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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

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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 RICHARD AND HELEN DEVOS FOUNDATION		A Employer identification number 45-6659303
Number and street (or P.O. box number if mail is not delivered to street address) 126 OTTAWA AVENUE NW, SUITE 500	Room/suite	B Telephone number (616) 643-4700
City or town, state or province, country, and ZIP or foreign postal code GRAND RAPIDS, MI 49503		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 58,382,147.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		25,000,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,392.	1,392.		STATEMENT 1
4 Dividends and interest from securities		1,015,629.	20.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain, net income (from Part IV, line 2)			21,386.		
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		71,097.	152,216.		STATEMENT 3
12 Total. Add lines 1 through 11		26,088,118.	175,014.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		248.	0.		248.
b Accounting fees STMT 5		18,215.	1,822.		14,572.
c Other professional fees STMT 6		508,834.	28,149.		480,685.
17 Interest					
18 Taxes STMT 7		37,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		52,677.	0.		52,677.
22 Printing and publications		23,120.	0.		23,120.
23 Other expenses STMT 8		37,799.	0.		37,799.
24 Total operating and administrative expenses. Add lines 13 through 23		677,893.	29,971.		609,101.
25 Contributions, gifts, grants paid		48,149,177.			48,149,177.
26 Total expenses and disbursements. Add lines 24 and 25		48,827,070.	29,971.		48,758,278.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<22,738,952.>			
b Net investment income (if negative, enter -0-)			145,043.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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SCANNED NOV 28 2014

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			
	2 Savings and temporary cash investments	2,220,402.	<18,037.>	<18,037.>
	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 9	56.	56.	28,104,870.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	47,214,071.	23,851,243.	27,443,585.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	0.	2,851,729.	2,851,729.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	49,434,529.	26,684,991.	58,382,147.
	17 Accounts payable and accrued expenses	80,072.	69,486.	
	18 Grants payable			
Net Assets or Fund Balances	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)	80,072.	69,486.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	49,354,457.	26,615,505.	
	30 Total net assets or fund balances	49,354,457.	26,615,505.	
	31 Total liabilities and net assets/fund balances	49,434,529.	26,684,991.	

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 49,354,457.
2 Enter amount from Part I, line 27a	2 <22,738,952.>
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 26,615,505.
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 26,615,505.

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 FROM PARTNERSHIPS - SEE STATEMENT 13	P	VARIOUS	VARIOUS
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			21,386.
b			
c			
d			
e			

(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			21,386.
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	21,386.
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	44,833,380.	73,634,299.	.608865
2011	52,647,946.	89,349,676.	.589235
2010	55,211,054.	89,070,399.	.619859
2009	48,361,085.	89,129,491.	.542594
2008	50,643,778.	76,120,484.	.665311

2 Total of line 1, column (d)	2	3.025864
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	.605173
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	54,526,303.
5 Multiply line 4 by line 3	5	32,997,846.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,450.
7 Add lines 5 and 6	7	32,999,296.
8 Enter qualifying distributions from Part XII, line 4	8	51,604,435.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b _____		1	1,450.
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	1,450.
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	1,450.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,048.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,048.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,598.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 4,598. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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?	4b	X
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) <input checked="" type="checkbox"/> MI, FL		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► ROBERT H. SCHIERBEEK Telephone no. ► (616) 643-4700			
Located at ► 126 OTTAWA, N.W., SUITE 500, GRAND RAPIDS, MI ZIP+4 ► 49503				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d). SEE STATEMENT 16

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?

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? ☐ Yes ☒ No

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
RICHARD M. DEVOS	TRUSTEE			
126 OTTAWA AVENUE, N.W., SUITE 500				
GRAND RAPIDS, MI 49503	1.00	0.	0.	0.
HELEN J. DEVOS	TRUSTEE			
126 OTTAWA AVENUE, N.W., SUITE 500				
GRAND RAPIDS, MI 49503	1.00	0.	0.	0.
JERRY L. TUBERGEN	TRUSTEE			
126 OTTAWA AVENUE, N.W., SUITE 500				
GRAND RAPIDS, MI 49503	1.00	0.	0.	0.

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

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

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

0

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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
RDV CORPORATION - 126 OTTAWA AVE STE 500, GRAND RAPIDS, MI 49503	MANAGEMENT FEE	507,049.
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 DEVOS MEDICAL ETHICS COLLOQUY - SEE STATEMENT 14	
	49,157.
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 GRAND ACTION FOUNDATION - SEE STATEMENT 15	
	2,846,157.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	2,846,157.

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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	0.
b Average of monthly cash balances	1b	314,182.
c Fair market value of all other assets	1c	55,042,471.
d Total (add lines 1a, b, and c)	1d	55,356,653.
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	55,356,653.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	830,350.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,526,303.
6 Minimum investment return. Enter 5% of line 5	6	2,726,315.

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	2,726,315.
2a Tax on investment income for 2013 from Part VI, line 5	2a	1,450.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	440,293.
c Add lines 2a and 2b	2c	441,743.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,284,572.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	2,284,572.
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	2,284,572.

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	48,758,278.
b Program-related investments - total from Part IX-B	1b	2,846,157.
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	51,604,435.
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	1,450.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	51,602,985.

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.

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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				2,284,572.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	50,543,872.			
b From 2009	48,361,085.			
c From 2010	55,211,054.			
d From 2011	52,647,946.			
e From 2012	44,833,306.			
f Total of lines 3a through e	251,597,263.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 51,604,435.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				2,284,572.
e Remaining amount distributed out of corpus	49,319,863.			
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	300,917,126.			
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				0.
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	50,543,872.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	250,373,254.			
10 Analysis of line 9:				
a Excess from 2009	48,361,085.			
b Excess from 2010	55,211,054.			
c Excess from 2011	52,647,946.			
d Excess from 2012	44,833,306.			
e Excess from 2013	49,319,863.			

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)

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	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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).)

SEE STATEMENT 12

- 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:

RICHARD M. & HELEN J. DEVOS, (616) 643-4700
126 OTTAWA, N.W., SUITE 500, GRAND RAPIDS, MI 49503

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

LETTER OF REQUEST

- 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 ATTACHED STATEMENT 17				48,149,177.
Total			▶ 3a	48,149,177.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form 990-PF (2013)

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

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

[illegible]

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

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

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

**Sign
Here**

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

Signature of officer or trustee

11/14/14
Date

Trustee

May the IRS discuss this return with the preparer shown below (see Instr. 7)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

LOUIS H. MORAN II

Preparer's signature

[Handwritten signature]

Date

11/12/14

Check ☐ self-employed

PTIN

P00174256

Firm's name ► **DELOITTE TAX LLP**

Firm's EIN ▶ 86-1065772

Firm's address ▶ 38 COMMERCE SW, SUITE 600
GRAND RAPIDS, MI 49503

Phone no. 616-336-7900

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2013

Name of the organization

THE RICHARD AND HELEN DEVOS FOUNDATION

Employer identification number

45-6659303

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

Name of organization

Employer identification number

THE RICHARD AND HELEN DEVOS FOUNDATION

45-6659303

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD M. AND HELEN J. DEVOS 126 OTTAWA AVE. NW, SUITE 500 GRAND RAPIDS, MI 49503	\$ 25,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE RICHARD AND HELEN DEVOS FOUNDATION

45-6659303

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization

Employer identification number

THE RICHARD AND HELEN DEVOS FOUNDATION**45-6659303****Part III**

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

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

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MACATAWA BANK	1,389.	1,389.	
THE NORTHERN TRUST	3.	3.	
TOTAL TO PART I, LINE 3	1,392.	1,392.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALTICOR EXPORT DV DISC - DIVIDENDS	411,837.	0.	411,837.	0.	
AMWAY EXPORT VA DISC - DIVIDENDS	598,200.	0.	598,200.	0.	
GRAND ACTION FOUNDATION - NOTE INTEREST	5,572.	0.	5,572.	0.	
THE NORTHERN TRUST	20.	0.	20.	20.	
TO PART I, LINE 4	1,015,629.	0.	1,015,629.	20.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM PARTNERSHIPS - PER BOOKS	71,097.	0.	
FROM PARTNERSHIPS - SEE STATEMENT 12	0.	152,216.	
TOTAL TO FORM 990-PF, PART I, LINE 11	71,097.	152,216.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	248.	0.		248.
TO FM 990-PF, PG 1, LN 16A	248.	0.		248.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	18,215.	1,822.		14,572.
TO FORM 990-PF, PG 1, LN 16B	18,215.	1,822.		14,572.

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
MANAGEMENT FEES	507,049.	28,149.		478,900.
BANK FEES	1,440.	0.		1,440.
CUSTODIAL FEES	345.	0.		345.
TO FORM 990-PF, PG 1, LN 16C	508,834.	28,149.		480,685.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	37,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	37,000.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	387.	0.		387.
STATIONERY/OTHER	3,709.	0.		3,709.
MISCELLANEOUS EXPENSE	17,509.	0.		17,509.
EVENT EXPENSE	4,194.	0.		4,194.
HONORARIUM	12,000.	0.		12,000.
TO FORM 990-PF, PG 1, LN 23	37,799.	0.		37,799.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALTICOR EXPORT DV CO.	55.	11,444,870.
AMWAY EXPORT VA CO.	1.	16,660,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	56.	28,104,870.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FAITH FAMILY FREEDOM BUILDING LLC	FMV	1,314,181.	4,906,523.
FREEDOM CAPITAL MANAGEMENT LP	FMV	22,537,062.	22,537,062.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,851,243.	27,443,585.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
GRAND ACTION NOTE RECEIVABLE - SEE STATEMENT 15	0.	2,851,729.	2,851,729.
TO FORM 990-PF, PART II, LINE 15	0.	2,851,729.	2,851,729.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 12
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NAME OF MANAGER

RICHARD M. DEVOS
HELEN J. DEVOS

The Richard & Helen DeVos Foundation

EIN: 45-6659303

December 31, 2013

Page 1, Part I, Line 11 Column (b)

Income/(Loss) from Partnerships

Partnership Name

EIN

Freedom Capital Management LP	Faith Family Freedom Building, LLC	Totals
20-0561124	38-3233740	

I. INCOME & DEDUCTIONS

Passive ordinary business income/loss			0
Nonpassive ordinary business income/loss			0
Net rental real estate income/loss		(4,975)	(4,975)
Other net rental income/loss			0
Guaranteed payments			0
Interest Income	196,013	114	196,127
Non-qualified Dividends	134		134
Qualified Dividends			0
Royalties			0
Net short-term capital gain/loss	4,060		4,060
Net long-term capital gain/loss	17,326		17,326
Net section 1231 gain/loss			0
Other portfolio income/loss			0
Section 1256 contracts & straddles			0
Other income/loss			0
	217,533	(4,861)	212,672
Section 179 deduction			0
Contributions			0
Investment interest expense			0
Section 59(e)(2) expenditures			0
Deductions - portfolio (2% floor)	44,045		44,045
Deductions - portfolio (other)			0
Other deductions-SBT/State and Local			0
Other deductions-Property Taxes			0
Other deductions-Miscellaneous			0
Foreign taxes paid			0
Foreign taxes accrued			0
	44,045	-	44,045
Total Partnership Income/(Loss)	173,488	(4,861)	168,627
Amount Reported on Form 990-PF, Part I, Line 11	152,102	114	152,216
Amount Reported on Form 990-PF, Part IV, Line 1	21,386		21,386
Amount Reported on Form 990-T as UBTI	-	(4,975)	(4,975)
Total Partnership Income/(Loss)	173,488	(4,861)	168,627

THE RICHARD & HELEN DEVOS FOUNDATION
EIN 45-6659303
FORM 990-PF, PART IX-A
DECEMBER 31, 2013

SUMMARY OF DIRECT CHARITABLE ACTIVITIES:

DeVos Medical Ethics Colloquy

The Bi-Annual DeVos Medical Ethics Colloquy Series is a forum where subjects of medical and ethical significance are discussed under the guidance of learned speakers, with opportunity for participation by the public in general. Each event takes place in Grand Rapids, Michigan, and includes two 30-minute lectures on the evening's topic as presented by guest speakers, followed by an hour of moderated Q&A. Continuing Medical Education (CME) credit is available to physicians and nurses attending the live event. The proceedings of the Colloquy are recorded and transcribed for publication and distributed free of charge to institutions and interested individuals.

Total	\$49,157
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RICHARD AND HELEN DEVOS FOUNDATION
EIN 45-6659303
FORM 990-PF, PART IX-B
DECEMBER 31, 2013

SUMMARY OF PROGRAM-RELATED INVESTMENTS:

Grand Action Foundation

The Richard and Helen DeVos Foundation ("Foundation") has made a loan to Grand Action Foundation to provide funds to assist in the construction costs of the Grand Rapids Downtown Market (the "Market"). The interest rate of the loan is one (1%) percent.

A promissory note of \$3,000,000 was executed on October 10, 2013. The outstanding balance of the note including accrued interest as of December 31, 2013 was \$2,851,729.

The construction of the Market will provide community benefits including economic revitalization, job creation, and providing healthy good access to vulnerable children and families. The loan provides Grand Action Foundation the funds it needs to make a loan to assist with the construction costs of the Market.

Grand Action Foundation is a public charity focused on identifying building and revitalization projects in downtown Grand Rapids, supporting these projects, and assisting with the funding strategies for each project.

RICHARD AND HELEN DEVOS FOUNDATION
EIN 45-6659303
FORM 990-PF, PART VII-B, QUESTION 5c
DECEMBER 31, 2013

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

The purpose of the Richard and Helen DeVos Foundation's ("Foundation") loan to the Grand Action Foundation ("Grantee") was to provide assets which Grand Action could loan or grant to the Grand Rapids Downtown Market (the "Market") for the sole purpose of construction costs to complete the Market. Grantee's EIN is 38-3147133 and it is located at 120 Lyon NW, Grand Rapids, Michigan, 49503.

A loan of \$2,846,157 was distributed to Grantee as follows: \$2,406,081 on 10/10/2013; \$130,330 on 11/19/2013; \$44,411 on 12/23/2013 and \$265,335 on 12/30/2013. Grantee reported on 3/31/2014 that all loaned funds had been expended for constructions costs of the Market.

To the knowledge of the Foundation and based on the report furnished by Grantee, no part of the grant assets were used for other than their intended purpose. The Foundation reviewed Grantee's report but did not undertake any verification on Grantee's report as there has not been any reason to doubt their accuracy or reliability. (Reg. 53-4945-5(c)).

The Richard and Helen DeVos Foundation

EIN 45-6659303

Year Ended 12/31/2013

Form 990PF - Part XV Supplementary Information

Line 3 - Grants and Contributions Paid during the Year or Approved for Future Payments

Recipient Name & Address	Relationship to Donor	Foundation Status of Recipient	Purpose of Grant	Amount
Action Institute For The Study of Religion and Liberty 98 E. Fulton St. Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	180,000
Alliance Defending Freedom 15100 N. 90th St. Scottsdale, AZ 85260	None	PC	Unrestricted Grant to General Fund	50,000
Alliance for Children Everywhere P.O. Box 12250 Tucson, AZ 85732	None	PC	Unrestricted Grant to General Fund	525,000
American Cancer Society, Inc. 129 Jefferson SE Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	10,000
American Enterprise Institute for Public Policy Research 1150 17th Street NW Washington, DC 20036	None	PC	Unrestricted Grant to General Fund	250,000
American National Red Cross 1050 Fuller Ave NE Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	10,000
American Symphony Orchestra League 33 W. 60th St , 5th Floor New York City, NY 10023-7905	None	PC	Unrestricted Grant to General Fund	250,000
Arthritis Foundation Inc. 3737 Lake Eastbrook Blvd SE, Suite 217 Grand Rapids, MI 49546	None	PC	Unrestricted Grant to General Fund	5,000
ArtPrize Grand Rapids 41 Sheldon Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	100,000
Atlantic Classical Orchestra Inc. 141 North US Highway 1 Fort Pierce, FL 34950	None	PC	Unrestricted Grant to General Fund	1,000
Back to God Ministries International 6555 W College Drive Palos Heights, IL 60463	None	PC	Unrestricted Grant to General Fund	50,000
Barry County Christian School 2999 McKeown Rd. Hastings, MI 49058	None	PC	Unrestricted Grant to General Fund	5,000
Baxter Community Center 935 Baxter SE Grand Rapids, MI 49506	None	PC	Unrestricted Grant to General Fund	25,000
Bethany Christian Services 901 Eastern Avenue NE Grand Rapids, MI 49501-0294	None	PC	Unrestricted Grant to General Fund	250,000

**The Richard and Helen DeVos Foundation
EIN 45-6659303**

Year Ended 12/31/2013

Form 990PF - Part XV Supplementary Information

Line 3 - Grants and Contributions Paid during the Year or Approved for Future Payments

Recipient Name & Address	Relationship to Donor	Foundation Status of Recipient	Purpose of Grant	Amount
Bethesda Hospital Foundation Inc. 2815 South Seacrest Boulevard Boynton Beach, FL 33435	None	PC	Unrestricted Grant to General Fund	250,000
Boy Scouts of America 3213 Walker Avenue, N.W Grand Rapids, MI 49544	None	PC	Unrestricted Grant to General Fund	25,000
Boys & Girls Club of Grand Rapids 235 Straight Ave NW Grand Rapids, MI 49504	None	PC	Unrestricted Grant to General Fund	250,000
Calvin College 3201 Burton St. S.E Grand Rapids, MI 49546	None	PC	Unrestricted Grant to General Fund	2,205,000
Calvin Theological Seminary 3233 Burton Street SE Grand Rapids, MI 49502-4632	None	PC	Unrestricted Grant to General Fund	380,000
Campus Crusade for Christ, Inc. 100 Lake Hart Drive Orlando, FL 32832	None	PC	Unrestricted Grant to General Fund	10,000
Catholic Information Center 360 Division Ave South Suite 2A Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	5,000
Center for Competitive Politics 124 S West St Suite 201 Alexandria, VA 22314-2872	None	PC	Unrestricted Grant to General Fund	25,000
Chaplain Services Inc. 3351 Claystone SE, Suite G14 Grand Rapids, MI 49546	None	PC	Unrestricted Grant to General Fund	12,500
Christian Counseling Center 1870 Leonard, NW Grand Rapids, MI 49505	None	PC	Unrestricted Grant to General Fund	10,000
Christian Leaders NFP 614 Fulton St Grand Haven, MI 49417	None	PC	Unrestricted Grant to General Fund	200,000
Christian Reformed Church in North America Foundation 1700 28th St Grand Rapids, MI 49560	None	PC	Unrestricted Grant to General Fund	1,590,000
Christian Reformed Home Missions 1700 28th St. Grand Rapids, MI 49560	None	PC	Unrestricted Grant to General Fund	170,000
Christian Reformed World Missions 2850 Kalamazoo Ave SE Grand Rapids, MI 49560	None	PC	Unrestricted Grant to General Fund	125,000

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Christian Schools International 3350 East Pans Avenue SE Grand Rapids, MI 49512	None	PC	Unrestricted Grant to General Fund	50,000
Christian Learning Center 4340 Burlingame Ave SW Wyoming, MI 49509	None	PC	Unrestricted Grant to General Fund	10,000
Communities First Association 427 Maple Ave Holland, MI 49423	None	PC	Unrestricted Grant to General Fund	50,000
Cornerstone University 1001 E Beltline NE Grand Rapids, MI 49525	None	PC	Unrestricted Grant to General Fund	300,000
Council of Michigan Foundations Inc. One S Harbor Dr , Suite 3 Grand Haven, MI 49417	None	PC	Unrestricted Grant to General Fund	5,000
Crooked Tree Arts Council, Inc. 461 E Mitchell St Petoskey, MI 49770	None	PC	Unrestricted Grant to General Fund	1,000
D.A. Blodgett for Children 805 Leonard NE Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	10,000
David's House Ministries 2375 Banner Drive SW Wyoming, MI 49509	None	PC	Unrestricted Grant to General Fund	50,500
Dwelling Place of Grand Rapids Inc. 101 Sheldon Blvd SE Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	2,500
Employment Policies Institute Foundation 1090 Vermont Ave NW Suite 800 Washington, DC 20005	None	PC	Unrestricted Grant to General Fund	100,000
Evangelism Explosion III International Inc. PO Box 753, 161 Bradley Branch Rd. Arden, NC 28704	None	PC	Unrestricted Grant to General Fund	290,000
Federalist Society for Law & Public Policy Studies 1015 18th St. NW Ste 425 Washington, DC 20036	None	PC	Unrestricted Grant to General Fund	25,000
Focus on the Family 8605 Explorer Dr. Colorado Springs, CO 80920	None	PC	Unrestricted Grant to General Fund	250,000
Frederik Meijer Gardens and Sculpture Park 1000 East Beltline Ave NE Grand Rapids, MI 49525	None	PC	Unrestricted Grant to General Fund	1,053,500

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Freedom Baptist Inc. 6340 Autumn Drive Hudsonville, MI 49426	None	PC	Unrestricted Grant to General Fund	10,000
Friends of the Americas P O Box 10 Greenwell Springs, LA 70739	None	PC	Unrestricted Grant to General Fund	25,000
Front Porch Ministries 9235 Main Street Ellsworth, MI 49729-0000	None	PC	Unrestricted Grant to General Fund	25,000
Geneva Lake Sailing School 1250 South Lake Shore Drive Fontana, WI 53125	None	PC	Unrestricted Grant to General Fund	8,000
Gerald R. Ford Foundation 303 Pearl Street N.W Grand Rapids, MI 49504-5353	None	PC	Unrestricted Grant to General Fund	1,000,000
Grand Rapids Art Museum 101 Monroe Center Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	50,000
Grand Rapids Civic Theatre, Inc. 30 N. Division Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	15,000
Grand Rapids Community College Foundation 143 Bostwick Avenue S E Grand Rapids, MI 49503-3295	None	PC	Unrestricted Grant to General Fund	1,500,000
Grand Rapids Griffins Youth Foundation 130 W Fulton Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	5,000
Grand Rapids Initiative for Leaders PO Box 7865 Grand Rapids, MI 49510	None	PC	Unrestricted Grant to General Fund	20,000
Grand Rapids Student Advancement Foundation 111 Library NE Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	110,000
Grand Rapids Symphony Society 300 Ottawa Ave NW, Ste 100 Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	1,525,000
Grand Valley State University 301 Michigan St NE Suite 100 Grand Rapids, MI 49501	None	PC	Unrestricted Grant to General Fund	3,000,000
Grandville Avenue Arts & Humanities, Inc. 644 Grandville Avenue SW Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	25,000

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Guideposts Foundation Inc. 39 Old Ridgebury Rd Suite 24B Danbury, CT 06810	None	PC	Unrestricted Grant to General Fund	10,000
Guiding Light Mission, Inc. 255 S. Division Ave. Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	75,000
Haggai Institute for Advanced Leadership Training Inc. 4725 Peachtree Corners Circle Suite 100 Norcross, GA 30092	None	PC	Unrestricted Grant to General Fund	250,000
Health Intervention Services 15 Andre SE Grand Rapids, MI 49507	None	PC	Unrestricted Grant to General Fund	35,000
Heart of West Michigan United Way 118 Commerce SW, Suite 100 Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	100,000
Helen DeVos Children's Hospital Foundation 100 Michigan St NE MC4 Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	1,000,300
Heritage Foundation 214 Massachusetts Ave, NE Washington, DC 20002	None	PC	Unrestricted Grant to General Fund	1,000,000
Historical Society of Michigan 5815 Executive Dr Lansing, MI 48911	None	PC	Unrestricted Grant to General Fund	5,000
Holland Home 2100 Raybrook Avenue SE Grand Rapids, MI 49546	None	PC	Unrestricted Grant to General Fund	1,310,000
Home Repair Services of Kent County Inc. 1100 S Division Ave Grand Rapids, MI 49507	None	PC	Unrestricted Grant to General Fund	25,000
Homecor 151 Central Ave Suite 280 Holland, MI 49423	None	PC	Unrestricted Grant to General Fund	10,000
Hope College 141 E 12th Street Holland, MI 49422-9000	None	PC	Unrestricted Grant to General Fund	3,020,000
Hope Network 755 36th St. SE, P.O. Box 890 Grand Rapids, MI 49518-0890	None	PC	Unrestricted Grant to General Fund	235,000
Hope Pregnancy Centers, Inc. 943 SW 71 Avenue North Lauderdale, FL 33068	None	PC	Unrestricted Grant to General Fund	50,000

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Horatio Alger Association of Distinguished Americans Inc. 99 Canal Center Plaza, Suite 320 Alexandria, VA 22314	None	PC	Unrestricted Grant to General Fund	20,000
Hosanna - Faith Comes by Hearing 2421 Aztec Road NE Albuquerque, NM 87107-4200	None	PC	Unrestricted Grant to General Fund	50,000
Hospice of Michigan Inc. 989 Spaulding SE Ada, MI 49301	None	PC	Unrestricted Grant to General Fund	10,000
Indian River Medical Center Foundation, Inc. 1000 36th St Vero Beach, FL 32960	None	PC	Unrestricted Grant to General Fund	25,000
Indian Trails Camp Inc 0-1859 Lake Michigan Drive NW Grand Rapids, MI 49534	None	PC	Unrestricted Grant to General Fund	25,000
Inner City Christian Federation 920 Cherry St SE Grand Rapids, MI 49506	None	PC	Unrestricted Grant to General Fund	75,000
Institute for Economic Empowerment of Women 2709 W. I-44 Service Road Oklahoma City, OK 73112	None	PC	Unrestricted Grant to General Fund	20,000
Intercollegiate Studies Institute, Inc. 3901 Centerville Road Wilmington, DE 19807-1938	None	PC	Unrestricted Grant to General Fund	800,000
International Society of Palm Beach, Inc. 44 Cocoanut Row, Suite M-207C Palm Beach, FL 33480	None	PC	Unrestricted Grant to General Fund	20,000
Junior Achievement of the Michigan Great Lakes, Inc. 2650 East Beltline Ave SE Grand Rapids, MI 49546	None	PC	Unrestricted Grant to General Fund	12,500
Kent County Habitat for Humanity 425 Pleasant St SW Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	100,000
Kids Hope USA Inc. 100 South Pine St , Suite 280 Zeeland, MI 49464	None	PC	Unrestricted Grant to General Fund	75,000
Kings College 56 Broadway New York, NY 10004	None	PC	Unrestricted Grant to General Fund	7,500,000
LaGrave Avenue Christian Reformed Church 107 LaGrave Avenue SE Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	285,000

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Lee University P O. Box 3450 Cleveland, TN 37320	None	PC	Unrestricted Grant to General Fund	1,000,000
Literacy Center of West Michigan 1120 Monroe Avenue NW, Suite 240 Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	50,000
Luis Palau Association PO Box 50 Portland, OR 97207	None	PC	Unrestricted Grant to General Fund	450,000
Mackinac Center 140 W Main Street, P O Box 568 Midland, MI 48640-0568	None	PC	Unrestricted Grant to General Fund	15,000
Madison Square Christian Reformed Church 1441 Madison Ave SE Grand Rapids, MI 49507	None	PC	Unrestricted Grant to General Fund	413,580
Make A Wish Foundation of Michigan 2300 Genoa Business Park Drive Suite 290 Brighton, MI 48114	None	PC	Unrestricted Grant to General Fund	5,000
March of Dimes Foundation 3351 Claystone St. SE, Suite G20 Grand Rapids, MI 49546	None	PC	Unrestricted Grant to General Fund	5,000
Mars Hill Productions Inc. 4711 Lexington Blvd Missouri City, TX 77459	None	PC	Unrestricted Grant to General Fund	50,000
McLaren Northern Michigan Foundation 360 Connable Avenue Petoskey, MI 49770	None	PC	Unrestricted Grant to General Fund	50,000
Mel Trotter Ministries 225 Commerce Ave SW Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	50,000
Michigan State University 15 Michigan St., NE Ste 450 Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	10,000
Mount Vernon Ladies Association of the Union P O Box 110 Mount Vernon, VA 22121	None	PC	Unrestricted Grant to General Fund	1,000,000
Music Mission Kiev, Inc. 286 Wilshire Blvd. Casselberry, FL 32707-5362	None	PC	Unrestricted Grant to General Fund	65,000
National Constitution Center 525 Arch Street, Independence Mall Philadelphia, PA 19106	None	PC	Unrestricted Grant to General Fund	1,800,000

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National House of Hope Inc. PO Box 560484 Orlando, FL 32856	None	PC	Unrestricted Grant to General Fund	50,000
Opera Grand Rapids 1320 E Fulton SE Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	25,000
Orlando Magic Youth Foundation, Inc. 8701 Maitland Summit Blvd Orlando, FL 32810	None	PC	Unrestricted Grant to General Fund	100,000
Palm Beach Atlantic University Inc. 901 S Flagler Dr. P O Box 24708 West Palm Beach, FL 33416-9893	None	PC	Unrestricted Grant to General Fund	250,000
Partners Worldwide 6139 Tahoe Dr SE Grand Rapids, MI 49546	None	PC	Unrestricted Grant to General Fund	950,000
Pillar Christian Reformed Church 57 E 10th St. Holland, MI 49423	None	PC	Unrestricted Grant to General Fund	200,000
Pine Rest Christian Mental Health Services 300 68th Street, S E. PO Box 165 Grand Rapids, MI 49501-0165	None	PC	Unrestricted Grant to General Fund	205,000
Pine Rest Foundation 300 68th Street, S.E. PO Box 165 Grand Rapids, MI 49501-0165	None	PC	Unrestricted Grant to General Fund	15,000
Pioneer Bible Translators 7255 West Camp Wisdom Rd Dallas, TX 75236	None	PC	Unrestricted Grant to General Fund	30,400
Plan International USA, Inc. 155 Plan Way Warwick, RI 02886	None	PC	Unrestricted Grant to General Fund	50,000
Potter's House 810 Van Raalte Dr SW Grand Rapids, MI 49509	None	PC	Unrestricted Grant to General Fund	330,000
Pregnancy Resource Center 415 Cherry Street SE Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	50,000
Prison Fellowship Ministries 44180 Riverside Parkway Lansdowne, VA 20176	None	PC	Unrestricted Grant to General Fund	800,000
Rehoboth Christian School Association PO Box 41 Rehoboth, NM 87322-0041	None	PC	Unrestricted Grant to General Fund	403,000

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Rehoboth McKinley Christian Health Care Services, Inc. 1901 Red Rock Drive Gallup, NM 87301	None	PC	Unrestricted Grant to General Fund	30,000
Right to Life of Michigan Educational Fund 2340 Porter Street SW Grand Rapids, MI 49509-0901	None	PC	Unrestricted Grant to General Fund	150,000
Roosevelt Park Ministries, Inc. 1530 Grandville Avenue S W Grand Rapids, MI 49503-8046	None	PC	Unrestricted Grant to General Fund	10,000
Safe Haven Ministries, Inc. 3501 Lake Eastbrook Blvd SE Grand Rapids, MI 49546	None	PC	Unrestricted Grant to General Fund	25,000
Samaritan's Purse PO Box 3000 Boone, NC 28607-3000	None	PC	Unrestricted Grant to General Fund	200,000
The Scripps Research Institute 10550 N. Torrey Pines Rd La Jolla, CA 92037-1000	None	PC	Unrestricted Grant to General Fund	350,000
Senior Neighbors, Inc. 820 Monroe NW Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	25,000
South Christian High School 160 68th St. SW Grand Rapids, MI 49548	None	PC	Unrestricted Grant to General Fund	100,000
Spectrum Health Foundation 100 Michigan St. NE MC4 Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	1,500,000
St. Cecilia Music Society 24 Ransom NE Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	50,000
Strengthen Orlando, Inc. 201 N. Magnolia Ave, Suite 200 Orlando, FL 32801	None	PC	Unrestricted Grant to General Fund	25,000
Sunlight Community Church 477 SW Cashmere Blvd. Port St. Lucie, FL 34986	None	PC	Unrestricted Grant to General Fund	500,000
Tobacco Free Partners 359 S Division 3rd Floor Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	4,360
Traffic Squad Safety and Community Action Fund Inc 701 Ball Ave NE Grand Rapids, MI 49503-1307	None	PC	Unrestricted Grant to General Fund	50,000

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Transplant Recipients International Organization Inc. 2100 M Street, NW #170-353 Washington, DC 20037-1233	None	PC	Unrestricted Grant to General Fund	5,000
Traverse City Christian School Association 1895 N. Keystone Rd. Traverse City, MI 49686	None	PC	Unrestricted Grant to General Fund	100,000
Trinity Christian College Association 6601 West College Dr. Palos Heights, IL 60463	None	PC	Unrestricted Grant to General Fund	18,000
Trinity Reformed Church 1330 South Ferry Grand Haven, MI 49417	None	PC	Unrestricted Grant to General Fund	33,750
US Dream Academy Inc. 5950 Symphony Woods Rd. Suite 504 Columbia, MD 21045	None	PC	Unrestricted Grant to General Fund	100,000
University of Michigan 300 North Ingalls St., SPC 5415 Ann Arbor, MI 48109-5415	None	PC	Unrestricted Grant to General Fund	10,000
Urban Institute for Contemporary Arts 2 West Fulton SE Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	30,000
Van Andel Institute 333 Bostwick NE Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	10,000
Wedgwood Christian Services 3300 36th Street SE Grand Rapids, MI 49512	None	PC	Unrestricted Grant to General Fund	530,000
West Michigan Aviation Academy 5363 44th St SE Grand Rapids, MI 49512	None	PC	Unrestricted Grant to General Fund	15,000
West Michigan Sports Commission 171 Monroe Ave. NW, Suite 700 Grand Rapids, MI 49503	None	PC	Unrestricted Grant to General Fund	605,000
West Michigan Youth for Christ Inc. 1345 Monroe Ave. Suite 320 Grand Rapids, MI 49505	None	PC	Unrestricted Grant to General Fund	75,000
West Side Christian School 955 Westend Dr., NW Grand Rapids, MI 49504	None	PC	Unrestricted Grant to General Fund	250,000
Western Theological Seminary 101 E. 13th Street Holland, MI 49423	None	PC	Unrestricted Grant to General Fund	550,000

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Words of Hope Inc. 700 Ball Avenue NE Grand Rapids, MI 49501	None	PC	Unrestricted Grant to General Fund	50,000
Work Research Foundation 13023 Raintree Place Chino, CA 91710	None	PC	Unrestricted Grant to General Fund	150,000
World Renew 1700 28th St. Grand Rapids, MI 49560-0900	None	PC	Unrestricted Grant to General Fund	350,000
Worldwide Lab Improvement, Inc. 3607 Gembrit Circle Kalamazoo, MI 49001	None	PC	Unrestricted Grant to General Fund	10,000
Yankee Air Force Incorporated PO Box 590 Belleville, MI 48112-0590	None	PC	Unrestricted Grant to General Fund	1,000,000
YMCA of South Palm Beach County 6631 Palmetto Circle South Boca Raton, FL 33433	None	PC	Unrestricted Grant to General Fund	25,000
Young Life PO Box 68206 Grand Rapids, MI 49516	None	PC	Unrestricted Grant to General Fund	25,000
Zuni Christian Mission School Box 445 Zuni, NM 87327	None	PC	Unrestricted Grant to General Fund	139,287
Grand Total				<u>48,149,177</u>