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EXTENDED TO NOVEMBER 16, 2015

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

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

THE LEIGHTON-OARE FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address)

1999 MORRIS DRIVE

Room/suite

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

NILES, MI 49120

A Employer identification number

35-6034243

B Telephone number

269-687-6290

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 changeD 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 foundationE 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)

\$ 21,210,776.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

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

Part I

Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(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			N/A	
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	153,188.	153,188.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	291,188.			
b Gross sales price for all assets on line 6a	3,231,584.			
7 Capital gain net income (from Part IV, line 2)		291,188.		
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	327,475.	326,358.		STATEMENT 2
12 Total. Add lines 1 through 11	771,851.	770,734.		
13 Compensation of officers, directors, trustees, etc	1,500.	750.		750.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	5,035.	2,518.		2,517.
c Other professional fees	23,774.	11,887.		11,887.
17 Interest				
18 Taxes	178,845.	117.		117.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	44.	22.		22.
24 Total operating and administrative expenses. Add lines 13 through 23	209,198.	15,294.		15,293.
25 Contributions, gifts, grants paid	1,353,725.			1,353,725.
26 Total expenses and disbursements. Add lines 24 and 25	1,562,923.	15,294.		1,369,018.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-791,072.			
b Net investment income (if negative, enter -0-)		755,440.		
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 23 2015

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		1,010,984.	171,351.	171,351.
	2	Savings and temporary cash investments			100,831.	100,855.
	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 STMT 7	446,055.	287,874.	290,762.	
	b	Investments - corporate stock STMT 8	1,068,671.	1,141,682.	1,902,995.	
	c	Investments - corporate bonds STMT 9	1,147,128.	1,076,229.	1,079,638.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10	17,209,450.	17,313,249.	17,665,175.		
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	20,882,288.	20,091,216.	21,210,776.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds	13,297,780.	13,297,780.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	7,584,508.	6,793,436.			
30	Total net assets or fund balances	20,882,288.	20,091,216.			
31	Total liabilities and net assets/fund balances	20,882,288.	20,091,216.			

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	20,882,288.
2	Enter amount from Part I, line 27a	2	-791,072.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	20,091,216.
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	20,091,216.

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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 CHARLES SCHWAB #8130-5394 - SEE ATTACHED	P		
b CHARLES SCHWAB #8130-5394 - SEE ATTACHED	P		
c CAPITAL GAINS DIVIDENDS			
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 305,724.		305,232.	492.
b 2,922,934.		2,635,164.	287,770.
c 2,926.			2,926.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			492.
b			287,770.
c			2,926.
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	291,188.
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))
2013	1,322,894.	20,622,246.	.064149
2012	1,321,848.	19,198,818.	.068850
2011	1,330,425.	19,500,186.	.068226
2010	1,107,736.	19,811,816.	.055913
2009	1,063,887.	19,269,835.	.055210

2 Total of line 1, column (d)	2	.312348
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	.062470
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	21,269,967.
5 Multiply line 4 by line 3	5	1,328,735.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,554.
7 Add lines 5 and 6	7	1,336,289.
8 Enter qualifying distributions from Part XII, line 4	8	1,369,018.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	7,554.
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	7,554.
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	7,554.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	93,320.	
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	93,320.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	85,766.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☒ 85,766. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c 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. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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) ☒ IN, 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 2014 or the taxable year beginning in 2014 (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

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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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ROBIN OARE BUTLER CURTIS</u> Telephone no. ► <u>269-687-6290</u> Located at ► <u>1999 MORRIS DRIVE, NILES, MI</u> ZIP+4 ► <u>49120</u>			
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 ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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? ☐ 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)? 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2014 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 2014) <u>N/A</u>	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 2014?	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 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		1,500.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	12,380,957.
b	Average of monthly cash balances	1b	591,177.
c	Fair market value of all other assets	1c	8,621,741.
d	Total (add lines 1a, b, and c)	1d	21,593,875.
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	21,593,875.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	323,908.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,269,967.
6	Minimum investment return. Enter 5% of line 5	6	1,063,498.

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	1,063,498.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	7,554.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	14,479.
c	Add lines 2a and 2b	2c	22,033.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,041,465.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,041,465.
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	1,041,465.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,369,018.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,369,018.
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	7,554.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,361,464.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,041,465.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	201,421.			
b From 2010	163,097.			
c From 2011	372,570.			
d From 2012	381,507.			
e From 2013	385,102.			
f Total of lines 3a through e	1,503,697.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	1,369,018.			
a Applied to 2013, 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 2014 distributable amount				1,041,465.
e Remaining amount distributed out of corpus	327,553.			
5 Excess distributions carryover applied to 2014 (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	1,831,250.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	201,421.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,629,829.			
10 Analysis of line 9:				
a Excess from 2010	163,097.			
b Excess from 2011	372,570.			
c Excess from 2012	381,507.			
d Excess from 2013	385,102.			
e Excess from 2014	327,553.			

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 2014, 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)

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 | 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		

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

Sign Here  1/11/15  **VICE PRESIDENT**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name JEFFREY B. DORN, CPA	Preparer's signature 	Date 11/13/15	Check ☐ if self-employed	PTIN P00053769
	Firm's name ▶ PLANTE & MORAN, PLLC				Firm's EIN ▶ 38-1357951
	Firm's address ▶ 511 RENAISSANCE DR., SUITE 120 ST. JOSEPH, MI 49085				Phone no. (269) 982-8000

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	156,114.	2,926.	153,188.	153,188.	
TO PART I, LINE 4	156,114.	2,926.	153,188.	153,188.	

FORM 990-PF	OTHER INCOME			STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	
INCOME FROM INVESTMENT IN LBC REAL ESTATE FUND I, LP	32,995.	32,995.		
NONDIVIDEND DISTRIBUTIONS	1,117.	0.		
INCOME FROM BESPOKE CAPITAL STRATEGIES, LP SERIES TAX-EXEMPT GLOBAL EQUITY	139,112.	139,112.		
INCOME FROM BESPOKE CAPITAL STRATEGIES LP SERIES TAX-EXEMPT HEDGED EQUITY	46,544.	46,544.		
INCOME FROM BESPOKE CAPITAL STRATEGIES LP SERIES TAX-EXEMPT ABSOLUTE STRATEG	62,625.	62,625.		
INCOME FROM BESPOKE CAPITAL STRATEGIES LP SERIES TAX-EXEMPT FIXED INCOME STR	45,082.	45,082.		
TOTAL TO FORM 990-PF, PART I, LINE 11	327,475.	326,358.		

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	5,035.	2,518.		2,517.
TO FORM 990-PF, PG 1, LN 16B	5,035.	2,518.		2,517.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT					
ADVISORY FEES	19,874.	9,937.		9,937.	
ADMINISTRATIVE FEES	3,900.	1,950.		1,950.	
TO FORM 990-PF, PG 1, LN 16C	23,774.	11,887.		11,887.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	234.	117.		117.	
ESTIMATED TAXES PAID	178,611.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	178,845.	117.		117.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSES	44.	22.		22.	
TO FORM 990-PF, PG 1, LN 23	44.	22.		22.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL NATL MTG ASSN	X		55,486.	53,686.
UNITED STATES TREAS NTS	X		31,366.	31,568.
UNITED STATES TREAS NTS	X		56,086.	57,436.
UNITED STATES TREAS NTS	X		70,327.	70,826.
VIRGINIA ST		X	49,961.	52,340.
UNITED STATES TREAS NTS	X		24,648.	24,906.
TOTAL U.S. GOVERNMENT OBLIGATIONS			237,913.	238,422.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			49,961.	52,340.
TOTAL TO FORM 990-PF, PART II, LINE 10A			287,874.	290,762.

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABS COM			10,532.	19,809.
ABBVIE INC.			10,902.	27,485.
AETNA INC NEW COM			16,785.	34,200.
AMERICAN EXPRESS CO COM			0.	0.
AMERIPRISE FINL INC COM			12,935.	44,965.
AMERISOURCEBERGEN CORP COM			11,757.	48,686.
AMGEN INC COM			21,120.	39,823.
APACHE CORP COM			0.	0.
APPLE INC COM			28,907.	92,719.
ARCHER DANIELS MIDLAND CO COM			12,513.	19,760.
BAKER HUGHES			12,533.	16,821.
BB&T CORP COM			0.	0.
CHEVRON CORP NEW COM			18,209.	37,580.
CISCO SYS INC			22,399.	41,166.
COMCAST			11,611.	43,508.
CVS CAREMARK CORPORATION COM			16,633.	52,007.
DISCOVER FINL SVCS COM			32,872.	45,188.
DISCOVERY COMMUNICATIONS NEW COM SER A			0.	0.
DOLLAR TREE INC COM			10,176.	34,486.
DOVER CORP COM			15,121.	29,405.
EATON CORP COM			28,029.	36,698.
EMC CORP MASS COM			25,521.	41,636.
FEDEX CORP COM			21,642.	39,074.
GENERAL ELECTRIC CO COM			34,004.	48,013.
GOOGLE INC CLASS A			11,348.	26,533.
HESS CORP COM			25,145.	35,803.

INTEL CORP COM	0.	0.
INTERNATIONAL BUSINESS MACHS COM	0.	0.
JPMORGAN CHASE	6,591.	51,316.
MACYS INC COM	25,013.	46,025.
MARATHON OIL CORP COM	26,781.	28,997.
MCKESSON CORP COM	14,829.	41,516.
METLIFE INC COM	25,904.	42,190.
MICROSOFT CORP COM	16,275.	23,225.
MONDELEZ INTERNATIONAL INC	0.	0.
NOBLE CORPORATION BAAR NAMEN	38,821.	22,038.
NORFOLK SOUTHERN CORP COM	17,920.	37,267.
ORACLE CORP COM	15,111.	33,278.
PEPSICO INC COM	20,059.	31,205.
PNC FINL SVCS GROUP INC COM	27,646.	42,878.
QUALCOMM INC COM	20,643.	37,908.
ROYAL DUTCH SHELL PLC SPONS ADR A	0.	0.
RYDER SYS INC COM	16,512.	36,212.
THERMO FISHER SCIENTIFIC INC COM	17,539.	36,334.
TJX COS INC NEW COM	12,676.	41,148.
UNITEDHEALTH GROUP INC COM	9,805.	23,251.
VERIZON COMMUNICATIONS INC COM	0.	0.
VIACOM INC	7,749.	19,941.
WAL MART STORES INC COM	0.	0.
JOHNSON CTLS INC COM	38,741.	40,122.
LENNAR CORP CL A	28,901.	30,247.
PRICELINE.COM INC	18,110.	17,103.
PROCTOR & GAMBLE CO COM	19,722.	23,683.
INVESCO LTD	36,825.	37,544.
SELECT SECTOR SPDR TR SBI CONS STPLS	20,169.	21,336.
MORGAN STANLEY	36,366.	40,352.
PRINCIPAL FINL GROUP INC COM	36,019.	39,474.
ACTAVIS PLC	34,333.	45,047.
NIELSEN NV	28,103.	28,851.
UNITED TECHNOLOGIES CORP COM	40,299.	41,400.
GOOGLE INC CLASS C	9,050.	21,056.
TE CONNECTIVITY LTD	36,140.	38,899.
LYONDELLBASELL INDU - CLA	28,336.	27,787.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,141,682.	1,902,995.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AFLAC INC	30,191.	30,867.
AMGEN INC	55,458.	55,075.
ANHEUSER BUSCH	53,749.	54,234.
BB&T CORPORATION	34,924.	35,505.
CISCO SYSTEMS	29,465.	27,940.
COLGATE PALMOLIVE CO	39,415.	37,855.

COMCAST CORP.	41,989.	40,183.
CONSOLIDATED EDISON CO	0.	0.
DUPONT E I DE NEMOURS & CO	0.	0.
GENERAL MLS INC	55,029.	54,625.
GLAXOSMITHKLINE CAP INC	55,278.	56,326.
JPMORGAN CHASE	51,019.	50,647.
MEDTRONIC	54,811.	51,470.
MICROSOFT CORP	34,798.	35,038.
NORTHERN TR CORP	0.	0.
NOVARTIS SECURITIES INVESTMENT	36,872.	39,299.
PARKER-HANNIFIN CORP MTNS BE	53,686.	55,943.
PNC FUNDING CORP	35,613.	39,328.
ROYAL BANK OF CANADA	36,098.	35,719.
SHELL INTL FIN	0.	0.
TOTAL CAPITAL SA	41,582.	40,467.
UNITED TECHNOLOGIES CORP	39,586.	38,820.
VERIZON COMMUNICATIONS	16,987.	17,377.
VIRGINIA ELEC & PWR CO	36,618.	39,213.
WAL MART STORES INC	34,354.	33,124.
WELLS FARGO BK NATL ASSN	52,379.	53,165.
DISCOVERY COMMUNICATIONS	28,092.	27,466.
GENERAL ELECTRIC CAP CORP	33,387.	33,814.
GOLDMAN SACHS GROUP INC	31,136.	30,484.
ILLINOIS TOOL WORKS INC	34,877.	36,431.
ORACLE CORP	28,836.	29,223.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,076,229.	1,079,638.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PRICE T ROWE HIGH YIELD FD INC COM	COST	279,573.	288,135.
RIDGEWORTH FDS INS USGV U-S 1	COST	102,854.	103,364.
3SCOUT FDS INTERNTL FD	COST	0.	0.
3ELECT SECTOR SPDR TR SBI INT-FINL	COST	0.	0.
3STRATTON SMALL CAP VALUE	COST	0.	0.
TEMPLETON INCOME TR GLB BD ADVSOR	COST	300,000.	292,696.
VANGUARD FIXED INCOME SECS FD STRM	COST		
INVGRA AD		280,185.	281,219.
INVESTMENT IN LBC REAL ESTATE FUND	COST		
I, LP		359,274.	532,404.
INVESTMENT IN BESPOKE CAPITAL	COST		
3STRATEGIES T/E HEDGED EQUITY		3,296,544.	3,385,073.
INVESTMENT IN BESPOKE CAPITAL	COST		
3STRATEGIES T/E GLOBAL EQUITY		8,139,112.	8,249,352.
INVESTMENT IN BESPOKE CAPITAL	COST		
3STRATEGIES T/E ABSOLUTE STRATEGIES		3,312,625.	3,271,782.
INVESTMENT IN BESPOKE PRIVATE	COST		
3STRATEGIES SERIES TAX EXEMPT 2014		183,000.	183,782.

INVESTMENT IN BESPOKE PRIVATE STRATEGIES SERIES TAX EXEMPT 2015	COST	15,000.	15,000.
INVESTMENT IN BESPOKE CAPITAL STRATEGIES T/E FIXED INCOME STRATEGIES	COST	1,045,082.	1,062,368.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,313,249.	17,665,175.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ERNEST M. OARE 1999 MORRIS DRIVE NILES, MI 49120	DIRECTOR 0.00	0.	0.	0.
KEVIN J. BUTLER 1999 MORRIS DRIVE NILES, MI 49120	TREASURER/DIRECTOR 0.00	0.	0.	0.
JOSEPH E. KERNAN 1999 MORRIS DRIVE NILES, MI 49120	DIRECTOR 1.00	1,500.	0.	0.
LISA SHANKS 1999 MORRIS DRIVE NILES, MI 49120	DIRECTOR 0.00	0.	0.	0.
NANCY O. BUTLER 1999 MORRIS DRIVE NILES, MI 49120	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
ROBIN O. BUTLER-BROWN 1999 MORRIS DRIVE NILES, MI 49120	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,500.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NANCY O. BUTLER
1999 MORRIS DRIVE
NILES, MI 49120

TELEPHONE NUMBER

269-687-6290

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE WRITTEN AND INCLUDE INFORMATION WHICH SUPPORTS THAT THE REQUESTING ORGANIZATION IS OF AN EDUCATIONAL, SCIENTIFIC, LITERARY, RELIGIOUS OR CHARITABLE NATURE.

ANY SUBMISSION DEADLINES

THE APPLICATION SHOULD BE FILED SO AS TO ALLOW REASONABLE TIME TO ACT ON APPLICATION.

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICATIONS WILL BE CONSIDERED FOR ORGANIZATIONS OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE FOLLOWING PURPOSES: EDUCATIONAL; SCIENTIFIC; LITERARY; RELIGIOUS; OR CHARITABLE. AT PRESENT, NO SCHOLARSHIPS OR GRANTS ARE GIVEN TO ANY INDIVIDUAL PERSON(S).

FORM 990-PF

OTHER REVENUE

STATEMENT 13

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
INCOME FROM INVESTMENT IN LBC REAL ESTATE FUND I, LP			14	32,995.	
NONDIVIDEND DISTRIBUTIONS			14	1,117.	
INCOME FROM BESPOKE CAPITAL STRATEGIES, LP					
SERIES TAX-EXEMPT GLOBAL			14	139,112.	
INCOME FROM BESPOKE CAPITAL STRATEGIES LP					
SERIES TAX-EXEMPT HEDGED			14	46,544.	
INCOME FROM BESPOKE CAPITAL STRATEGIES LP					
SERIES TAX-EXEMPT			14	62,625.	
INCOME FROM BESPOKE CAPITAL STRATEGIES LP					
SERIES TAX-EXEMPT FIXED			14	45,082.	
TOTAL TO FORM 990-PF, PG 12, LN 11				327,475.	

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-14 Through 12-31-14

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	GAIN OR LOSS	
						PROCEEDS	SHORT TERM LONG TERM
10-04-11	01-14-14	500.0000	ROYAL DUTCH SHELL PLC SPONS ADR A	29,266.03		35,522.83	6,256.80
11-24-09	01-15-14	10,000.0000	DU PONT EIDE NEMOURS & CO	11,223.30		10,000.00	-1,223.30
10-19-09	01-29-14	50.0000	INTEL CORP COM	1,020.48		1,239.34	218.86
09-10-10	01-29-14	650.0000	INTEL CORP COM	11,688.54		16,111.41	4,422.87
02-21-13	02-24-14	950.0000	MONDELEZ INTERNATIONAL INC	25,607.96		32,795.03	7,187.07
12-04-09	03-10-14	150.0000	AMERIPRISE FINL INC COM	5,706.60		16,731.44	11,024.84
02-17-10	03-11-14	250.0000	KNOWLES CORP	3,636.03		7,176.15	3,540.12
09-19-13	03-18-14	2,741.9800	SCOUT FDS INTERNTL FD	100,000.00		99,314.52	-685.48
09-12-13	03-18-14	2,693.5070	SCOUT FDS INTERNTL FD	95,000.00		97,558.82	2,558.82
06-28-11	03-18-14	12,878.5560	SCOUT FDS INTERNTL FD	421,000.00		466,461.30	45,461.30
06-29-11	03-19-14	37,623.7630	RIDGEWORTH FDS INS USGV U-S I	380,000.00		380,752.48	752.48
07-27-10	03-19-14	11,783.3520	RIDGEWORTH FDS INS USGV U-S I	118,776.19		119,247.52	471.33
11-24-09	04-01-14	50,000.0000	CONSOLIDATED EDISON CON Y INC	55,230.17		50,000.00	-5,230.17
09-02-10	04-02-14	45,000.0000	UNITED STATES TREAS NTS	44,996.40		46,077.53	1,081.13
01-22-10	04-11-14	80.0000	PEPSICO INC COM	4,862.69		6,688.66	1,825.97
11-24-09	05-01-14	50,000.0000	NORTHERN TR CORP	54,474.00		50,000.00	-4,474.00
04-12-12	05-02-14	300.0000	BAKER HUGHES	12,532.89		20,904.07	8,371.18
11-25-09	05-09-14	15,000.0000	VIRGINIA ELEC & PWR CO	15,693.30		17,059.05	1,365.75
08-18-10	05-09-14	15,000.0000	5.0000% Due 06-30-19 SHELL INT'L FIN	16,063.95		16,663.50	599.55
			4.3000% Due 09-22-19				

Part IV Attachment

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES
Master Group for 25012

From 01-01-14 Through 12-31-14

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	GAIN OR LOSS		
						PROCEEDS	SHORT TERM	LONG TERM
11-05-10	05-12-14	475 0000	AMERICAN EXPRESS CO COM	20,839.39		42,650.57		21,811.18
09-15-10	05-14-14	70.0000	AETNA INC NEW COM	2,118.83		5,262.00		3,143.17
04-11-14	05-14-14	40 0000	AMERISOURCEBERGEN CORP COM	2,595.91		2,676.42	80.51	
09-22-09	05-14-14	20 0000	AMERISOURCEBERGEN CORP COM	435.43		1,338.21		902.78
11-13-12	05-14-14	40.0000	APACHE CORP COM	3,139.76		3,592.29		452.53
06-04-12	05-14-14	130 0000	BB&T CORP COM	3,602.62		4,824.73		1,222.11
08-29-13	05-14-14	60 0000	DISCOVER FINL SVCS COM	2,858.39		3,408.63	550.24	
05-27-10	05-14-14	60.0000	DOLLAR TREE INC COM	1,245.99		3,094.78		1,848.79
10-28-10	05-14-14	200 0000	GENERAL ELECTRIC CO COM	3,236.27		5,337.73		2,101.46
07-15-10	05-14-14	60.0000	HESS CORP COM	3,206.23		5,339.63		2,133.40
06-14-12	05-14-14	100 0000	MACYS INC COM	3,573.34		5,762.22		2,188.88
03-14-12	05-14-14	70 0000	METLIFE INC COM	2,625.66		3,554.04		928.38
01-30-08	05-14-14	170 0000	ORACLE CORP COM	3,471.55		7,121.37		3,649.82
01-22-10	05-14-14	40.0000	PEPSICO INC COM	2,431.34		3,470.57		1,039.23
09-10-12	05-14-14	60 0000	RYDER SYS INC COM	2,540.31		4,960.14		2,419.83
06-04-13	05-14-14	140.0000	SELECT SECTOR SPDR TR SBI INT-FINL	2,780.53		3,065.66	285.13	
11-24-09	05-14-14	40 0000	WAL MART STORES INC COM	2,192.65		3,138.30		945.65
08-04-10	05-14-14	60.0000	ABBOTT LABS COM	1,436.14		2,385.78		949.64
05-07-10	05-14-14	20.0000	APPLE INC COM	4,817.87		11,869.59		7,051.72
10-04-11	05-14-14	220.0000	CISCO SYS INC COM	3,329.58		5,015.96		1,686.38
10-19-09	05-14-14	200.0000	E M C CORP MASS COM	3,645.86		5,153.74		1,507.88
03-02-89	05-14-14	100 0000	JPMORGAN CHASE & CO COM	803.75		5,424.23		4,620.48
10-25-10	05-14-14	120 0000	NOBLE CORPORATION BAAR NAMEN -AKT	4,117.88		3,664.77		-453.11
12-02-10	05-14-14	40 0000	THERMO FISHER SCIENTIFIC INC COM	2,073.94		4,654.99		2,581.05

Part IV Attachment

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES
Master Group for 25012

From 01-01-14 Through 12-31-14

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	GAIN OR LOSS		
						PROCEEDS	SHORT TERM	LONG TERM
07-27-10	05-14-14	24,703.5570	RIDGEWORTH FDS INS USGV U-SI	249,011.85		250,000.00		988.15
09-10-10	05-14-14	6,858.7110	PRICE T ROWE HIGH YIELD FD INC COM	45,427.38		49,980.00		4,552.62
05-02-14	05-15-14	20.0000	ACTAVIS PLC	4,055.29		4,062.42	7.13	
04-11-14	05-15-14	20.0000	AMGEN INC COM	2,279.87		2,207.87	-72.00	
02-21-13	05-15-14	20.0000	AMGEN INC COM	1,689.57		2,207.88		518.31
06-04-13	05-15-14	110.0000	ARCHER DANIELS MIDLAND CO COM	3,622.29		4,781.66	1,159.37	
10-19-09	05-15-14	100.0000	COMCAST CORP NEW CL A	1,548.13		4,926.14		3,378.01
02-17-10	05-15-14	90.0000	DOVER CORP COM	3,319.31		7,660.77		4,341.46
12-03-12	05-15-14	60.0000	EATON CORP COM PLC	3,114.34		4,305.78		1,191.44
07-08-10	05-15-14	10.0000	GOOGLE INC CLASS C	2,269.02		5,195.73		2,926.71
01-29-14	05-15-14	70.0000	JOHNSON CTLS INC COM	3,282.94		3,123.55	-159.39	
05-06-10	05-15-14	60.0000	MARATHON OIL CORP COM	1,091.20		2,156.70		1,065.50
08-04-10	05-15-14	80.0000	PNC FINL SVCS GROUP INC COM	4,809.19		6,566.18		1,756.99
08-04-10	05-15-14	80.0000	ABBVIE INC.	2,076.50		4,224.16		2,147.66
12-04-09	05-15-14	30.0000	AMERIPRISE FINL INC COM	1,141.32		3,229.21		2,087.89
04-18-95	05-15-14	30.0000	CHEVRON CORP NEW COM	672.15		3,721.50		3,049.35
09-10-12	05-15-14	40.0000	DISCOVERY COMMUNICATNS NEW COM SER A	2,259.15		2,865.79		606.64
03-05-96	05-15-14	20.0000	INTERNATIONAL BUSINESS MACHS COM	584.67		3,739.19		3,154.51
01-14-14	05-15-14	30.0000	LYONDELLBASELL INDU -CL A	2,428.77		2,837.72	408.95	
01-30-08	05-15-14	50.0000	MICROSOFT CORP COM	1,627.53		1,973.56		346.03
12-04-09	05-15-14	30.0000	NORFOLK SOUTHERN CORP COM	1,581.15		2,872.22		1,291.07
01-30-08	05-15-14	40.0000	QUALCOMM INC COM	1,640.05		3,186.22		1,546.17

Part IV Attachment

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES
Master Group for 25012

From 01-01-14 Through 12-31-14

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	GAIN OR LOSS		
						PROCEEDS	SHORT TERM	LONG TERM
12-02-10	05-15-14	60.0000	THERMO FISHER SCIENTIFIC INC COM	3,110.90		6,917.30		3,806.40
04-11-14	05-15-14	50.0000	VIACOM INC NEW CL B	4,140.77		4,099.46	-41.31	
12-31-09	05-16-14	50,000.0000	FEDERAL NATL MTG ASSN	55,486.50		55,237.15		-249.35
08-10-11	06-02-14	50.0000	5.375% Due 07-15-16 MCKESSON CORP COM	3,707.33		9,462.32		5,754.99
09-10-12	06-24-14	150.0000	RYDER SYS INC COM	6,350.77		12,999.42		6,648.65
05-14-14	06-25-14	400.0000	AMERICAN ELEC PWR INC COM	20,987.75		21,927.57	939.82	
06-03-10	07-01-14	15,000.0000	PNC FUNDING CORP 5.125% Due 02-08-20	15,262.81		17,072.70		1,809.88
08-10-11	07-10-14	270.0000	UNITEDHEALTH GROUP INC COM	11,510.14		22,244.42		10,734.28
10-25-10	08-04-14	0.3333	PARAGON OFFSHORE LTD	4.29		3.47		-0.82
06-04-12	08-06-14	640.0000	BB&T CORP COM	17,735.98		23,310.22		5,574.24
11-13-12	08-06-14	380.0000	BB&T CORP COM	10,480.61		13,840.45		3,359.84
06-04-13	08-08-14	1,060.0000	SELECT SECTOR SPDR TR SBI INT-FINL	21,052.55		23,650.79		2,598.24
01-06-10	08-20-14	15,000.0000	NOVARTIS SECURITIES INVESTMENT	15,802.50		17,006.25		1,203.75
10-25-10	09-22-14	326.0000	5.125% Due 02-10-19 PARAGON OFFSHORE LTD	4,198.13		2,036.09		-2,162.04
02-03-14	09-22-14	117.0000	PARAGON OFFSHORE LTD	1,341.49		730.74	-610.75	
09-10-12	09-24-14	260.0000	DISCOVERY COMMUNICATNS NEW COM SER A	7,405.79		9,871.25		2,465.46
09-10-12	09-24-14	260.0000	DISCOVERY COMMUNICATNS NEW COM SER C	7,278.70		9,741.09		2,462.39
03-05-96	10-20-14	110.0000	INTERNATIONAL BUSINESS MACHS COM	3,215.71		18,591.42		15,375.71

Part IV Attachment

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES
Master Group for 25012

From 01-01-14 Through 12-31-14

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	GAIN OR LOSS		
						PROCEEDS	SHORT TERM	LONG TERM
11-24-09	10-20-14	260.0000	WAL MART STORES INC COM	14,252.20		19,459.94		5,207.74
09-22-09	10-21-14	40.0000	AMERISOURCEBERGEN CORP COM	870.87		3,057.78		2,186.91
08-04-10	10-21-14	60.0000	CVS HEALTH CORPORATION COM	1,848.11		4,950.00		3,101.89
05-12-14	10-21-14	140.0000	PRINCIPAL FINL GROUP INC COM	6,635.01		7,025.33	390.32	
01-30-08	10-21-14	440.0000	ORACLE CORP COM	8,985.20		16,851.92		7,866.72
09-11-13	10-21-14	3,697.6780	STRATTON SMALL CAP VALUE	250,049.00		266,767.47		16,718.47
05-02-14	10-22-14	15.0000	ACTAVIS PLC	3,041.47		3,503.84	462.37	
05-06-13	10-22-14	25.0000	FEDEX CORP COM	2,404.63		4,000.96		1,596.33
09-15-10	10-22-14	100.0000	TX COS INC NEW COM	2,112.61		6,235.01		4,122.40
12-04-09	10-22-14	30.0000	NORFOLK SOUTHERN CORP COM	1,581.15		3,233.11		1,651.96
02-21-13	11-06-14	80.0000	AMGEN INC COM	6,758.26		12,785.33		6,027.07
12-30-09	11-15-14	170,000.0000	UNITED STATES TREAS NTS	183,799.22		170,000.00		-13,799.22
07-27-10	11-18-14	12,833.1690	RIDGEWORTH FDS INS	129,358.34		130,000.00		641.66
01-25-10	11-18-14	11,204.4820	USGV U-S-I	119,815.05		120,092.05		277.00
09-11-13	11-24-14	6,000.0000	VANGUARD FIXED INCOME SECS FD STRM INVGRA AD	5,995.38		6,178.32		182.94
06-04-13	11-28-14	310.0000	VERIZON COMMUNICATIONS	10,208.27		16,354.47		6,146.20
11-13-12	12-01-14	10.0000	2.500% Due 09-15-16	784.94		633.33		-151.61
03-22-13	12-01-14	380.0000	ARCHER DANIELS MIDLAND CO COM	28,302.08		24,066.60		-4,235.48
11-06-13	12-09-14	600.0000	APACHE CORP COM	30,365.69		28,156.49		-2,209.20
			VERIZON COMMUNICATIONS INC COM					

Part IV Attachment

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES
Master Group for 25012

From 01-01-14 Through 12-31-14

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS	
							SHORT TERM	LONG TERM
05-14-14	12-09-14	160.0000	VERIZON COMMUNICATIONS INC COM	7,709.75		7,508.40	-201.35	
04-11-14	12-17-14	60.0000	VIACOM INC NEW CL B	4,968.92		4,372.98	-595.94	
12-18-09	12-17-14	135.0000	VIACOM INC NEW CL B	3,947.80		9,839.19		5,891.39
05-27-10	12-17-14	150.0000	DOLLAR TREE INC COM	3,114.98		10,023.58		6,908.60
11-04-14	12-22-14	155.0000	GILEAD SCIENCES INC COM	17,030.55		14,634.96	-2,395.59	
10-20-14	12-22-14	200.0000	GILEAD SCIENCES INC COM	20,472.55		18,883.82	-1,588.73	
08-18-10	12-30-14	35,000.0000	SHELL INT'L FIN 4 300% Due 09-22-19	37,482.55		38,407.25		924.70
TOTAL GAINS							6,842.66	321,957.93
TOTAL LOSSES							-6,350.54	-34,188.30
TOTAL REALIZED GAIN/LOSS							492.12	287,769.64
				2,940,396.74	0.00	3,228,658.49		
							288,261.75	

Part IV Attachment

Part XV Attachment

Leighton-Oare Foundation 1999 Morris Drive Niles, Michigan 49120 2014 Schedule of Contributions Paid				
Name	Address	Foundation Status	Purpose	Amount
Alcohol & Addiction Recovery Center	818 East Jefferson Blvd South Bend, IN 46617	PC	General	1,000 00
Blowing Rock Chantry Horse Show Fdn	P O Box 650 Blowing Rock NC 28605	PC	General	3,000 00
Brian Parker Memorial Foundation	433 South SSt Joseph Street Niles, MI 49120	PC	General	1,000 00
Camp Eberhart Alumni Association, Inc	316 Eddy Street South Bend, IN 46617	PC	General	25,000 00
Center For History	808 W Washington Street South Bend, IN 46601	PC	General	2,500 00
Children's Hospital Foundation (Kosair)	234 E Gray Street Suite 450 Louisville, KY 40202	PC	Kosair Childrens Hospital	5,000 00
Community Foundation of St Joseph County	205 W Jefferson Blvd South Bend, IN 46624	PC	Arts Everywhere Fund	250,000 00
Converse College	580 East Main Street Spartanburg, SC 29302	PC	Capital Project/Pell Dorm	5,000 00
Curious Kids Museum	415 Lake Blvd Saint Joseph, MI 49085	PC	General	5,000 00
Deerfield Academy	Albany Road Deerfield, MA 01342	PC	General	1,000 00
Devon Horse Show & Country Fair Fdn	PO Box 865 Devon, PA 19333	SOI	General	1,000 00
Diabetes Resource Center	6910 North Main Street Building 9 - Mail Unit 10	PC	General	5,650 00
Educational Foundation, Inc	P O Box 2446 Chapel Hill, NC 27515	PC	General	5,000 00
Fauquier Health Foundation	170 West Shirley Avenue Suite 101 Warrenton, VA 20186	PC	General	5,000 00
Fernwood Botanical Garden	13988 Range Line Road Niles, MI 49120	PC	General	21,500 00
First Presbyterian Church of South Bend	333 W Collax Avenue South Bend, IN 46601	PC	General	1,000 00
Flagler County Education Foundation	1769 East Moody Blvd Building 2 Bunnell, FL 32110	PC	General	10,000 00
Florida Hospital Flagler Foundation	60 Memorial Medical Parkway Suite 2801 Palm Coast, FL 32164	PC	General	5,000 00
Florida Hospital Memorial Foundation	770 W Grenada Blvd Suite 205 Ormond Beach, FL 32174	PC	Stuart Meyer Hospice Foundation	4,500 00
Foundation St. Joseph Regional Med Center	707 E Cedar Street Suite 175 South Bend, IN 46617	PC	General	1,000 00
Habitat for Humanity St. Louis	3763 Forest Park Ave St. Louis, MO 63108	PC	General	2,500 00
Hammock Community Church	5299 Oceanshore Blvd Palm Coast, FL 32137	PC	General	7,500 00
Highland School	597 Broadway Avenue Warrenton, VA 20186	PC	General	2,500 00
Hospice Foundation	4220 Edison Lakes Parkway Suite 210 Mishawaka, IN 46545	PC	General	1,500 00
J Red Peach Foundation	1999 Morris Drive Niles, MI 49120	PC	General	10,000 00
Kentucky Organ Donors Affiliates	10160 Linn Station Road Louisville, KY 40223	PC	General	5,000 00
Keawick Community Foundation	862 Club Drive Keswick, VA 22947	PC	General	1,000 00
Lake Michigan College Foundation	2755 East Napier Avenue Benton Harbor, Michigan 49022	PC	General	5,000 00
Lakeland Health Foundation	31 North St Joseph Niles, MI 49120	PC	General	15,000 00
Logan Foundation	P O Box 1049 South Bend IN 46624	PC	General	5,000 00
Mayo Foundation	Dept of Development 4500 San Pablo Road, Jacksonville, FL	PC	General	15,000 00
Memorial Health Foundation	615 N Michigan Street South Bend, IN 46601	SOI	General	40,000 00
Metropolitan Ministries	2002 North Florida Avenue Tampa, FL 33602	PC	General	10,000 00
Michigan Gateway Community Foundation	111 Days Avenue, Buchanan, MI 49107	PC	Niles Fund	10,000 00
Middleburg Classic Horse Show	781 Ledford Lane Smithfield, VA 23430	PC	General	1,000 00
Morris Entertainment Inc	211 N Michigan Street South Bend, IN 46601	PC	General	10,000 00
National Horse Show Association	P O Box 386 Greenvale, NY 11548	PC	General	5,000 00
National Sporting Library & Museum	PO Box 1335 Middleburg, VA 20118	PC	General	500 00
Niles Education Foundation	111 Spruce Street Niles, MI 49120	PC	General	1,500 00
Niles Main Street Initiative	210 Main Street Niles, MI 49120	PC	General	11,000 00
Parkview Foundation	2200 Randalia Drive Fort Wayne, IN 46805	PC	General	1,000 00
Pegasus Rising, Inc	42 Sleepy Hollow Trail Palm Coast, FL 32614	PC	General	10,000 00
Pennsylvania National Horse Show	720 Limekiln Road New Cumberland, PA 17070	SOI	General	1,500 00
Protestant Episcopal Church	10 Iroquois Trail Ormond Beach, FL 32174	PC	Operation Caring Through Sharing	10,000 00
PSC Partners Seeking a Cure	5237 South Kenton Way Englewood, CO 80111	PC	General	1,000 00
Real Services	1151 S Michigan Street South Bend, IN 46601	PC	Meals On Wheels	2,000 00
Salvation Army of Gainesville Florida	639 E University Ave Gainesville, FL 32601	PC	General	10,000 00
Snite Museum of Art	University of Notre Dame P O Box 368 Notre Dame, IN 46556-9957	PC	General	1,250 00
South Bend Symphony	127 North Michigan Street South Bend, IN 46601-1603	PC	General	11,000 00
St. Joseph High School	1441 North Michigan Street South Bend, IN 46601	PC	Forward in Faith Campaign	200,000 00
St. Mary's Church	219 South State Street Niles, MI 49120	PC	General	5,100 00
Stanley Clark School	31233 Miami Street South Bend, IN 46614-2098	PC	General	5,000 00
Studebaker National Museum	201 South Chapin Street South Bend, IN 46601	PC	General	1,000 00
Support the Fort Inc	PO Box 1024 Niles, MI 49120	PC	Interpretive Center	25,000 00
Supporting Heroes Inc	PO Box 991547 Louisville KY 40269	PC	General	7,500 00
Susan G Komen for the Cure	5005 LBJ Freeway Dallas, TX 75244	PC	General	2,500 00
The Salvation Army	P O 566 South Bend, IN 46624	PC	Ray & Joan Kroc Corps Community Center	20,000 00
United States Equestrian Federation, Inc	4047 Iron Works Parkway Lexington, KY 40511	PC	General	500 00
United States Hunter Jumper Association	3870 Cigar Lane Lexington, KY 40511	PC	Capital Campaign	6,725 00
University of North Carolina	PO Box 309 Chapel Hill, NC 27514	PC	General	1,000 00
University of Notre Dame	405 Main Building Notre Dame Indiana 46556-5602	PC	Stayer Center	420,000 00
Upperville Colt & Horse Show Inc	PO Box 239 Upperville, VA 20185	PC	General	5,000 00
Virginia Horse Center Foundation	487 Maury River Road Lexington VA 24450	PC	General	55,000 00
Warrenton United Methodist Church	Building Fund 341 Church Street Warrenton, VA 20186	PC	General	5,000 00
Washington International Horse Show	3299 K Street NW Suite 600 Washington, DC 20007	PC	General	5,000 00
Wayside Christian Mission	PO Box 7249 Louisville, KY 40257	PC	General	7,500 00
Western Michigan University Foundation	1903 W Michigan Avenue Kalamazoo, MI 49008-5403	PC	Fort St Joseph	5,000 00
Womens Care Center	360 North Notre Dame Avenue South Bend, IN 46617	PC	General	1,000 00
Wounded Warrior Project	PO Box 758517 Topeka, KS 66675	PC	General	11,000 00
				1,353,725 00

Part XV Attachment

Leighton-Oare Foundation							
1999 Morris Drive							
Niles, Michigan 49120							
2014 Committed Funds							
Name	Purpose	Description	2015	2016	2017	2018	Total Future Commitments
University of Notre Dame University Relations Notre Dame, IN 46556	General	\$600,000 per year for the years 2006-2008 and \$420,000 per year for the years 2009-2018 totaling \$6,000,000	420,000	420,000	420,000	420,000	1,680,000
Community Foundation of St. Joseph County 205 West Jefferson Blvd South Bend, IN 46601	Arts Everywhere Fund	\$250,000 per year for the years 2009-2014 and final payment of \$122,750 in 2015	122,750				122,750
South Bend Symphony Orchestra 127 North Michigan Avenue South Bend, IN 46601	General	\$10,000 per year for the years 2011-2015 totaling \$50,000	10,000				10,000
The Salvation Army 2009 South Bend Ave South Bend, IN	General	\$20,000 per year for the years 2010-2014 totaling \$100,000					
The Mayo Foundation 200 1st Street SW Rochester, MN 55905	General	\$10,000 per year for the years 2010-2014 Totaling \$50,000					
Saint Joseph's High School 1441 North Michigan Street South Bend, IN 46617	Forward in Faith Campaign	\$200,000 per year for the years 2011-2015 Totaling \$1,000,000	200,000				200,000
Stanley Clark School 31233 Miami Street South Bend, IN 46614	General	\$5,000 per year for the years 2011-2015 Totaling \$25,000	5,000				5,000
Logan Foundation PO Box 1049 South Bend, IN 46624	General	\$5,000 per year for the years 2011-2014 Totaling \$20,000					
Camp Eberhart Alumni Association 316 S Eddy Street South Bend, IN 46617	General	\$20,000 per year for the years 2012-2016 totaling \$100,000	20,000	20,000			40,000
Memorial Health Foundation 615 North Michigan Street South Bend, IN 46601	MML Lecture Series	\$40,000 per year for the years 2013-2014 Totaling \$80,000					
Memorial Health Foundation 615 North Michigan Street South Bend, IN 46601	MML Lecture Series	\$40,000 per year for the years 2015-2016 Totaling \$80,000	40,000	40,000			80,000
Center for History 808 West Washington South Bend, IN 46601	2013 Leighton Award for Non-Profit Excellence	\$2,500 per year for the years 2014-2015 Totaling \$5,000	2,500				2,500
Fernwood Botanical Garden & Nature Preserve 13988 Range Line Road Niles, MI 49120	Education Center	\$20,000 per year for the years 2014-2018 Totaling \$100,000	20,000	20,000	20,000	20,000	80,000
Support the Fort, Inc PO Box 1024 Niles, MI 49120	Interpretive Center	\$25,000 per year for the years 2014-2017 Totaling \$100,000	25,000	25,000	25,000		75,000
Lakeland Health Foundation 31 North St. Joseph Niles, MI 49120	General	\$10,000 per year for the years 2010-2014 Totaling \$50,000					
Western Michigan University Kalamazoo, MI 49001	The Fort St. Joseph Archaeological Project	\$5,000 per year for the years 2012-2015 Totaling \$20,000	5,000				5,000
Converse College 580 East Main Street Spartanburg, SC 29302	General	\$5,000 per year for the years 2010-2015 Totaling \$30,000	5,000				5,000
Educational Foundation PO Box 2446 Chapel Hill, NC 27515	General	\$5,000 per year for the years 2011-2015 Totaling \$25,000	5,000				5,000
Fauquier Health Foundation 170 West Shirley Ave, Suite 101 Warrenton, VA 20188	General	\$5,000 per year for the years 2011-2015 Totaling \$25,000	5,000				5,000
United States Hunter Jumper Foundation 3870 Cigar Lane Lexington, KY 40511	General	\$2,500 per year for the years 2009-2014 Totaling \$15,000					
Upperville Colt & Horse Show PO Box 239 Upperville, VA 20185	General	\$5,000 per year for the years 2010-2014 Totaling \$25,000					
Virginia Horse Center Foundation PO Box 1051 Lexington, VA 24450	General	\$5,000 per year for the years 2011-2015 Totaling \$25,000	5,000				5,000
Mayo Foundation 4500 San Pablo Avenue Jacksonville, FL 32224	General	\$5,000 per year for the years 2012-2016 Totaling \$25,000	5,000	5,000			10,000
Warrenton United Methodist Church 341 Church Street Warrenton, VA 20186	Organ Fund	\$5,000 per year for the year 2013-2017 Totaling \$25,000	5,000	5,000	5,000		15,000
Florida Hospital Flagler Foundation 60 Memorial Medical Parkway, Suite 2801 Palm Coast, FL 32164	General	\$5,000 per year for the years 2010-2019 Totaling \$50,000	5,000	5,000	5,000	5,000	25,000
			905,250	540,000	475,000	445,000	2,370,250