MATTEL INC	61,660	48,679	COST	71,370
MICROSOFT CORP	76,531	76,531	COST	93,525
NATIONAL GRID PLC	50,234	50,234	COST	65,320
PEPSICO INC	63,696	63,696	COST	82,940
PROCTER & GAMBLE	64,217	64,217	COST	81,410
ROYAL DUTCH SHELL A ADRF	65,528	65,528	COST	64,143
SCHLUMBERGER LTD		51,235	COST	63,077
SYSCO CORP	58,527	58,527	COST	72,200
THOMSON REUTERS CORP		61,407	COST	75,640
UNILEVER PLC	59,065	59,065	COST	74,160
VERIZON COMMUNICATIONS	61,061	61,061	COST	78,624
WALMART STORES INC		52,509	COST	55,083

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
VODAFONE GROUP	$ 61,927	$	COST	$
WASTE MANAGEMENT INC	60,490	60,490	COST	76,279
AQR DIVERSIFIED ARBITRAGE	150,000	150,000	COST	148,212
BLACKROCK ENERGY & RESOURCES	101,374	101,374	COST	89,910
BLACKSTONE/GSO	57,009	57,009	COST	53,610
HEALTH CARE REIT INC	57,196	57,196	COST	53,570
PERMANENT PORTFOLIO	236,610	236,610	COST	259,514
PIMCO ALL ASSET FUND	300,000	300,000	COST	277,534
PIMCO GLOBAL MULTI ASSET FD	256,544	256,544	COST	271,826
STARWOOD PROPERTY TRUST INC	47,467	47,467	COST	55,400
TOTAL	$ 3,445,243	$ 3,665,636		$ 4,376,602

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
2000 ANNALY CAP MANAGEMENT 7.625%	$ 51,540	$ 51,540	COST	$ 44,300
2000 KKR FINANCIAL HOLDINGS 7.375%		50,887	COST	48,200
100,000 GOLDMAN SACHS 5.25% 10-15-13	99,786		COST	
3000 GE CAPITAL 5.5%	77,546		COST	
2000 REALTY INCOME PFD 6.625%	50,869	50,869	COST	47,860
2000 WACHOVIA PFD 7.25%	51,529	51,529	COST	49,980
2000 WELLS FARGO BANK 5.85%		49,293	COST	47,140
LOOMIS SAYLES BD CL 1	182,933	182,933	COST	215,157
DRIEHAUS ACTIVE INCOME FUND	100,000	100,000	COST	95,479
GOLDMAN SACHS STRATEGIC INCOME		203,968	COST	206,858
GUGGENHEIN BLT 2015 ETF	51,829	51,829	COST	53,560
ISHARES CORPORATE BOND	116,355	116,355	COST	114,188
NUVEEN FLOATING RATE INC OPP	94,341	94,341	COST	97,440
PIMCO ETF BUILD AMERICA BOND	99,632	99,632	COST	84,852
PIMCO FOREIGN BOND FUND	335,025	286,693	COST	289,104
PIMCO UNCONSTRAINED BOND FD	198,363		COST	
POWERSHARES ETF COMPOSITE	75,216	75,216	COST	73,020
SPDR BARCLAYS CAPITAL	75,132		COST	
TEMPLETON EMERGING MARKETS	91,085		COST	
TEMPLETON GLOBAL INCOME	169,312	169,312	COST	159,000
TOTAL	$ 1,920,493	$ 1,634,397		$ 1,626,138

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100000 LEHMAN BROS BANKRUPTCY CLAIM	$ 94,025	$ 83,279	COST	$ 20,000
TOTAL	$ 94,025	$ 83,279		$ 20,000

Federal Statements

Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
J ERIC PLYM PO BOX 3910 VERO BEACH FL 32963	PRESIDENT	2.00	2,500	0	0
KATE CAMPBELL 1509 INNER DRIVE NILES MI 49120	TRUSTEE	2.00	2,500	0	0
JAMES F KEENAN 21640 RAVENNA DRIVE SOUTH BEND IN 46628	SECRETARY/TR	2.00	2,500	0	0
LINDA PLYM 75 PERRY ST UNIT 2A NEW YORK NY 10014	TRUSTEE	2.00	2,500	0	0
ROBERT RANDALL PLYM 4616 MAGNOLIA BRIDGE ROAD CHARLOTTE NC 28210	TRUSTEE	2.00	2,500	0	0
JOHN E PLYM JR 91 CENTRAL PARK WEST #14C NEW YORK NY 10023	TRUSTEE	2.00	2,500	0	0

Statement 10 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
SUBMIT A WRITTEN REQUEST. INCLUDE COMPETE DETAILS ABOUT THE ORGANIZATION, THE PURPOSE OF THE REQUEST AND THE INTENDED USE OF THE GRANT PROCEEDS.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address Relationship	Status	Purpose	Amount
BOYS HOPE/GIRLS HOPE	NONE		GENERAL USE	10,000
CAROLINA HEALTH CARE FOUNDATION	NONE		GENERAL USE	5,000
CITY OF NILES, MI	NONE		COMMUNITY GARDENS	3,000
DRUMMOND ISLAND	NONE		SNOWMOBILE RACE	5,000
GUARDIANS FOR NEW FUTURE	NONE		GENERAL USE	5,000
HABITAT FOR HUMANITY	NONE		GENERAL USE	2,500
HILLSDALE COLLEGE	NONE		BIO STATION	50,000
HILLSDALE COLLEGE	NONE		FOUNDERS CAMPAIGN	50,000
INDIAN RIVER COMM FOUNDATION	NONE		GENERAL USE	1,000
ISABELLA SANTOS FOUNDATION	NONE		GENERAL USE	2,500
KINDERMOURN	NONE		GENERAL USE	2,000
LAKE FOREST ACADEMY	NONE		GENERAL USE	500
MAKE A WISH FOUNDATION	NONE		WISH FUND	5,000
NILES SERVICE LEAGUE	NONE		GENERAL USE	3,000
ST GABRIEL SCHOOL	NONE		GENERAL USE	5,000
ST. EDWARDS SCHOOL	NONE		GENERAL USE	10,000
HILLSDALE COLLEGE	NONE		FOOTBALL PROGRAM	15,000

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
LAKELAND HOSPITAL	NONE		EMERGENCY DEPT	10,000
UNIVERSITY OF NOTRE DAME	NONE		GENERAL USE	30,000
BABY BUNDLES	NONE		GENERAL USE	2,000
AMERICAN RED CROSS	NONE		TEAM FIRE STOPPERS	5,000
CAROLINA RAPTORS	NONE		GENERAL USE	2,500
CITY OF NILES, MI	NONE		SUMMER CONCERTS	4,000
COOKIES FOR KIDS CANCER	NONE		GENERAL USE	2,500
DRUMMOND ISLAND ELEMENTARY	NONE		GENERAL USE	3,000
FRIENDS SEMINARY SCHOOL	NONE		ANNUAL FUND	10,000
GO JEN GO	NONE		GENERAL USE	2,500
HOPE COMMUNITY CHURCH	NONE		RELAY FOR LIFE	3,000
HTCMS	NONE		GENERAL USE	500
INDIAN RIVER MEDICAL CENTER	NONE		GENERAL USE	10,000
INDIANA MICHIGAN RIVER VALLEY TRAIL	NONE		GENERAL USE	5,000
LAKELAND HEALTH FDN	NONE		LICOLN TOWNSHIP HOSPICE	5,000
MAKE A WISH FOUNDATION	NONE		GENERAL USE	10,000
NILES-BUCHANAN MEALS ON WHEELS	NONE		GENERAL USE	2,000

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address Relationship	Status	Purpose	Amount
NILES EDUCATION FOUNDATION	NONE		GENERAL USE	2,000
UNITED MITOCHONDRIAL DISEASE FOUNDA	NONE		TEAM ALEX	500
VICTORY KIDS	NONE		GENERAL USE	1,000
WINGS WORLDQUEST	NONE		GENERAL USE	15,000
TOTAL				300,000

Statement 12 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for Future Pmt

Name / Address	Address Relationship	Status	Purpose	Amount
INDIANA MICHIGAN RIVER TRAIL	NONE		GENERAL USE	5,000
LAKELAND HOSPITAL	NONE		GENERAL USE	20,000
UNIVERSITY OF NOTRE DAME	NONE		GENERAL USE	90,000
FERNWOOD - FERNWOOD AT 50	NONE		GENERAL USE	300,000
TOTAL				415,000