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 HARRY A. AND MARGARET D. TOWSLEY FOUNDATION

A Employer identification number
38-6091798

Number and street (or P O box number if mail is not delivered to street address): 240 WEST MAIN
Room/suite: 2300

B Telephone number
(989)837-1100

City or town, state or province, country, and ZIP or foreign postal code
MIDLAND, MI 48640

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: [X] 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) ▶$ 58,504,091.

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 ▶ [ ]

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	838.	838.		STATEMENT 2
	4 Dividends and interest from securities	1,163,219.	1,163,219.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,999,614.			STATEMENT 1
	b Gross sales price for all assets on line 6a 6,509,752.				
	7 Capital gain net income (from Part IV, line 2)		4,954,746.		
	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	26,466.	26,466.		STATEMENT 4
	12 **Total** Add lines 1 through 11	6,190,137.	6,145,269.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	10,243.	0.		10,243.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	9,650.	0.		9,650.
	c Other professional fees STMT 6	37,845.	22,821.		15,024.
	17 Interest				
	18 Taxes STMT 7	2,412.	0.		2,412.
	19 Depreciation and depletion				
	20 Occupancy	15,308.	0.		15,308.
	21 Travel, conferences, and meetings				
	22 Printing and publications	355.	0.		355.
	23 Other expenses STMT 8	10,413.	25.		10,388.
	24 **Total operating and administrative expenses** Add lines 13 through 23	86,226.	22,846.		63,380.
	25 Contributions, gifts, grants paid	1,456,200.			1,456,200.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,542,426.	22,846.		1,519,580.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4,647,711.			
	b **Net investment income** (if negative, enter -0-)		6,122,423.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED JUL 29 2014

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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	77,436.	126,606.	126,606.
	2 Savings and temporary cash investments	764,056.	4,421,087.	4,421,087.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	20,517,621.	21,459,131.	53,956,398.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	21,359,113.	26,006,824.	58,504,091.
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			
	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	31,445,179.	31,445,179.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<10,086,066.>	<5,438,355.>	
	30 **Total net assets or fund balances**	21,359,113.	26,006,824.	
	31 **Total liabilities and net assets/fund balances**	21,359,113.	26,006,824.	

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	21,359,113.
2	Enter amount from Part I, line 27a	2	4,647,711.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	26,006,824.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,006,824.

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				
b	SEE ATTACHED STATEMENTS			
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	6,509,752.		1,510,138.	4,999,614.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				
b				
c				
d				
e	359,150.	314,282.	44,868.	4,954,746.

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	4,954,746.
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	1,758,032.	44,348,213.	.039642
2011	2,403,509.	46,621,150.	.051554
2010	2,437,050.	41,654,381.	.058506
2009	2,482,712.	31,628,027.	.078497
2008	3,386,570.	54,367,750.	.062290

2 Total of line 1, column (d)	2	.290489
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	.058098
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	50,354,768.
5 Multiply line 4 by line 3	5	2,925,511.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	61,224.
7 Add lines 5 and 6	7	2,986,735.
8 Enter qualifying distributions from Part XII, line 4	8	1,519,580.

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	122,448.
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	122,448.
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	122,448.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	59,083.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	188,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	247,583.
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	125,135.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		125,135. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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 ▶ MARY IVERS, CPA Telephone no. ▶ 734-994-7500

Located at ▶ 2929 PLYMOUTH ROAD, STE 350, ANN ARBOR, MI ZIP+4 ▶ 48105

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

			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			
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?		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
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?		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)? ☐ 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: No 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
SEE STATEMENT 11		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

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

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		
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

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 ▶	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	49,308,951.
b	Average of monthly cash balances		1b	1,812,641.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	51,121,592.
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	51,121,592.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	766,824.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	50,354,768.
6	**Minimum investment return** Enter 5% of line 5		6	2,517,738.

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	2,517,738.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 122,448.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	122,448.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,395,290.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,395,290.
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	2,395,290.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes:		
a	*Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26*	1a	1,519,580.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,519,580.
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	1,519,580.

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				2,395,290.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,367,776.	
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: ▶ $ 1,519,580.				
a Applied to 2012, but not more than line 2a			1,367,776.	
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				151,804.
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				2,243,486.
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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
2 a 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).)

NONE

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.

NONE

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:

SEE STATEMENT 12

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

c Any submission deadlines:

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

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				
SCHEDULE ATTACHED - GRANTS PAID IN CASH IN 2013 SCHEDULE ATTACHED	NONE	PUBLIC 501(C)(3)	FOR SUPPORT OF THE PROGRAM	1,456,200.
Total			▶ 3a	1,456,200.
b Approved for future payment				
SCHEDULE ATTACHED OF GRANTS APPROVED IN 2013 FOR FUTURE PAYMENT SCHEDULE ATTACHED	NONE	PUBLIC 501(C)(3)	FOR SUPPORT OF THE PROGRAM	3,302,200.
Total			▶ 3b	3,302,200.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	838.	
4 Dividends and interest from securities			14	1,163,219.	
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			14	26,466.	
8 Gain or (loss) from sales of assets other than inventory			18	4,999,614.	
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.		6,190,137.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 6,190,137.

(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).
3	FUNDS FOR GRANT MAKING
4	FUNDS FOR GRANT MAKING
7	FUNDS FOR GRANT MAKING
8	FUNDS FOR GRANT MAKING

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

Signature of officer or trustee: [signature] Date: 7/17/14 Title: TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARY IVERS, CPA	[signature]	7/17/14		P00177371

Firm's name ▶ IVERS, RICKELMANN & PETERSEN CPA'S — Firm's EIN ▶ 45-3630198

Firm's address ▶ 2929 PLYMOUTH RD, SUITE 350 ANN ARBOR, MI 48105 — Phone no. (734)994-7500

323622
10-10-13

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	SECURITIES LITIGATION PROCEEDS	P		
b	650 CALL OPTIONS DOW CHEM	P	VARIOUS	VARIOUS
c	100 CALL OPTIONS EXPIRED	P	12/19/12	06/22/13
d	20,000 SHS DOW CHEM	D	12/18/61	09/20/13
e	25,000 SHS DOW CHEM	D	12/18/61	11/08/13
f	20,000 SHS DOW CHEM	D	12/18/61	11/04/13
g	11,200 SHS DOW CHEM	D	12/18/61	11/15/13
h	7,500 SHS DOW CHEM	D	12/18/61	12/02/13
i	7,500 SHS DOW CHEM	D	12/18/61	12/10/13
j	7,900 SHS DOW CHEM	D	12/18/61	12/26/13
k	15,000 SHS DOW CHEM	D	12/18/61	12/26/13
l	2057 SHS VANGUARD EM MKTS STK	P	VARIOUS	12/09/13
m	1633 SHS VANGUARD EURO STK	P	VARIOUS	11/27/13
n	1747 SHS VANGUARD EURO STK	P	VARIOUS	12/09/13
o	3919 SHS VANGUARD GROWTH IDX	P	VARIOUS	11/27/13

	(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	144.			144.
b	51,430.			51,430.
c	11,050.			11,050.
d	729,970.		55,089.	674,881.
e	987,474.		68,861.	918,613.
f	794,786.		55,089.	739,697.
g	449,110.		30,850.	418,260.
h	300,151.		20,658.	279,493.
i	310,111.		20,658.	289,453.
j	323,885.		21,760.	302,125.
k	584,981.		41,317.	543,664.
l	68,070.		61,586.	6,484.
m	45,120.		37,403.	7,717.
n	47,829.		39,996.	7,833.
o	168,623.		100,120.	68,503.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				144.
b				51,430.
c				11,050.
d	62,954.	55,089.	7,865.	667,016.
e	78,692.	68,861.	9,831.	908,782.
f	62,953.	55,089.	7,864.	731,833.
g	35,254.	30,850.	4,404.	413,856.
h	23,608.	20,658.	2,950.	276,543.
i	23,608.	20,658.	2,950.	286,503.
j	24,866.	21,760.	3,106.	299,019.
k	47,215.	41,317.	5,898.	537,766.
l				6,484.
m				7,717.
n				7,833.
o				68,503.

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	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	

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	3100 SHS VANGUARD GROWTH IDX	P	VARIOUS	12/09/13
b	2157 SHS VANGUARD MID CAP GROWTH	P	VARIOUS	05/29/13
c	1892 SHS VANGUARD MID CAP GROWTH	P	VARIOUS	11/27/13
d	1327 SHS VANGUARD MID CAP GROWTH	P	VARIOUS	12/09/13
e	2465 SHS VANGUARD MID CAP VALUE	P	VARIOUS	05/29/13
f	2684 SHS VANGUARD MID CAP VALUE	P	VARIOUS	11/27/13
g	1278 SHS VANGUARD MID CAP VALUE	P	VARIOUS	12/09/13
h	8794 SHS VANGUARD PACIFIC STOCK	P	VARIOUS	05/29/13
i	1009 SHS VANGUARD PACIFIC STOCK	P	VARIOUS	12/09/13
j	2035 SHS VANGUARD S-T BOND IDX	P	VARIOUS	12/09/13
k	1222 SHS VANGUARD SM CAP GROWTH	P	VARIOUS	05/29/13
l	4561 SHS VANGUARD SM CAP GROWTH	P	VARIOUS	11/27/13
m	1279 SHS VANGUARD SM CAP GROWTH	P	VARIOUS	12/09/13
n	1043 SHS VANGUARD SM CAP VALUE	P	VARIOUS	05/29/13
o	3326 SHS VANGUARD SM CAP VALUE	P	VARIOUS	11/27/13

	(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	133,927.		79,207.	54,720.
b	73,827.		37,309.	36,518.
c	71,836.		32,736.	39,100.
d	50,383.		22,960.	27,423.
e	89,445.		49,455.	39,990.
f	109,755.		53,843.	55,912.
g	52,407.		25,647.	26,760.
h	219,347.		192,664.	26,683.
i	26,330.		22,480.	3,850.
j	21,455.		21,680.	<225.>
k	44,675.		20,549.	24,126.
l	192,689.		76,691.	115,998.
m	53,693.		21,508.	32,185.
n	38,035.		22,698.	15,337.
o	138,064.		72,386.	65,678.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				54,720.
b				36,518.
c				39,100.
d				27,423.
e				39,990.
f				55,912.
g				26,760.
h				26,683.
i				3,850.
j				<225.>
k				24,126.
l				115,998.
m				32,185.
n				15,337.
o				65,678.

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	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	

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	1243 SHS VANGUARD SM CAP VALUE	P	VARIOUS	12/09/13
b	2200 SHS VANGUARD VALUE IDX	P	VARIOUS	05/29/13
c	4280 SHS VANGUARD VALUE IDX	P	VARIOUS	11/27/13
d	2402 SHS VANGUARD VALUE IDX	P	VARIOUS	12/09/13
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	51,445.		27,057.	24,388.
b	61,985.		44,063.	17,922.
c	131,060.		85,711.	45,349.
d	73,536.		48,107.	25,429.
e	3,124.			3,124.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				24,388.
b				17,922.
c				45,349.
d				25,429.
e				3,124.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	4,954,746.
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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECURITIES LITIGATION PROCEEDS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
144.	0.	0.	0.	144.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
650 CALL OPTIONS DOW CHEM	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
51,430.	0.	0.	0.	51,430.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 CALL OPTIONS EXPIRED	PURCHASED	12/19/12	06/22/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,050.	0.	0.	0.	11,050.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
20,000 SHS DOW CHEM	DONATED	12/18/61	09/20/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
729,970.	55,089.	0.	0.	674,881.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25,000 SHS DOW CHEM	DONATED	12/18/61	11/08/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
987,474.	68,861.	0.	0.	918,613.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
20,000 SHS DOW CHEM	DONATED	12/18/61	11/04/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
794,786.	55,089.	0.	0.	739,697.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
11,200 SHS DOW CHEM	DONATED	12/18/61	11/15/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
449,110.	30,850.	0.	0.	418,260.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7,500 SHS DOW CHEM	DONATED	12/18/61	12/02/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300,151.	20,658.	0.	0.	279,493.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7,500 SHS DOW CHEM	DONATED	12/18/61	12/10/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
310,111.	20,658.	0.	0.	289,453.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7,900 SHS DOW CHEM	DONATED	12/18/61	12/26/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
323,885.	21,760.	0.	0.	302,125.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
15,000 SHS DOW CHEM	DONATED	12/18/61	12/26/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
584,981.	41,317.	0.	0.	543,664.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2057 SHS VANGUARD EM MKTS STK	PURCHASED	VARIOUS	12/09/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
68,070.	61,586.	0.	0.	6,484.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1633 SHS VANGUARD EURO STK	PURCHASED	VARIOUS	11/27/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,120.	37,403.	0.	0.	7,717.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1747 SHS VANGUARD EURO STK	PURCHASED	VARIOUS	12/09/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47,829.	39,996.	0.	0.	7,833.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3919 SHS VANGUARD GROWTH IDX	PURCHASED	VARIOUS	11/27/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
168,623.	100,120.	0.	0.	68,503.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3100 SHS VANGUARD GROWTH IDX	PURCHASED	VARIOUS	12/09/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
133,927.	79,207.	0.	0.	54,720.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2157 SHS VANGUARD MID CAP GROWTH	PURCHASED	VARIOUS	05/29/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
73,827.	37,309.	0.	0.	36,518.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1892 SHS VANGUARD MID CAP GROWTH	PURCHASED	VARIOUS	11/27/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
71,836.	32,736.	0.	0.	39,100.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1327 SHS VANGUARD MID CAP GROWTH	PURCHASED	VARIOUS	12/09/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,383.	22,960.	0.	0.	27,423.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2465 SHS VANGUARD MID CAP VALUE	PURCHASED	VARIOUS	05/29/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
89,445.	49,455.	0.	0.	39,990.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2684 SHS VANGUARD MID CAP VALUE	PURCHASED	VARIOUS	11/27/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
109,755.	53,843.	0.	0.	55,912.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1278 SHS VANGUARD MID CAP VALUE	PURCHASED	VARIOUS	12/09/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
52,407.	25,647.	0.	0.	26,760.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
8794 SHS VANGUARD PACIFIC STOCK	PURCHASED	VARIOUS	05/29/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
219,347.	192,664.	0.	0.	26,683.

THE HARRY A. AND MARGARET D. TOWSLEY FOU 38-6091798

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1009 SHS VANGUARD PACIFIC STOCK	PURCHASED	VARIOUS	12/09/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,330.	22,480.	0.	0.	3,850.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2035 SHS VANGUARD S-T BOND IDX	PURCHASED	VARIOUS	12/09/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,455.	21,680.	0.	0.	<225.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1222 SHS VANGUARD SM CAP GROWTH	PURCHASED	VARIOUS	05/29/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
44,675.	20,549.	0.	0.	24,126.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4561 SHS VANGUARD SM CAP GROWTH	PURCHASED	VARIOUS	11/27/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
192,689.	76,691.	0.	0.	115,998.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1279 SHS VANGUARD SM CAP GROWTH	PURCHASED	VARIOUS	12/09/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
53,693.	21,508.	0.	0.	32,185.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1043 SHS VANGUARD SM CAP VALUE	PURCHASED	VARIOUS	05/29/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38,035.	22,698.	0.	0.	15,337.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3326 SHS VANGUARD SM CAP VALUE	PURCHASED	VARIOUS	11/27/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
138,064.	72,386.	0.	0.	65,678.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1243 SHS VANGUARD SM CAP VALUE	PURCHASED	VARIOUS	12/09/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
51,445.	27,057.	0.	0.	24,388.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2200 SHS VANGUARD VALUE IDX	PURCHASED	VARIOUS	05/29/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
61,985.	44,063.	0.	0.	17,922.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4280 SHS VANGUARD VALUE IDX	PURCHASED	VARIOUS	11/27/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
131,060.	85,711.	0.	0.	45,349.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2402 SHS VANGUARD VALUE IDX	PURCHASED	VARIOUS	12/09/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
73,536.	48,107.	0.	0.	25,429.

CAPITAL GAINS DIVIDENDS FROM PART IV	3,124.
TOTAL TO FORM 990-PF, PART I, LINE 6A	4,999,614.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHEMICAL BANK	838.	838.	
TOTAL TO PART I, LINE 3	838.	838.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	59,049.	0.	59,049.	59,049.	
DOW CHEMICAL	584,894.	0.	584,894.	584,894.	
VANGUARD FUNDS	522,400.	3,124.	519,276.	519,276.	
TO PART I, LINE 4	1,166,343.	3,124.	1,163,219.	1,163,219.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHARITABLE LEAD TRUST INCOME	26,466.	26,466.	
TOTAL TO FORM 990-PF, PART I, LINE 11	26,466.	26,466.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUNBAR/MARTEL, LLC	3,280.	0.		3,280.
IVERS RICKELMANN PETERSEN TAX PREP FEE	6,370.	0.		6,370.
TO FORM 990-PF, PG 1, LN 16B	9,650.	0.		9,650.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REHMANN AUDIT FEE	13,000.	0.		13,000.
HRNI ADMINISTRATIVE FEES	2,024.	0.		2,024.
CHEMICAL BANK AGENCY FEES	11,571.	11,571.		0.
COLUMBIA ASSET INVESTMENT MGMT FEES	11,250.	11,250.		0.
TO FORM 990-PF, PG 1, LN 16C	37,845.	22,821.		15,024.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	2,412.	0.		2,412.
TO FORM 990-PF, PG 1, LN 18	2,412.	0.		2,412.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE EXPENSE	7,247.	0.		7,247.
COMPUTER EXPENSE	1,370.	0.		1,370.
OFFICE EXPENSE	1,691.	0.		1,691.
MISCELLANEOUS EXPENSE	105.	25.		80.
TO FORM 990-PF, PG 1, LN 23	10,413.	25.		10,388.

FOOTNOTES — STATEMENT 9

PART VII-B LINE 1A(4): STMT REGARDING DISQUALIFIED PERSONS

WENDELL DUNBAR, CPA, A DISQUALIFIED PERSON, OWNS 50% OF DUNBAR & MARTEL, LLC. THE LLC RECEIVED $3,280 FOR ACCOUNTING AND TAX SERVICES IN 2013.
MARY IVERS, CPA, A DISQUALIFIED PERSON, IS AN OWNER/MEMBER

OF IVERS, RICKELMANN & PETERSEN CPA'S. THIS FIRM RECEIVED
$6,370 FOR ACCOUNTING AND TAX SERVICES IN 2013.
THESE PROFESSIONAL FEES ARE DISCLOSED IN THE OPERATING AND
ADMINISTRATIVE EXPENSES.
NO DIRECTOR OR TRUSTEE FEES ARE PAID BY THE
TOWSLEY FOUNDATION.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	21,487,234.	54,017,421.
CALL OPTIONS - OPEN	<28,103.>	<61,023.>
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,459,131.	53,956,398.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARGARET ANN RIECKER 2216 MAPLELEAF MIDLAND, MI 48640	CHAIR/TRUSTEE 4.00	0.	0.	0.
JUDITH D. RUMELHART 13 SOUTHWICK COURT ANN ARBOR, MI 48105	VPRES/TRUSTEE 1.00	0.	0.	0.
LYNN T. WHITE 1337 BALLYBUNION CT SE GRAND RAPIDS, MI 49546	PRES/TRUSTEE 10.00	0.	0.	0.
MARY IVERS 2929 PLYMOUTH RD., STE 350 ANN ARBOR, MI 48105	TREASURER 4.00	0.	0.	0.
JENNIFER POTEAT 4 GEDDES HEIGHTS ANN ARBOR, MI 48104	TRUSTEE 1.00	0.	0.	0.
MARGARET E. THOMPSON 4100 SILVERGRASS DRIVE, N.E. GRAND RAPIDS, MI 49525	TRUSTEE 1.00	0.	0.	0.
STEVEN RIECKER 2040 BOARDMAN PLAINS TRAVERSE CITY, MI 49686	TRUSTEE 1.00	0.	0.	0.

DAVID WINSTON INGLISH 1555 EL CAMINO DEL TEATRO LA JOLLA, CA 92037	TRUSTEE 1.00	0.	0.	0.
DOUGLAS INGLISH 1525 N DOHENY DR LOS ANGELES, CA 90069	TRUSTEE 1.00	0.	0.	0.
SHARON ROTHWELL 5527 GREAT HAWK CIRCLE ANN ARBOR, MI 48105	TRUSTEE 1.00	0.	0.	0.
C. WENDELL DUNBAR 3295 BLUETT ANN ARBOR, MI 48105	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LYNN T. WHITE, PRESIDENT
240 WEST MAIN STREET
MIDLAND, MI 48640

TELEPHONE NUMBER

(989) 837-1100

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED "GRANT APPLICATION PROCEDURE".

ANY SUBMISSION DEADLINES

GRANTS TO BE CONSIDERED DURING THE CALENDAR YEAR SHOULD PREFERABLY BE RECEIVED PRIOR TO MARCH 31ST.

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED "GUIDELINES TO PROGRAM AID".

GUIDELINES TO PROGRAM AID

In order to utilize its resources wisely, the Foundation generally adheres to the following guidelines:

1. The geographic area is limited basically to recipients in the State of Michigan and primarily within Ann Arbor and Washtenaw County

2. The Foundation does not make direct grants to individuals, provide loan funds, or make grants to students for scholarships.

3. The Foundation does not make grants for travel and conferences Traditionally, we do not provide funds for books, publications, films, tapes, audio-visual or other communication media.

4. An Environmental Impact Statement is required for all capital projects.

GRANT APPLICATION PROCEDURE

Charitable organizations other than private foundations may apply for a grant. The Foundation does not provide application forms for submitting requests. Elaborate presentations are not necessary.

Grants are not made to institutions which unfairly discriminate in policy or practice against age, race, color, creed or sex.

Organizations seeking aid from the Foundation should:

1 Forward (a) copy of the tax exempt letter from the Internal Revenue Service and (b) copy of the letter establishing that the applicant is not a private foundation.

2 State the amounts requested and explain the need.

3 Include in the application the organization's latest financial statements, along with an operating budget and other funding sources.

The Foundation reserves the right to ascertain through certified accountants of the recipient organization whether a potential grant will cause the organization to lose its public foundation status.

The Trustees do not conduct personal interviews with applicants except upon the Foundation's initiative. Additional information is frequently requested by the Foundation after the application is received.

GRANT REQUESTS APPROVED 2013

5 May 2014

Organization	Project Title	Req/Granted
Arbor Hospice Foundation 2366 Oak Valley Drive Ann Arbor, MI 48103	The Campaign for Arbor Hospice	Grant: $500,000.00 Paid: $0 00 Bal.: $500,000.00 Term: 36 Months
City OperaHouse Heritage Association 106 E. Front Street Traverse City, MI 49684	Renovation of the third floor consisting of a men and women's restroom as well as a donor lounge	Grant: $50,000.00 Paid: $50,000.00 Bal.: $0.00 Term: 4 Months
Council of Michigan Foundations One South Harbor Avenue Suite 3 Grand Haven, MI 49417		Grant: $7,200.00 Paid: $7,200.00 Bal.: $0.00 Term: 12 Months
Family Learning Institute 1954 South Industrial Highway Suite D Ann Arbor, Michigan 48104	Operational Expenses	Grant: $150,000.00 Paid: $50,000.00 Bal.: $100,000.00 Term: 24 Months
Food Gatherers P.O. Box 131037 Ann Arbor, Michigan 48113	Warehouse Expansion	Grant: $50,000.00 Paid: $50,000.00 Bal.: $0.00 Term: 4 Months
Hope Clinic P.O. Box 980311 Ypsilanti, Michigan 48198-0311	Expansion of Services	Grant: $100,000.00 Paid: $50,000.00 Bal.: $50,000.00 Term: 16 Months
Hope College DeWitt Center 141 East 12th Street P.O. Box 9000 Holland, Michigan 46422-9000	Construction of a new concert hall/music building	Grant: $250,000.00 Paid: $85,000.00 Bal.: $165,000.00 Term: 28 Months
Lansing Community College Foundation 8021-Foundation P.O. Box 40010 Lansing, Michigan 48901-7210	A gymn for the EarlyLCC Access Program for Preschoolers	Grant: $15,000.00 Paid: $15,000.00 Bal.: $0.00 Term: 4 Months
Michigan Theater Foundation, Inc. 603 East Liberty Ann Arbor, Michigan 48104	Michigan Theater's Institutional Capitalizastion Fund	Grant: $100,000.00 Paid: $25,000.00 Bal.: $75,000.00 Term: 36 Months

Organization	Project Title	Req/Granted
Midland Center For The Arts 1801 West St. Andrews Midland, Michigan 48640-2695	Various Upgrades in The Hall of Ideas	Grant: $50,000.00 Paid: $50,000.00 Bal.: $0.00 Term: 4 Months
Shelter Association of Washtenaw County 312 West Huron Ann Arbor, Michigan 48103	General Operating Expenses	Grant: $15,000.00 Paid: $5,000.00 Bal.: $10,000.00 Term: 24 Months
SOS Community Services 101 South Huron Street Ypsilanti, Michigan 48197	Early Risers Intervention Program for Homeless School-Aged Children	Grant: $15,000.00 Paid: $15,000.00 Bal.: $0.00 Term: 4 Months
Starr Commonwealth Schools 13725 Starr Commonwealth Road Albion. Michigan 49224-9580	Renovation of the Montcalm School Klare Building plus start-up funding for the initial operations of the day school.	Grant: $250,000.00 Paid: $85,000.00 Bal.· $165,000.00 Term: 24 Months
The Nature Conservancy Michigan Chapter 101 East Grand River Lansing, Michigan 48906	The Great Lakes Project	Grant: $500,000.00 Paid: $0.00 Bal.: $500,000.00 Term: 36 Months
The University of Michigan School of Education 610 E. University Avenue 1001D SEB Ann Arbor, Michigan 48109-1259	Launching Funds for the School's Multi-initiative Campaign	Grant: $1,000,000.00 Paid: $0.00 Bal.: $1,000,000.00 Term: 36 Months
University of Michigan Food Allergy Center Domino's Farms 24 Frank Lloyd Wright Dr. Level 1,l Ste H-2100 Ann Arbor, Michigan 48106	U-M Food Allergy Database	Grant: $250,000.00 Paid: $85,000.00 Bal.: $165,000.00 Term: 24 Months

Grand Totals (16 items)

PAYMENTS RECONCILIATION REPORT

Paid Date was 2013

5/5/2014

Check Number	Check Payable to:	Grant Amount	Payment Date	Payment Amount	Payment Fund Payment Type	Request ID Ref. No.
Paid						
1023	Council of Michigan Foundations One South Harbor Avenue Suite 3 Grand Haven, MI 49417	$7,200.00	8/15/2013	$7,200.00	Foundation	1868
1064	Family Learning Institute 1954 South Industrial Highway Suite D Ann Arbor, Michigan 48104	$150,000.00	12/17/2013	$50,000.00	Foundation *Cash*	1864
1084	Albion College 611 East Porter Street Albion, Michigan 49224	$1,500,000.00	12/14/2013	$60,000.00	Foundation	1217
1085	The Ann Arbor Teen Center: Neutral Zone 310 E. Washington Street Ann Arbor, Michigan 48104-2010	$300,000.00	12/14/2013	$14,400.00	Foundation	1487
1086	Carleton College One North College Street Northfield, Minnesota 55057-4010	$2,000,000.00	12/14/2013	$96,000.00	Foundation	1443
1087	Child and Family Services of Northwestern Michigan 3785 Veterans Drive Traverse City, Michigan 49684	$150,000.00	12/14/2013	$12,000.00	Foundation	1659
1088	City OperaHouse Heritage Association 106 E. Front Street Traverse City, MI 49684	$50,000.00	12/14/2013	$50,000.00	Foundation *Cash*	1834

Check Number	Check Payable to:	Grant Amount	Payment Date	Payment Amount	Payment Fund Payment Type	Request ID Ref. No.
1089	The Corner Health Center 47 N. Huron Ypsilanti, Michigan 48197	$300,000.00	12/14/2013	$14,400.00	Foundation	1621
1090	Food Gatherers P.O. Box 131037 Ann Arbor, Michigan 48113	$50,000.00	12/14/2013	$50,000.00	Foundation *Cash*	1862
1091	Grand Traverse Bay YMCA 3000 Racquet Club Drive Traverse City, Michigan 49684	$100,000.00	12/14/2013	$6,000.00	Foundation	1631
1092	Greenhills School 850 Greenhills Drive Ann Arbor, MI 48105	$125,000.00	12/14/2013	$25,000.00	Foundation *Cash*	1663
1093	The Helen Hayes Awards 2233 Wisconsin Avenue, NW Suite 300 Washington, DC 20007	$575,000 00	12/14/2013	$170,200.00	Foundation *Cash*	1629
1095	Hope Clinlic P.O. Box 980311 Ypsilanti, Michigan 48198-0311	$100,000.00	12/14/2013	$50,000.00	Foundation *Cash*	1851
1096	Hope College DeWitt Center 141 East 12th Street P.O. Box 9000 Holland, Michigan 46422-9000	$250,000.00	12/14/2013	$85,000.00	Foundation *Cash*	1822
1097	Humane Society of Huron Valley 3100 Cherry Hill Road Ann Arbor, Michigan 48105	$250,000.00	12/14/2013	$12,000 00	Foundation	1596

Check Number	Check Payable to:	Grant Amount	Payment Date	Payment Amount	Payment Fund Payment Type	Request ID Ref. No.
1098	Interlochen Center For The Arts P.O. Box 199 Interlochen, Michigan 49643-0199	$500,000.00	12/14/2013	$100,000.00	Foundation *Cash*	1664
1099	Lansing Community College Foundation 8021-Foundation P.O. Box 40010 Lansing, Michigan 48901-7210	$15,000.00	12/14/2013	$15,000.00	Foundation *Cash*	1838
1100	Madonna University 36600 Schoolcraft Road Livonia, Michigan 48150-1173	$400,000.00	12/14/2013	$24,000.00	Foundation	1582
1101	Michigan State University University Development 300 Spartan Way East Lansing, Michigan 48824-1005	$1,000,000.00	12/14/2013	$200,000.00	Foundation	1584
1102	Michigan Theater Foundation, Inc. 603 East Liberty Ann Arbor, Michigan 48104	$100,000.00	12/14/2013	$25,000.00	Foundation *Cash*	1826
1103	Midland Center For The Arts 1801 West St. Andrews Midland, Michigan 48640-2695	$50,000.00	12/14/2013	$50,000.00	Foundation *Cash*	1857
1104	Saint Joseph Mercy Health System 5301 East Huron River Drive Post Office Box 995 Ann Arbor, Michigan 48106-0995	$1,500,000.00	12/14/2013	$72,000.00	Foundation	1525
1105	Shelter Association of Washtenaw County 312 West Huron Ann Arbor, Michigan 48103	$15,000.00	12/14/2013	$5,000.00	Foundation *Cash*	1819

Check Number	Check Payable to:	Grant Amount	Payment Date	Payment Amount	Payment Fund Payment Type	Request ID Ref. No.
1106	Starr Commonwealth Schools 13725 Starr Commonwealth Road Albion, Michigan 49224-9580	$250,000.00	12/14/2013	$85,000.00	Foundation *Cash*	1860
1107	University of Michigan Food Allergy Center Domino's Farms 24 Frank Lloyd Wright Dr. Level 1,I Ste H-2100 Ann Arbor, Michigan 48106	$250,000.00	12/14/2013	$85,000.00	Foundation *Cash*	1828
1108	University of Michigan Kellogg Eye Center 1000 Wall Street Ann Arbor, Michigan 48105	$1,500,000.00	12/14/2013	$72,000.00	Foundation	1516
1109	West Midland Family Center 4011 West Isabella Road (M-20) Shepherd, Michigan 48883	$100,000.00	12/14/2013	$6,000.00	Foundation	1642
1110	SOS Community Services 101 South Huron Street Ypsilanti, Michigan 48197	$15,000.00	12/14/2013	$15,000.00	Foundation *Cash*	1856
			Total Paid (28 items)	$1,456,200.00		
			Grand Total (28 items)	$1,456,200.00		

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at** *www irs.gov/form8868.*

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions THE HARRY A. AND MARGARET D. TOWSLEY FOUNDATION	Employer identification number (EIN) or 38-6091798
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 240 WEST MAIN, NO. 2300	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MIDLAND, MI 48640	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MARY IVERS, CPA 2929 PLYMOUTH ROAD, STE 350 - ANN ARBOR, MI 48105
  Telephone No ▶ 734-994-7500 Fax No ▶ 734-994-0165
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for.
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning ________________, and ending ________________.

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 247,583.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 59,083.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 188,500.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.