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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service▶ 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.

For calendar year 2013 or tax year beginning April 1, 2013, and ending March 31, 2014

Name of foundation The Modine Manufacturing Company Foundation, Inc.		A Employer identification number 39-1818362
Number and street (or P O box number if mail is not delivered to street address) 1500 DeKoven Avenue	Room/suite	B Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal code Racine, WI 53403		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 44,332	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(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 (attach schedule)	305,000			
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
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)				
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	305,000			
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	187			187
24	Total operating and administrative expenses. Add lines 13 through 23	187			187
25	Contributions, gifts, grants paid	276,972			276,972
26	Total expenses and disbursements. Add lines 24 and 25	277,159			277,159
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	27,841			
b	Net investment income (if negative, enter -0-)		0		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	16,491	44,332	44,332
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	16,491	44,332	44,332
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	16,491	44,332	
	30 Total net assets or fund balances (see instructions)	16,491	44,332	
	31 Total liabilities and net assets/fund balances (see instructions)	16,491	44,332	

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	16,491
2 Enter amount from Part I, line 27a	2	27,841
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	44,332
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	44,332

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				
c				
d				
e				

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

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	249,439	27,896	8.9417
2011	219,894	5,260	41.8049
2010	275,396	8,415	32.7268
2009	118,697	4,134	28.7124
2008	295,643	52,392	5.6429

2 Total of line 1, column (d)	2	117.8288
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	23.5658
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	42,645
5 Multiply line 4 by line 3	5	1,004,970
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	1,004,970
8 Enter qualifying distributions from Part XII, line 4 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.	8	277,159

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		0
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		0
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		0
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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		0
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be. Credited to 2014 estimated tax ☐ Refunded ☐	11		0

Part VII-A Statements Regarding Activities

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?		Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>	1a		✓
c	Did the foundation file Form 1120-POL for this year?	1b		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>None</u> (2) On foundation managers. ► \$ <u>None</u>	1c		✓
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>None</u>			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		✓
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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	6	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► Wisconsin	7	✓	
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8a		
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)? <i>If "Yes," complete Part XIV</i>	8b	✓	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	9		✓
		10		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► N/A				
14	The books are in care of ► Margaret C. Kelsey	Telephone no. ►	262-636-1200	
	Located at ► 1500 DeKoven Avenue, Racine WI	ZIP+4 ►	53403	
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	
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 ►			✓

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	
	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	✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
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.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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

5a During the year did the foundation pay or incur any amount to:				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☒ Yes ☐ No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		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?	☐ 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	☒
	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?		7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE				
STATEMENT 3				
ATTACHED		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over \$50,000 for professional services		▶

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 Direct charitable giving to support the exempt mission of various charitable organizations. See Statement 5 for details.	267,532
2 Educational scholarships to individuals to further their education. During the year ended March 31, 2014. See Statement 5 for details.	9,440
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	
NONE	0
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	
b	Average of monthly cash balances	1b	43,295
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	43,295
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	43,295
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	649
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,645
6	Minimum investment return. Enter 5% of line 5	6	2,132

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	2,132
2a	Tax on investment income for 2013 from Part VI, line 5	2a	0
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,132
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	2,132
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	2,132

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	277,159
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	277,159
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	277,159

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				2,132
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	293,023			
b From 2009	118,490			
c From 2010	274,975			
d From 2011	219,631			
e From 2012	248,044			
f Total of lines 3a through e	1,154,163			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 277,159				
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				2,132
e Remaining amount distributed out of corpus	275,027			
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	1,429,190			
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 instructions			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) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	293,023			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,136,167			
10 Analysis of line 9:				
a Excess from 2009	118,490			
b Excess from 2010	274,975			
c Excess from 2011	219,631			
d Excess from 2012	248,044			
e Excess from 2013	275,027			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶				N/A
b	Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)				
2a	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 $\frac{2}{3}$ 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 4 ATTACHED

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

SEE STATEMENT 4 ATTACHED

- c** Any submission deadlines:

SEE STATEMENT 4 ATTACHED

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

SEE STATEMENT 4 ATTACHED

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE	STATEMENT	5	ATTACHED	276,972
Total			▶ 3a	276,972
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated.

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

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

[illegible]

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

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

**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

7-24-14
Date

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

OMB No 1545-0047

2013

Name of the organization

Employer identification number

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).

Name of organization	Employer identification number
----------------------	--------------------------------

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	MODINE MANUFACTURING COMPANY 1500 DEKOVEN AVENUE RACINE, WI 53403-2540	\$ 305,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

**The Modine Manufacturing Company
Foundation, Inc.
EIN 39 - 1818362**

Form 990-PF, Part I, page 1, line 1(a)

<u>Donor</u>	<u>Date</u>	<u>Amount</u>	<u>Description</u>
Modine Manufacturing Company 1500 DeKoven Ave. Racine, WI 53403	Various	\$305,000	Cash
Total		<u>\$305,000</u>	

Statement 1

**The Modine Manufacturing Company
Foundation, Inc.
EIN 39 - 1818362**

<u>Form 990-PF, Part I, page 1, line 18</u>	<u>Amount</u>
Accrued excise tax on net investment income	\$0
Total	<u>\$0</u>

<u>Form 990-PF, Part I, page 1, line 23</u>	<u>Amount</u>
Bank charges	\$187
Total	<u>\$187</u>

Statement 2

**The Modine Manufacturing Company
Foundation, Inc.
EIN 39 - 1818362**

Form 990-PF, Part VIII, page 6, line 1

Officer

President	Thomas A. Burke Modine Manufacturing Company 1500 DeKoven Ave. Racine, WI 53403
Vice President	Brian J. Agen Modine Manufacturing Company 1500 DeKoven Ave.
Treasurer	Michael B. Lucareli Modine Manufacturing Company 1500 DeKoven Ave. Racine, WI 53403
Secretary	Margaret C. Kelsey Modine Manufacturing Company 1500 DeKoven Ave. Racine, WI 53403

Director

Director	Thomas A. Burke Modine Manufacturing Company 1500 DeKoven Ave. Racine, WI 53403
Director	Michael B. Lucareli Modine Manufacturing Company 1500 DeKoven Ave. Racine, WI 53403
Director	Margaret C. Kelsey Modine Manufacturing Company 1500 DeKoven Ave. Racine, WI 53403

Statement 3

**The Modine Manufacturing Company
Foundation, Inc.
EIN 39 - 1818362**

Form 990-PF, Part XV, page 10, line 2

- (a) Valerie Madala, Foundation Coordinator
Modine Manufacturing Company Foundation, Inc.
1500 DeKoven Ave.
Racine, WI 53403
262-636-1200**
- (b) Requests should be submitted using the Wisconsin
Common Grant Application Form found on the
Modine Manufacturing Company website at www.modine.com**
- (c) Application deadlines for submission are quarterly
on March 31, June 30, September 30 and December 31
for consideration the following quarter.**
- (d) Awards will only be made to qualified tax exempt
organizations based upon the criteria outlined in the
Foundation guidelines found on the Modine Manufacturing
Company website**

Form 990-PF, Part XV, page 11, line 3a

Recipient	Foundation Status	Purpose	Date	Amount	FEIN
<i>Corporations</i>					
United Way of Racine County Inc. 2000 Domanik Dr. Racine, WI 53404-2910	PC 170(b)(1)(A)(vi)	Charitable	4/12/2013	46,801	39-0806349
Racine United Arts Fund, Inc. PO Box 173 Racine, WI 53401-0173	PC 170(b)(1)(A)(vi)	Charitable	6/7/2013	5,000	39-1740228
United Way of Racine County Inc. 2000 Domanik Dr. Racine, WI 53404-2910	PC 170(b)(1)(A)(vi)	Charitable	7/2/2013	46,801	39-0806349
United Way of Central Missouri 205 Alameda Dr. Jefferson City, MO 65109-1058	PC 170(b)(1)(A)(vi)	Charitable	8/26/2013	20,234	44-0595184
SDiscovery World Ltd c/o Milwaukee Maritime Center 500 N. Harbor Dr. Milwaukee, WI 53202-5601	PC 509(a)(2)	Educational	9/9/2013	3,000	39-1691578
United Way of Racine County Inc. 2000 Domanik Dr. Racine, WI 53404-2910	PC 170(b)(1)(A)(vi)	Charitable	10/18/2013	46,801	39-0806349
United Way of Racine County Inc. - Advancing Family Assets 1220 Villa St. Racine, WI 53403	PC 170(b)(1)(A)(vi)	Charitable	12/2/2013	15,000	39-0806349
United Way of Lexington Inc. - Rockbridge County 218 South Main St. Lexington, VA 24450	PC 170(b)(1)(A)(vi)	Charitable	12/2/2013	3,515	54-0506318
St. Catherine's High School 1200 Park Ave. Racine, WI 53403-1895	PC 509(a)(2)	Educational	12/2/2013	3,000	39-1391416

					STATEMENT 5
Washington Community School District 404 W Main St. Washington, IA	PC 509(a)(2)	Educational	12/2/2013	3,000	42-1423094
Racine Family YMCA 725 Lake Ave. Racine, WI 53403	PC 170(b)(1)(A)(vi)	Charitable	12/2/2013	3,000	39-0807254
United Way of SW Missouri & SE Kansas 3510 East Third St. Joplin, MO 64801	PC 170(b)(1)(A)(vi)	Charitable	2/3/2014	9,087	44-0556865
United Way of Racine County Inc. 2000 Domanik Dr. Racine, WI 53404-2910	PC 170(b)(1)(A)(vi)	Charitable	2/3/2014	50,193	39-0806349
Royal Family Kids 3000 W. MacArthur Blvd, Suite 412 Santa Ana, CA 92704	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	33-0380021
United Way of Racine County Inc. 2000 Domanik Dr. Racine, WI 53404-2910	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	39-0806349
St. Joseph Parish 1532 N Wisconsin St. Racine, WI 53402-4805	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	39-0808542
Camp Virginia Jaycee Inc. PO Box 648 Blue Ridge, VA 24064-0648	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	68-0554160
Wisconsin Park & Rec. Assoc. Found. Inc. - Greendale Community Theater 6601 C Northway Greendale, WI 53129-1830	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	39-1558704
Racine Theater Guild Inc. 2519 Northwestern Ave. Racine, WI 53404	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	39-0981929
Grace Church 3626 Wisconsin 31 Racine, WI 53405	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	39-0829530
Shoreland Lutheran High School - Taste of Shoreland 9026 12th St. Somers, WI 53171	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	23-7140277

					STATEMENT 5
Troop 161 Family Accounts Inc. 4339 Douglas Ave. Racine, Wisconsin 53402	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	20-4647283
Racine Christian School 912 Virginia St. Racine, WI 53405-2258	PC 509(a)(2)	Educational	3/10/2014	100	39-0932603
Bronco Booster Club Inc. c/o President/Treasurer 3433 S Colony Ave. Union Grove, WI 53182-9601	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	20-5288478
Kiwanis of Western Kenosha c/o Tirabassi Felland & Clark LLC 8035 22nd Ave. Kenosha, WI 53143-6207	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	39-1783091
Christ Community Church 2500 Dowie Memorial Dr. Zion, IL 60099-2573	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	36-2284266
Society of Women Engineers c/o Barbara Gosenheimer 1070 Bonnie Brae Ln. Lake Geneva, WI 53147-2328	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	39-1376997
HALO Inc. 2000 De Koven Ave. Racine, WI 53403	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	200	20-2041432
Junior Achievement of Wisconsin Inc. 11111 W Liberty Dr. Milwaukee, WI 53224-3641	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	400	39-0826295
Racine Family YMCA 725 Lake Ave. Racine, WI 53403	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	39-0807254
St. Leonard Parish W173S7743 Westwood Dr. Muskego, WI 53150	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	35-2341344
Racine Literacy Council 734 Lake Ave. Racine, WI 53403	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	51-0190214
Rockbridge SPCA 10 Animal Pl. Lexington, VA 24450	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	54-0806191

STATEMENT 5

Rockbridge Christmas Baskets P O Box 1030 Lexington, VA 24450	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	54-1194522
Buena Vista Intl. Petecostal Holiness 1702 Chestnut Ave. Buena Vista, VA 24416-2818	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	58-1783434
TOPS Club Inc. PO Box 07360 Milwaukee, WI 53207-0360	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	39-0866681
Christ Lutheran Church 589W22970 Maple Ave. Big Bend, WI 53103-9715	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	39-6007773
St. Edwards Parish 1401 Grove Ave. Racine, Wisconsin 53405	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	
United Way of Central Missouri 205 Alameda Dr. Jefferson City, MO 65109-1058	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	200	44-0595184
Risen Savior Lutheran Church 9501 W Drexel Ave. Franklin, WI 53132-9627	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	31-1045699
P.E.O. Sisterhood Chapter BO c/o PEO Treasurer 3700 Grand Ave. Des Moines, IA 50312-2806	PC 501(c)(4)	Charitable	3/10/2014	100	39-6062836
N. Central Missouri Chapter - Experimental Aircraft Assoc. Chillicothe Municipal Airport, Hwy 36 East Chillicothe, MO 64601	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	20-8108298
Bikers Against Child Abuse P.O. Box 2123 Manitowoc, WI 54221-2123	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	100	87-0568264
Racine Family YMCA 725 Lake Ave. Racine, WI 53403	PC 170(b)(1)(A)(vi)	Charitable	3/10/2014	2,500	39-0807254

Marquette University High School -
Hiltoppers Robotics, First Team
3401 West Wisconsin Ave.
Milwaukee, WI 53208

STATEMENT 5

PC
509(a)(2) Educational 3/10/2014 5,000 39-0806826

North Kingstown Vikings
PO Box 684
North Kingstown, RI 02852

PC
170(b)(1)(A)(vi) Charitable 3/10/2014 100 05-0365715

Racine Theater Guild Inc.
2519 Northwestern Ave.
Racine, WI 53404

PC
170(b)(1)(A)(vi) Charitable 3/31/2014 1,000 39-0981929

Total Distributions - Corporations

\$267,532

Recipient	Relationship to Substantial Contributor	Purpose	Date	Amount	FEIN
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Individuals

National Merit Scholarship Corporation
(Grants to NMSC are for awards to
children of Modine Manufacturing
Company employees)

PC
Employee
Children Educational 7/22/2013 9,440 36-2307745

Total Distributions - Individuals

\$9,440

Total Distributions

\$276,972