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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning **12/01/13**, and ending **11/30/14**

Name of foundation BALDWIN FOUNDATION		A Employer identification number 38-6085641						
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1828	Room/suite	B Telephone number (see instructions) 616-956-7727						
City or town, state or province, country, and ZIP or foreign postal code GRAND RAPIDS MI 49501-1828		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply. <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr> <tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<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"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
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) ► \$ 3,375,373	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, column (d) must be on cash basis)								

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)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	4	4	4	
4	Dividends and interest from securities	77,775	77,775	77,775	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	95,687			
b	Gross sales price for all assets on line 6a 2,936,238				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	173,466	77,779	77,779	
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	1,037	1,037		
c	Other professional fees (attach schedule) STMT 3	26,612	26,612		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	275	275		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch) STMT 5	116	116		
24	Total operating and administrative expenses. Add lines 13 through 23	28,040	28,040	0	0
25	Contributions, gifts, grants paid	167,500			167,500
26	Total expenses and disbursements. Add lines 24 and 25	195,540	28,040	0	167,500
27	Subtract line 26 from line 12	-22,074			
a	Excess of revenue over expenses and disbursements		49,739		
b	Net investment income (if negative, enter -0-)			77,779	
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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		32,650	50,909	50,909
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (att. schedule) ▶				
		Less: allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) SEE STMT 6	2,179,688	2,078,410	2,663,206	
	c	Investments – corporate bonds (attach schedule) SEE STMT 7	605,975	666,920	661,258	
	11	Investments – land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation (attach sch.) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation (attach sch.) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item f)	2,818,313	2,796,239	3,375,373		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	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	2,818,313	2,796,239		
	30	Total net assets or fund balances (see instructions)	2,818,313	2,796,239		
	31	Total liabilities and net assets/fund balances (see instructions)	2,818,313	2,796,239		

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	2,818,313
2	Enter amount from Part I, line 27a	2	-22,074
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,796,239
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	2,796,239

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 shares, MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo. day yr.)	(d) Date sold (mo. day yr.)
1a N/A				
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)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	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.

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	149,340	2,729,553	0.054712
2011	150,951	2,833,599	0.053272
2010	317,592	2,940,855	0.107993
2009	487	3,005,931	0.000162
2008	73,987	2,824,462	0.026195

2 Total of line 1, column (d)	2	0.242334
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048467
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,284,230
5 Multiply line 4 by line 3	5	159,177
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	497
7 Add lines 5 and 6	7	159,674
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	167,500

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	497
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	497
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	497
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,811
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	1,811
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	1,314
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 1,314 Refunded	11	

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► FOUNDERS BANK & TRUST 5200 CASCADE ROAD, S.E. Located at ► GRAND RAPIDS MI ZIP+4 ► 49501-1828 Telephone no ► 616-956-7727			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 type="checkbox"/> Yes	<input checked="" 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	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	N/A	
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 ► 20 , 20 , 20 , 20	<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	
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	N/A	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** ☐ **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FOUNDERS BANK & TRUST 5200 CASCADE ROAD, S E M DANA BALDWIN, II	GRAND RAPIDS MI 49501-1828 ADA	TRUSTEE 0 00	0	0
5075 SPRING RIDGE DRIVE	MI 49301	PRESIDENT 1 00	0	0
GREG CONWAY	GRAND RAPIDS MI 49501-1828	VICE PRES 1 00	0	0
DANIEL G HAAS	GRAND RAPIDS MI 49501-1828	SEC/TREAS 1 00	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				

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		

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 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,292,764
b	Average of monthly cash balances	1b	41,480
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	3,334,244
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	3,334,244
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	50,014
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,284,230
6	Minimum investment return. Enter 5% of line 5	6	164,212

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	164,212
2a	Tax on investment income for 2013 from Part VI, line 5	2a	497
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	497
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	163,715
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	163,715
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	163,715

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	167,500
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	167,500
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	497
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	167,003

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				163,715
2 Undistributed income, if any as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____ 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				51,900
d From 2011				10,169
e From 2012				13,782
f Total of lines 3a through e	75,851			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 167,500				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				163,715
e Remaining amount distributed out of corpus	3,785			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	79,636			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	79,636			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				51,900
c Excess from 2011				10,169
d Excess from 2012				13,782
e Excess from 2013				3,785

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

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

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

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 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter.					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.
DAN BAAS 616-575-5704
FOUNDERS BANK & TRUST GRAND RAPIDS MI 49501-1828

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

c Any submission deadlines
N/A

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 8				167,500
Total			3a	167,500
b Approved for future payment N/A				
Total			3b	

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

Description			How Received		Expense	Cost	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
ISHARES RUSSELL 1000 GROWTH EFT	10/02/13	1/03/14	\$ 404,932	PURCHASE	\$	372,768	\$	32,164
ISHARES INTERMEDIATE CREDIT	7/01/13	1/10/14	305,109	PURCHASE		303,214		1,895
ISHARES RUSSELL 1000 VALUE EFT	1/03/14	2/04/14	17,618	PURCHASE		18,472		-854
ISHARES RUSSELL 2000	10/02/13	2/04/14	20,198	PURCHASE		19,741		457
ISHARES S&P 500	8/02/13	2/04/14	47,516	PURCHASE		46,173		1,343
PIMCO ENHANCED SHORT MATURITY ACTIVE	2/04/14	3/03/14	19,052	PURCHASE		19,072		-20
ISHARES RUSSELL 1000 VALUE	1/03/14	3/06/14	395,975	PURCHASE		387,828		8,147
ISHARES RUSSELL 1000 GROWTH	3/06/14	4/01/14	389,430	PURCHASE		396,046		-6,616
ISHARES RUSSELL 1000 VALUE	4/01/14	5/07/14	136,089	PURCHASE		135,925		164
ISHARES RUSSELL 2000	8/02/13	5/07/14	59,868	PURCHASE		57,677		2,191
ISHARES RUSSELL 2000	10/02/13	5/07/14	22,833	PURCHASE		22,424		409
GOLDMAN SACHS STRATEGIC INCOME FUND	1/16/14	5/07/14	33,932	PURCHASE		34,124		-192
PIMCO INCOME FUND	1/16/14	5/07/14	18,064	PURCHASE		17,748		316
VANGUARD INTL EQUITY INDEX ALLWORLD	10/02/13	8/01/14	24,591	PURCHASE		23,346		1,245
VANGUARD INTL EQUITY INDEX ALLWORLD	5/07/14	8/01/14	2,156	PURCHASE		2,150		6
ISHARES RUSSELL 1000 VALUE	4/01/14	8/01/14	14,631	PURCHASE		14,328		303
ISHARES S&P 500	5/07/14	8/01/14	96,754	PURCHASE		94,069		2,685

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

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
PIMCO ENHANCED SHORT MATURITY ACTIVE	8/01/14	9/02/14	\$ 158,843	\$			
SPDR S&P 500			PURCHASE	159,051	\$	\$	-208
SPDR S&P 500	8/01/14	11/04/14	6,232	5,978			254
			PURCHASE				
VANGUARD INTL EQUITY INDEX ALLWORLD	9/02/14	11/04/14	10,253	10,233			20
			PURCHASE				
ISHARES RUSSELL 1000 VALUE	9/02/14	11/04/14	40,749	43,721			-2,972
			PURCHASE				
ISHARES RUSSELL 1000 VALUE	4/01/14	11/04/14	4,179	3,970			209
			PURCHASE				
ISHARES S&P 500	9/02/14	11/04/14	12,026	12,095			-69
			PURCHASE				
ISHARES S&P 500	5/07/14	11/04/14	30,761	28,654			2,107
			PURCHASE				
ISHARES 1-3 YR CREDIT BOND	9/02/14	11/04/14	67,593	67,451			142
			PURCHASE				
ISHARES 1-3 YR CREDIT BOND	12/07/11	1/10/14	24,971	24,573			398
			PURCHASE				
ISHARES INTERMEDIATE CREDIT	5/11/09	1/10/14	15,172	14,618			554
			PURCHASE				
ISHARES INTERMEDIATE CREDIT	10/05/11	1/10/14	105,965	103,748			2,217
			PURCHASE				
ISHARES RUSSELL 2000	6/02/11	1/10/14	161,548	159,823			1,725
			PURCHASE				
ISHARES RUSSELL 2000	3/05/13	5/07/14	37,800	31,860			5,940
			PURCHASE				
ISHARES RUSSELL 2000	3/05/13	8/01/14	251,398	209,671			41,727
			PURCHASE				
TOTAL			\$ 2,936,238	\$ 2,840,551	\$ 0	\$ 0	\$ 95,687

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
SCHUHARDT & CHAMBERLAIN	\$ 1,037	\$ 1,037	\$	\$
TOTAL	\$ 1,037	\$ 1,037	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOUNDERS BANK & TRUST	\$ 26,612	\$ 26,612	\$	\$
TOTAL	\$ 26,612	\$ 26,612	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX	\$ 275	\$ 275	\$	\$
TOTAL	\$ 275	\$ 275	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
ANNUAL FILING FEE	20	20		
ADOBE PDF PACK	96	96		
TOTAL	\$ 116	\$ 116	\$ 0	\$ 0

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SPDR S&P 500 ETF	\$	237,566	COST	\$ 255,270
ISHARES S&P 500	862,672	1,015,871	COST	1,532,854
ISHARES RUSSELL 1000 GROWTH	372,768		COST	
VANGUARD INTL EQUITY INDEX		591,654	COST	623,357
ISHARES RUSSELL 2000	341,373		COST	
VANGUARD MSCI EAFE ETF	602,875		COST	
ISHARES RUSSELL 1000 VALUE ETF		233,319	COST	251,725
TOTAL	\$ 2,179,688	\$ 2,078,410		\$ 2,663,206

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ISHARES 1-3 YR CREDIT BOND	\$ 39,190		COST	\$
ISHARES INTERMEDIATE CREDIT	566,785		COST	
PIMCO ENHANCED SHORT MATURITY		66,858	COST	66,757
GOLDMAN SACHS STRATEGIC INCOME		405,586	COST	395,490
PIMCO INCOME FUND		194,476	COST	199,011
TOTAL	\$ 605,975	\$ 666,920		\$ 661,258

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
UNIVERSITY OF MICHIGAN SCHOLARSHIP	301 E LIBRARY				
ANN ARBOR MI 48104					15,000
ADOPTIVE FAMILY SUPPORT NETWORK	233 FULTON ST E #124				
GRAND RAPIDS MI 49503					
KENT COUNTY CIRCUIT COURT FAMILY DIV	333 MONROE NW				
GRAND RAPIDS MI 49503					3,000

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
KENT INTERMEDIATE SCHOOL DISTRICT	2930 KNAPP NE						5,000
GRAND RAPIDS MI 49505							
EQUEST CENTER FOR THERAPEUTIC RIDIN	3777 RECTOR AVE NE						
ROCKFORD MI 49341							
GRAND VALLEY STATE UNIVERSITY	1 N CAMPUS DR						
ALLENDALE MI 49401							
GROUNDSWELL	1156 15TH ST NW, SUITE 84						10,000
WASHINGTON DC 20005							
FAMILY PROMISE OF GRAND RAPIDS	906 DIVISION AVE S						4,000
GRAND RAPIDS MI 49507							
KIDS FOOD BASKET	2055 OAK INDUSTRIAL DR NE						5,000
GRAND RAPIDS MI 49505							6,000
KENT COUNTY CIRCUIT COURT FAMILY DIV	333 MONROE NW						2,500
GRAND RAPIDS MI 49503							
MICHIGAN STATE UNIVERSITY	HAGODORN #200						13,000
LANSING MI 48223							
MICHIGAN STATE UNIVERSITY	HAGODORN #200						15,000
LANSING MI 48223							
SENIOR NEIGHBORS	1615 LEONARD ST NE						5,000
GRAND RAPIDS MI 49505							
GREML	610 EAST UNIVERSITY AVE						10,000
ANN ARBOR MI 48109							
GRAND RAPIDS BALLET	341 ELLSWORTH AVE SW						15,000
GRAND RAPIDS MI 49503							
BLUE LAKE FINE ARTS CAMP	300 E CRYSTAL LAKE RD						5,000
TWIN LAKE MI 49457							
CHILDRENS ASSESSMENT CENTER	901 MICHIGAN NE						4,500
GRAND RAPIDS MI 49503							
CHERRY STREET HEALTH SERVICES	550 CHERRY ST SE						3,000
GRAND RAPIDS MI 49503							
GR PUBLIC MUSEUM PLANETARIUM	272 PEARL ST NW						9,000
GRAND RAPIDS MI 49504							
MARY FREE BED HOSPITAL	235 WEALTHY ST SE						11,000
GRAND RAPIDS MI 49503							

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
KENT COUNTY HEALTH DEPARTMENT	DENTA 700 FULLER AVENUE NE				
GRAND RAPIDS MI 49503					5,000
IDEA INSTITUTE	610 E. UNIVERSITY AVE.				10,000
ANN ARBOR MI 48109					
GRAND RAPIDS COMMUNITY FOUNDATION	185 OAKES STREET SE				5,000
GRAND RAPIDS MI 49503					
DEGAGE MINISTRIES	144 DIVISION AVE. S.				4,000
GRAND RAPIDS MI 49503					
BOYS & GIRLS CLUB OF GR	726 MADISON AVE. SE				2,500
GRAND RAPIDS MI 49503					
TOTAL					<u>167,500</u>

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<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
FOUNDERS BANK & TRUST	\$ 4				
TOTAL	\$ 4				

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
FOUNDERS BANK & TRUST	\$ 77,775				
TOTAL	\$ 77,775				