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EXTENDED TO NOVEMBER 16, 2015 Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB NO 1545-0052	
2014	
Open to Public Inspection	

17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 20 15, 29	For c	<u>calen</u>	dar year 2014 or tax year beginning				, and er	aaing		· _ · · · · · · · · · · · · · · · · · ·	
Total process of the common of main and solvened to detreed softrees 1999 MORRIS DRIVE 269 - 687 - 6290	Nan	me of	foundation						A Employer identification	on number	
1999 MORRIS DRIVE City or forws, stalle or province, country, and ZIP or foreign postal code NTLES, MT 49120 Instal return Instal return of a former public charity Final raturn Andrease charge Real Residue Real Re						INC.			35-6034243		
City or town, state or province, country, and ZIP or foreign postal code NILES MI 49120 G Check all that apply: Initial return Initial return of a former public charity Address change H Check you or organization: IX I section 501(c)(3) example private foundation I section 4947(a)(1) nonemperity Charitable initial states and value of a factor and the complete initial states and value of all assets at end of year. J Accounting method: XI cash Accrual (non-mark flux) (non-m	Num	nber ar	nd street (or P O box number if mail is not delive	ddress)			Room/suite	B Telephone number			
NTLES, MT 491.20 G Check all that apply:	_1	999	9 MORRIS DRIVE					 _	269-687-6	290	
Corteck all that apply: Initial return Initial return Address change Name change	City	or to	· · · · · · · · · · · · · · · · · · ·	or foreign po	stal co	de			C If exemption application is	pending, check here	
Final return	_N	IL	ES, MI 49120								
H Check type of organization: X Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust	G C	Check	all that apply: Initial return			Initial return of a fo	ormer public c	harity	D 1. Foreign organization	ns, check here 🕨 🗔	
H. Check type of organization: Section 4947(a)(1) nonexempt charitable trust Other tasable private foundation			Final return			Amended return					
Section 4947(a)(1) nonexempt charitable trust Fair market value of all assets at end of year J Accounting method: Cash Accrual Control (from Part II, col. (c), line 16) Other (specify) Analysis of Revenue and Expenses Chine total of amounts in columns (b), (c), and (c) may not control (from Part II) Analysis of Revenue and Expenses Chine total of amounts in columns (b), (c), and (c) may not control (from Part II) Analysis of Revenue and Expenses Chine total of amounts in columns (b), (c), and (c) may not control (from Part II) Contributions, gifts, grants, etc., received Contributions, gifts, grants,									check here and attach	computation	
Fair market value of all assets at end of year	H_C	heck	type of organization: X Section 5	601(c) <u>(3) e</u> xe	mpt pr	ivate foundation			E If private foundation s	tatus was terminated	
Contributions, grits, grants, etc., received Control buttons, grits, grants, etc.,	<u>L</u>						ation		under section 507(b)(1)(A), check here	
Part Analysis of Revenue and Expenses (a) Revenue and Expenses (b) New Income (c) Adjusted net microme (c) Adjusted n			*		-		Accr	ual	F If the foundation is in a	a 60-month termination	
Part I Analysis of Revenue and Expenses (a) Revenue and expenses (b) Net investment (c) Adjusted net income (d) obsurements (Part II, col. (c), line 16)						under section 507(b)(1)(B), check here 🕨 🔲	
Che total of amounts in column (5) (c), and (6) may not expenses per books income (cash basis city) 1 Contributions, grits, grants, etc., received N/A 2 Check X I stewards an and request to albed Sch 8 interest on aximps and temporary 8 3 cash interest on aximps and temporary 8 4 Dividends and interest from securities 153,188. 153,188. STATEMENT : 5a Gross rents 5b Net rental income or (50s) 61 Net gain or (60s) 61 Net gain or (60s) 62 Net gain or (60s) 62 Net gain or (60s) 62 Net gain or (60s) 63 Net gain or (60s) 63 Net selection from sale of assets not on line 10 control or (60s) 63 Net sheep work of the air of the control of the contr				Part I, colun	nn (d)	must be on cash	basis.)				
2 Check Note of the foundation is not required to attack So 8 is a case investments and temporary a case in the securities of control of the foundation of t	Pa	art I	The total of amounts in columns (b), (c), and (d) may not						for charitable purposes	
15 15 15 15 15 15 15 15		1	Contributions, gifts, grants, etc., receive	d					N/A		
1	İ	2		tach Sch B							
1		3	Interest on savings and temporary cash investments								
Sa Gross rents Net rental income or (loss)		4	Dividends and interest from securities	[153,188.	15	3,188.		STATEMENT 1	
b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees c Other professional fees c Other professional fees 17 Interest 18 Taxes NOSTMT 2515 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 25 TMT 6 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 20 Occupancy 20 Occupancy 21 Travel, conferences, and meetings 22 Contributions, gifts, grants paid 23 27, 475. 326, 358. STATEMENT 32 32 5, 358. STATEMENT 33 32 5, 358. STATEMENT 32 32 5, 358. STATEMENT 32 32 5, 358. STATEMENT 33 32 5, 358. STATEMENT 32 32 5, 358. STATEMENT 33 32 5		5a	Gross rents	L							
b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees c Other professional fees c Other professional fees 17 Interest 18 Taxes NOSTMT 2515 Pension and depletion 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 11 Other income 1327, 475. 326, 358. STATEMENT 17, 770, 734. 11, 500. 750. 750. 750		b	Net rental income or (loss)								
b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees c Other professional fees 17 Interest 18 Taxes NOSTMT 2515 O 178,845. 11,887 11 Interest 18 Taxes NOSTMT 2515 O 178,845. 117. 117. 1188 11 Interest 12 Total operating and daministrative expenses. Add lines 13 through 23 209,198. 15 Legal fees NOSTMT 6 44. 22. 25 26 27 28 29 20 Cocupancy O	a)	6a				<u> 291,188.</u>					
b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees c Other professional fees c Other professional fees 17 Interest 18 Taxes NOSTMT 2515 Pension and depletion 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 11 Other income 1327, 475. 326, 358. STATEMENT 17, 770, 734. 11, 500. 750. 750. 750	ne Pur	b	assets on line 6a 3, 231,	<u>584.</u>		-					
b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees c Other professional fees c Other professional fees 17 Interest 18 Taxes NOSTMT 2515 Pension and depletion 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 11 Other income 1327, 475. 326, 358. STATEMENT 17, 770, 734. 11, 500. 750. 750. 750	اق ب	7	Capital gain net income (from Part IV, line 2)	-			29	<u>1,188.</u>			
b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees c Other professional fees c Other professional fees 17 Interest 18 Taxes NOSTMT 2515 Pension and depletion 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 11 Other income 1327, 475. 326, 358. STATEMENT 17, 770, 734. 11, 500. 750. 750. 750	ا کے	8	, ,	-							
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C Gross profit or (loss) 11 Other income 327,475. 326,358. STATEMENT 12 Total. Add lines 1 through 11 771,851. 770,734. 13 Compensation of officers, directors, trustees, etc 1,500. 750. 750. 750. 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees b Accounting fees C Other professional fees STMT 4	12	Ι.	and allowances						· · · · · · · · · · · · · · · · · · ·	 	
11 Other income 327,475. 326,358. STATEMENT		1	-								
12 Total Add lines 1 through 11 771,851. 770,734.		١	, , ,			227 475	3.2	6 250		CMAMENTO 2	
13 Compensation of officers, directors, trustees, etc 1,500. 750. 750. 750. 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees b Accounting fees c Other professional fees STMT 4 23,774. 11,887. 11,		1		ŀ					 	SIMIEMENI 4	
14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees b Accounting fees c Other professional fees 17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 14 Other employee salaries and wages 15 Pension plans, employee benefits 16 Legal fees 17 John STMT 4 2, 515 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 20 John STMT 6 44 22 25 25 25 25 25 25 25 25 25 25 25 25										750	
15 Pension plans, employee benefits 16a Legal fees b Accounting fees CSTMT 3			·	-		1,500.		730.		7.50	
16a Legal fees b Accounting fees C STMT 3 5 , 0 35		1 '	• •	-							
b Accounting fees c Other professional fees	ès	16a		ŀ							
23 Other expenses STMT 6 44. 22. 2. 2. 2. 2. 2.	ens	h	· · · · · · · · · · · · · · · · · · ·	T 43-5		5.035.		2.518.		2.517	
23 Other expenses STMT 6 44. 22. 2. 2. 2. 2. 2.	ğ	~		T 4-0	i				-	11,887	
23 Other expenses STMT 6 44. 22. 2. 2. 2. 2. 2.	ķ	17			12			•			
23 Other expenses STMT 6 44	rati	18	Taxes NO'STM	îr 2515	0	178,845.		117.		117	
23 Other expenses STMT 6 44	isti	19	, ,		S						
23 Other expenses STMT 6 44	Ē	20	Occupancy OCCUPANT	M 1 1 1 T	ا 🛋 ا	·					
23 Other expenses STMT 6 44	Ad	21	Travel, conferences, and meetings								
23 Other expenses STMT 6 44	bue	22									
25 Contributions, girts, grants paid 1,353,723.	ng :	23	Other expenses STM	T 6		44.		22.		22	
25 Contributions, girts, grants paid 1,353,725.	ratii	24	Total operating and administrative								
25 Contributions, girts, grants paid 1,353,725.) Jpe		-	1			1	<u>5,294.</u>		15,293	
26 Total expenses and disbursements	U	25			1	<u>,353,725.</u>			ļ	1,353,725	
		26	-		_						
		ļ			1	<u>,562,923.</u>	1	<u>5,294.</u>	 	1,369,018	
27 Subtract line 26 from line 12:		27	Subtract line 26 from line 12:								
a Excess of revenue over expenses and disbursements -791,072.		a	Excess of revenue over expenses and disburse	ements		<u>-791,072.</u>					
b Net investment income (if negative, enter -0-)							75	5,440.		<u> </u>	
c Adjusted net income (if negative, enter -0-)		C	Adjusted net income (if negative, enter -0-	<u> </u>		·	L		N/A	<u> </u>	

Form 990-PF (2014) THE LEIGHTON-OARE FOUNDATION, INC. 35-603					
<u></u>	<u>-</u>	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End of	year
٢	art	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	1,010,984.	171,351.	171,351.
	2	Savings and temporary cash investments		100,831.	100,855.
		Accounts receivable ►			
	"	Less: allowance for doubtful accounts	1		
		Pledges receivable			
	7	Less: allowance for doubtful accounts			
	_				
		Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts ▶			
ţ	8	Inventories for sale or use			····
Assets	9	Prepaid expenses and deferred charges			
⋖	10a	Investments - U.S. and state government obligations STMT 7	446,055.	287,874.	290,762.
	Ь	Investments - corporate stock STMT 8	1,068,671.	1,141,682.	1,902,995. 1,079,638.
	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.
	1	Land, buildings, and equipment: basis	27/203/2000	17,010,110	17,1003,1173.
	' -	Less accumulated depreciation	1		
	15	· · · · · · · · · · · · · · · · · · ·			
	i .	Other assets (describe			
	16	Total assets (to be completed by all filers - see the	20 002 200	20 001 216	21 210 776
_	1-	instructions. Also, see page 1, item 1)	20,882,288.	20,091,216.	21,210,776.
		Accounts payable and accrued expenses	<u>_</u>		
		Grants payable			
ies	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
ja	21	Mortgages and other notes payable			
_	22	Other liabilities (describe)			
			_		
_	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here			
"	1	and complete lines 24 through 26 and lines 30 and 31.			
ĕ	24	Unrestricted			
Fund Balances	25	Temporarily restricted		_	
Ва	26	Permanently restricted			
ā		Foundations that do not follow SFAS 117, check here			
Ē		and complete lines 27 through 31			
Net Assets or	27	Capital stock, trust principal, or current funds	13,297,780.	13,297,780.	
šets	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Ass	29	Retained earnings, accumulated income, endowment, or other funds	7,584,508.	6,793,436.	
ē	30	Total net assets or fund balances	20,882,288.	20,091,216.	
Z		Total not assets of fund salamoss	20,002,2001		
	31	Total liabilities and net assets/fund balances	20,882,288.	20,091,216.	
\equiv				20,031,210.	
P	art	III Analysis of Changes in Net Assets or Fund B	alances		
1	Total	net assets or fund balances at beginning of year - Part II, column (a), line	30		
•		st agree with end-of-year figure reported on prior year's return)	30		20,882,288.
•		r amount from Part I, line 27a		1	
				2	-791,072.
		r increases not included in line 2 (itemize)	<u></u>	3	0.
		lines 1, 2, and 3		4	20,091,216.
		eases not included in line 2 (itemize)			0.
6_	<u>l ota</u>	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30	6	20,091,216.
					Form 990-PF (2014)

Page	3

Part IV Capital Gains	and Losses for Tax on In	vestment	Income						
	ribe the kind(s) of property sold (e.g. rehouse; or common stock, 200 shs			(b) D	How ac - Purc - Dona	nase i '	c) Date a (mo., d	acquired ay, yr.)	(d) Date sold (mo., day, yr.)
1a CHARLES SCHWAB	a CHARLES SCHWAB #8130-5394 - SEE ATTACHED					P			
b CHARLES SCHWAB		E ATTA				P			
c CAPITAL GAINS	DIVIDENDS								
d									_
e									
(e) Gross sales price (f) Depreciation allowed (g) Cost or oth plus expense					_			ain or (loss) s (f) minus (
a 305,724.			305,23	2.					492.
b 2,922,934.			2,635,16	4.	_				287,770.
c 2,926.									2,926.
d									
e									
Complete only for assets showing	g gain in column (h) and owned by	the foundation	on 12/31/69			(1) (Gains (C	ol. (h) gaın i	minus
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (1) col. (1), if any			còl. (k), but r	not less than (from col. (i	i -0-) or
a									492.
b			·						287,770.
c					_				2,926.
d					_	-			
e			.						
Capital gain net income or (net ca	pital loss) If gain, also enter	in Part I, line	7	}	2				291,188.
3 Net short-term capital gain or (los	. (7					
If gain, also enter in Part I, line 8,		u (0).		٦l					
If (loss), enter -0- in Part I, line 8	001011111 (0).			P	3			N/A	
	nder Section 4940(e) for	Reduced	Tax on Net	Inv	estn	ent Inco	me		
(For optional use by domestic private	foundations subject to the section 4	1940(a) tax on	net investment in	come	e.)				
,	,				,				
If section 4940(d)(2) applies, leave the	nis part blank.								
Was the foundation liable for the sect	tion 4942 tax on the distributable am	ount of any ve	ear in the base per	od?					Yes X No
If "Yes," the foundation does not qual			•						
1 Enter the appropriate amount in e				ntries	S.				
(a) Base period years Calendar year (or tax year beginnii	(b)		Net value of nor	(c)		use assets		Distrib (col. (b) divi	(d) ution ratio ded by col. (c))
2013		2,894.		20	.62	2,246.		· · · · ·	.064149
2012		1,848.		19	19	8,818.			.068850
2011		0,425.				0,186.			.068226
2010		7,736.				$\frac{0,100}{1,816}$.055913
2009		3,887.				9,835.			
2009	1,00	3,001.		13	, 40	3,033.	+ -		.055210
• • • • • • • • • • • • • • • • • • •									210240
2 Total of line 1, column (d)							2		.312348
3 Average distribution ratio for the	· ·	on line 2 by 5,	or by the number	of ye	ars				
the foundation has been in exister	nce if less than 5 years						3		.062470
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5					4	2	1,269,967.		
5 Multiply line 4 by line 3						5		1,328,735.	
6 Enter 1% of net investment incom	ie (176 OF Part I, IIAE 270)						6		7,554.
7 Add lines 5 and 6							7		1,336,289.
8 Enter qualifying distributions from	n Part XII, line 4						8		1,369,018.

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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.

		<u>6034243</u>		Page 4
	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 -	see instru	ıctio	ns)
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)			
þ	Domestic foundations that meet the section 4940(e) requirements in Part V, check here X and enter 1%		7,5	54.
	of Part I, line 27b			
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			_
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			<u>0.</u>
-	Add lines 1 and 2		7,5	
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			<u>0.</u>
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		7,5	54.
	Credits/Payments:			
	2014 estimated tax payments and 2013 overpayment credited to 2014 6a 93,320.			
	Exempt foreign organizations - tax withheld at source 6b			
	Tax paid with application for extension of time to file (Form 8868)			
	Backup withholding erroneously withheld Tatal and description Continues Con	0	2 2	20
	Total credits and payments. Add lines 6a through 6d	9	3,3	20.
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8	·		
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		E 7	66.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid Enter the amount of line 10 to be: Credited to 2015 estimated tax 85,766 Refunded 11		<u>5,/</u>	
	Enter the amount of line 10 to be: Credited to 2015 estimated tax ► 85,766 • Refunded ► 11 rt VII-A Statements Regarding Activities			0.
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in		Yes	No
ı a	any political campaign?	1a	1.00	X
h	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
U	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or	10		
	distributed by the foundation in connection with the activities.	ļ	ĺ	
c	Did the foundation file Form 1120-POL for this year?	10		x
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	10		
٠	(1) On the foundation. \blacktriangleright \$ \$ 0 .	Ì		i
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation			i
_	managers. ► \$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or			
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		x
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X	
b	If "Yes,' has it filed a tax return on Form 990-T for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			}
	By language in the governing instrument, or	ļ		j
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law	İ]
	remain in the governing instrument?	6	<u> </u>	<u> </u>
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	IN,MI		1	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)			
_	of each state as required by General Instruction G? If "No," attach explanation	8b	X	
	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	9	├	X
30_	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10 Form 990	DE	X (0014)
		LOUIN AAC	,-FF	(2014)

423531 11-24-14

Form **990-PF** (2014)

orm 990-PF (2014) THE LEIGHTON-OARE FOUNDA			<u>35-60342</u>	43 Pa	age 6
Part VII-B Statements Regarding Activities for Which I	Form 4720 May Be F	Required (continu	ued)		
5a During the year did the foundation pay or incur any amount to:				i [
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	Ye	s X No		
(2) Influence the outcome of any specific public election (see section 4955); of	or to carry on, directly or indire	ectly,			
any voter registration drive?		Ye	s X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes	?		s X No	1 1	
(4) Provide a grant to an organization other than a charitable, etc., organization					
4945(d)(4)(A)? (see instructions)		□ v _e	es X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational nurnoses, or t			l i	
the prevention of cruelty to children or animals?	or concentrational purposes, or i		s X No	1 1	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify unit	dar the eventions described i		3 LAL 110		
		in negalations	NT / 2	5b	
section 53.4945 or in a current notice regarding disaster assistance (see instru	•		N/A	50	
Organizations relying on a current notice regarding disaster assistance check h				l i	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption for					
expenditure responsibility for the grant?		I/A	s L No	<u> </u>	
If "Yes," attach the statement required by Regulations section 53.494	* *		1		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on		,		
a personal benefit contract?		Ye	es X No	1 1	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	personal benefit contract?			6b	<u>X</u>
If "Yes" to 6b, file Form 8870					
7a At any time during the tax year, was the foundation a party to a prohibited tax s	shelter transaction?	Ye	s X No		
b If "Yes," did the foundation receive any proceeds or have any net income attribu	utable to the transaction?		N/A	7b	
Part VIII Information About Officers, Directors, Trust	ees, Foundation Ma	nagers, Highly	y		
Paid Employees, and Contractors					
List all officers, directors, trustees, foundation managers and their	compensation.				
() Alama and address	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Exper	nse
(a) Name and address	to position	(If not paid, enter -0-)	and deferred compensation	allowand	es
	}				
SEE STATEMENT 11]	1,500.	0.	.}	0.
		 			
	İ			1	
				 	
				ř	
				Ì	
2 Compensation of five highest-paid employees (other than those inc	luded on line 1) If none	enter "NONE "	l	<u></u>	—
- Companion of the highest paid employees totals than those lite	(b) Title, and average	JANUAR TOTAL	(d) Contributions to employee benefit plans	(e) Exper	
(a) Name and address of each employee paid more than \$50,000	hours per week	(c) Compensation	l and deterred	account, o	other
NOVE	devoted to position		compensation	allowand	es
NONE	-				
				<u> </u>	
		1			
				<u> </u>	
	_		1		
] ,				
			1		
	1				
Total number of other employees paid over \$50,000			>		0
Total Control of the					_ <u>~</u>

Form **990-PF** (2014)

Form 990-PF (2014) THE LEIGHTON-OARE FOUNDATION, INC.	5-6034243	Page 7
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) Com	pensation
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	3
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.		
1 N/A	Amount	
I N/A		
2		
All other program-related investments. See instructions. 3		
Table Add based Abrasiah 2		
Total. Add lines 1 through 3	Form 990- I	0 • PF (2014)
	1 0/11/ 000	· - (2014)

3 4

5

a Average monthly fair market value of securities

Acquisition indebtedness applicable to line 1 assets

Reduction claimed for blockage or other factors reported on lines 1a and

Average of monthly cash balances

c Fair market value of all other assets

1c (attach detailed explanation)

Subtract line 2 from line 1d

d Total (add lines 1a, b, and c)

Part X

b

3

Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes;

Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4

2014) THE LEIGHTON-OARE FOUNDATIO	N, INC.	35-	6034243 Page 8
Minimum Investment Return (All domestic foundations mi	ust complete this part. Foreig	n foundations,	see instructions)
et value of assets not used (or held for use) directly in carrying out charitable	, etc., purposes:		
nonthly fair market value of securities		1a	12,380,957.
f monthly cash balances		1b	591,177.
et value of all other assets		1c	8,621,741.
l lines 1a, b, and c)		1d	21,593,875.
claimed for blockage or other factors reported on lines 1a and			
detailed explanation)	1e	0.	
n indebtedness applicable to line 1 assets		2	0.
ne 2 from line 1d		3	21,593,875.

323,908.

269,967.

063,498

Minimum investment return. Enter 5% of line 5 6 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.) 1,063,498. Minimum investment return from Part X, line 6 7,554 Tax on investment income for 2014 from Part VI, line 5 income tax for 2014. (This does not include the tax from Part Vi.) b Add lines 2a and 2b 22,033 Distributable amount before adjustments. Subtract line 2c from line 1 3 Recoveries of amounts treated as qualifying distributions 4 5 5 Add lines 3 and 4 Deduction from distributable amount (see instructions) 6 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 041 465.

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.

Form **990-PF** (2014)

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.				
dFrom 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: \triangleright \$ 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	0.			0.
(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	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.	j			
b Excess from 2011 372,570.	İ			
c Excess from 2012 381,507.				
d Excess from 2013 385, 102.				
e Excess from 2014 327,553.				
23581				Form 000-DE (2014)

		FOUNDATION			34243 Page 10
Part XIV Private Operating Fo			I-A, question 9)	N/A	
1 a If the foundation has received a ruling or o		, , ,			
foundation, and the ruling is effective for 2	•	•	▶ └┌─	1	
b Check box to indicate whether the foundate		ng foundation described		4942(j)(3) or 4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year (a) 2014	(b) 2013	Prior 3 years	(d) 2011	/a) Total
income from Part I or the minimum	(4) 2014	(0) 2013	(c) 2012	(4) 2011	(e) Total
investment return from Part X for					
each year listed		 	 	 	
b 85% of line 2a			 		<u> </u>
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			Į.	\	
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		<u> </u>	 	 	
alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
· · · · · · · · · · · · · · · · · · ·					
(2) Value of assets qualifying under section 4942(1)(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			T		
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					<u> </u>
Part XV Supplementary Inform			if the foundation	n had \$5,000 or m	ore in assets
at any time during th		ructions.)			
1 Information Regarding Foundation	_				
a List any managers of the foundation who year (but only if they have contributed mo			tributions received by th	e foundation before the cic	ose of any tax
,	το ιπατι φο,σοσ). (σοσ	30011011 307 (4)(2).)			
NONE b List any managers of the foundation who	own 10% or more of the	no stock of a corporation	(or an equally large port	tion of the ownership of a r	artagrahin or
other entity) of which the foundation has a			(or arrequarry rarge por	non of the ownership of a p	Januar Ship Or
NONE	-				
2 Information Regarding Contribution	n. Grant. Gift. Loan	. Scholarship, etc., P	rograms:		
			-	not accept unsolicited req	uests for funds. If
the foundation makes gifts, grants, etc. (s	ee instructions) to indi	viduals or organizations	under other conditions,	complete items 2a, b, c, an	d d.
a The name, address, and telephone number	r or e-mail address of	the person to whom app	lications should be addr	essed:	
SEE STATEMENT 12					
b The form in which applications should be	submitted and informa	ation and materials they s	should include:		
c Any submission deadlines:					
d Any restrictions or limitations on awards,	such as by geographic	al areas, charitable fields	s, kinds of institutions. or	other factors:	
	,				
					5 000 DE (0044)

		ł			
]				
Total				▶ 3a	1,353,725.
b Approved for future payment					
	ļ	į			
SEE STATEMENT ATTACHED					
					2,370,250.
					-
			ĺ		
		-			
	ŀ	İ			
	ı	I .			

Total

Solution

■ 3b | 2 370 250 1

Form 990-PF (2014)

08261113 099777 76628

Part XVI-A · Analysis of Income-Producing Activities

Program service revenue:	(a) Business code	(b) Amount	(C) Exclusion code	d by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
a b	-		+-+		
С	1 1				
d					
e	1				
f	_				
g Fees and contracts from government agencies			 		
2 Membership dues and assessments	1	· 	+		
3 Interest on savings and temporary cash					
investments 4 Dividends and interest from securities			14	153,188.	_ -
5 Net rental income or (loss) from real estate:			1-14	153,188.	
a Debt-financed property			+		
b Not debt-financed property			+		· · · · · · · · · · · · · · · · · · ·
6 Net rental income or (loss) from personal			 		
property					
7 Other investment income					···· · · · · · · · · · · · · · · · ·
8 Gain or (loss) from sales of assets other			11-	-	
than inventory			18	291,188.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory		<u> </u>			
11 Other revenue:					
a SEE STATEMENT 13	_			327,475.	
b		·	-		·····
C			ļ.,		
d			 		
e	_	0.	 -	771,851.	0.
13 Total. Add line 12, columns (b), (d), and (e)	<u> </u>	<u> </u>	·I	13	
(See worksheet in line 13 instructions to verify calculations.)				· · · · · · · · · · · · · · · · · · ·	771,001.
Part XVI-B Relationship of Activities Line No Explain below how each activity for which in				···	lichment of
the foundation's exempt purposes (other tha			r continuu	led importantly to the accomp	iishinent or
N/A					
		•			·
					
				····	·

Form 990-PF (2014) THE LEIGHTON-OARE FOUNDATION, INC. 35-6034243 Page 13 Information Regarding Transfers To and Transactions and Relationships With Noncharitable Part XVII **Exempt Organizations** Yes No Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash X 1a(1) X (2) Other assets 1a(2) b Other transactions: (1) Sales of assets to a noncharitable exempt organization X 1b(1 (2) Purchases of assets from a noncharitable exempt organization 1b(2) (3) Rental of facilities, equipment, or other assets X 1b(3) X (4) Reimbursement arrangements 1b(4) X (5) Loans or loan guarantees 1b(5) (6) Performance of services or membership or fundraising solicitations 1b(6) Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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. (b) Amount involved (c) Name of noncharitable exempt organization (a) Line no (d) Description of transfers, transactions, and sharing arrangements N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described X No Yes in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? b If "Yes." complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge May the IRS discuss this 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 return with the preparer shown below (see instr)? Sign MOLL Here VICE PRESIDENT X Yes Signature of officer or trustee

Phone no. (269) 982-8000

Firm's EIN > 38-1357951

P00053769

Form **990-PF** (2014)

Paid

Preparer

Use Only

SUITE 120

Date

Preparer's signature

Print/Type preparer's name

CPA

JEFFREY B. DORN.

Firm's name ► PLANTE & MORAN

Firm's address ▶ 511 RENAISSANCE DR.,

ST. JOSEPH, MI 49085

Title Date

11/13/15

Check

self- employed

FORM 990PF	DIVIDENDS	AND INTE	REST FROM	SECUR	ITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAI GAINS DIVIDENI	REVE	A) ENUE BOOKS	(B) NET INVEST MENT INCOM		
CHARLES SCHWAB	156,114.	2,9	26. 153	3,188.	153,188		
TO PART I, LINE 4	156,114.	2,92	26. 153	3,188.	153,188		
FORM 990-PF		OTHER :	INCOME			STATEMENT	2
DESCRIPTION			(A) REVENUE PER BOOKS		(B) ET INVEST- ENT INCOME	(C) ADJUSTE NET INCO	
INCOME FROM INVESTMEN ESTATE FUND I, LP NONDIVIDEND DISTRIBUT INCOME FROM BESPOKE C STRATEGIES, LP SERIES	'IONS 'APITAL			95.	32,995. 0.		
GLOBAL EQUITY INCOME FROM BESPOKE C STRATEGIES LP SERIES	APITAL		139,1	12.	139,112.		
HEDGED EQUITY INCOME FROM BESPOKE C STRATEGIES LP SERIES	APITAL		46,5	544.	46,544.		
ABSOLUTE STRATEG INCOME FROM BESPOKE C STRATEGIES LP SERIES	APITAL		62,6	525.	62,625.		
FIXED INCOME STR	TAA BABME.		45,0	82.	45,082.		
TOTAL TO FORM 990-PF,	PART I, I	LINE 11 =	327,4	175.	326,358.		
FORM 990-PF		ACCOUNT	ING FEES			STATEMENT	3
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVE MENT INC		(C) ADJUSTED NET INCOME	(D) CHARITA PURPOS	BT.E
ACCOUNTING		5,035	. 2,	518.		2,5	ES ——

FORM 990-PF (THER PROFES	SIONAL FEES	STATEMENT 4		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT ADVISORY FEES ADMINISTRATIVE FEES	19,874. 3,900.			9,937. 1,950.	
TO FORM 990-PF, PG 1, LN 16C	23,774.	11,887.		11,887.	
FORM 990-PF	TAX	ES	STATEMENT !		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID ESTIMATED TAXES PAID	234. 178,611.	117.		117.	
TO FORM 990-PF, PG 1, LN 18	178,845.	117.		117.	
FORM 990-PF	OTHER E	XPENSES	S'	PATEMENT 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.	

### PEDERAL 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 UNITED STATES TREAS NTS X 70,327. 70,826 UNITED STATES TREAS NTS X 49,961. 52,340 UNITED STATES TREAS NTS X 24,648. 24,906 FOTAL U.S. GOVERNMENT OBLIGATIONS 237,913. 238,422 FOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS 49,961. 52,340 FOTAL TO FORM 990-PF, PART II, LINE 10A 287,874. 290,762 #### FORM 990-PF CORPORATE STOCK STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET DESCRIPTION BOOK VALUE VALUE ABBOTT LABS COM 10,532. 19,809 ABBUTE INC. 10,902. 27,485 AETNA INC NEW COM 16,785. 34,200 AMERICAN EXPRESS CO COM 10,902. 27,485 AETNA INC NEW COM 16,785. 34,200 AMERICAN EXPRESS CO COM 12,935. 44,965 AMERISOURCEBERGEN CORP COM 11,757. 48,686 AMERISOURCEBERGEN CORP COM 11,757. 48,686 AMERISOURCEBERGEN CORP COM 11,757. 48,686 AMERISOURCEBERGEN CORP COM 11,757. 48,686 AMERISOURCEBERGEN CORP COM 11,757. 48,686 AMERISOURCEBERGEN CORP COM 21,120. 39,823 APACHE CORP COM 28,907. 92,719 APACHER DANIELS MIDLAND CO COM 12,513. 19,760 BAKER HUGHES 12,533. 16,821	DESCRIPTION	ORM 990-PF U.S. AND STA	ATE/CITY GOV	ERNMENT	OBLIGATIONS	STATEMENT	-
UNITED STATES TREAS NTS	UNITED STATES TREAS NTS	SCRIPTION			BOOK VALUE		T
UNITED STATES TREAS NTS	UNITED STATES TREAS NTS	EDERAL NATL MTG ASSN			55,486.	53,6	 86
UNITED STATES TREAS NTS	UNITED STATES TREAS NTS				31,366.	31,5	68.
VIRGINIA ST	VIRGINIA ST						
UNITED STATES TREAS NTS X 24,648. 24,906 FOTAL U.S. GOVERNMENT OBLIGATIONS 237,913. 238,422 FOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS 49,961. 52,340 FOTAL TO FORM 990-PF, PART II, LINE 10A 287,874. 290,762 FORM 990-PF CORPORATE STOCK STATEMENT DESCRIPTION BOOK VALUE VALUE ABBOTT LABS COM 10,532. 19,809 ABBVIE INC. 10,902. 27,485 ABTNA INC NEW COM 16,785. 34,200 AMERICAN EXPRESS CO COM 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0. 0.	UNITED STATES TREAS NTS X 24,648. 24 FOTAL U.S. GOVERNMENT OBLIGATIONS 237,913. 238 FOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS 49,961. 52 FOTAL TO FORM 990-PF, PART II, LINE 10A 287,874. 290 FORM 990-PF CORPORATE STOCK STATEMENT DESCRIPTION BOOK VALUE FAIR MARK VALUE ABBOTT LABS COM 10,532. 19 ABBVIE INC. 10,902. 27 ABTWA INC NEW COM 16,785. 34 AMERICAN EXPRESS CO COM 10,785. 34 AMERICAN EXPRESS CO COM 11,757. 48 AMGENIANC COM 21,120. 39 AMERIPATE FINL INC COM 21,120. 39 APACHE CORP COM 21,120. 39 APACHE CORP COM 22,935. 19 ARCHER DANIELS MIDLAND CO COM 12,513. 19 BAKER HOUSES BAKER HOUSES BEAT CORP COM 28,907. 92 ARCHER DANIELS MIDLAND CO COM 12,513. 19 BAKER HOUSES BEAT CORP COM 22,399. 41 COMCAST 11,611. 43 DISCOVERY COMMUNICATIONS NEW COM SER A OCULAR TREE INC COM 32,872. 45 DISCOVERY COMMUNICATIONS NEW COM SER A OCULAR TREE INC COM 15,121. 29		X				
TOTAL U.S. GOVERNMENT OBLIGATIONS 237,913. 238,422	FOTAL U.S. GOVERNMENT OBLIGATIONS 237,913. 238, FOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS 49,961. 52, FOTAL TO FORM 990-PF, PART II, LINE 10A 287,874. 290, FORM 990-PF CORPORATE STOCK STATEMENT DESCRIPTION BOOK VALUE VALUE ABBOTT LABS COM 10,532. 19, ABBUTE INC. 10,902. 27, AETNA INC NEW COM 16,785. 34, AMERICAN EXPRESS CO COM 0. AMERIPATE FINL INC COM 12,935. 44, AMERISOURCEBERGEN CORP COM 11,757. 48, AMGEN INC COM 21,120. 39, APACHE CORP COM 21,120. 39, APACHE CORP COM 21,2533. 16, BAST CORP COM 22,907. 92, ARCHER DANIELS MIDLAND CO COM 28,907. 92, ARCHER DANIELS MIDLAND CO COM 12,533. 16, BBAT CORP COM 22,399. 41, COMCAST 12,533. 16, BBAT CORP COM 18,209. 37, CISCO SYS INC 22,399. 41, COMCAST 11,611. 43, CVS CAREMARK CORPORATION COM 16,633. 52, DISCOVER FINL SVCS COM 32,872. 45, DISCOVERY COMMUNICATIONS NEW COM SER A OCOLLAR TREE INC COM 15,121. 29, DOLLAR TREE INC C		v	Х			
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THE LEIGHTON-OARE FOUNDATION	, INC.		35-6034243
INTEL CORP COM		0.	0.
INTERNATIONAL BUSINESS MACHS C	OM	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 MICROSOFT CORP COM		25,904.	42,190.
MONDELEZ INTERNATIONAL INC		16,275.	23,225.
NOBLE CORPORATION BAAR NAMEN		0. 38,821.	0. 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 AD	R A	0.	0.
RYDER SYS INC COM		16,512.	36,212.
THERMO FISHER SCIENTIFIC INC C	OM	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 VIACOM INC		7.740	0.
WAL MART STORES INC COM		7,749. 0.	19,941. 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 GOOGLE INC CLASS C		40,299.	41,400.
TE CONNECTIVITY LTD		9,050. 36,140.	21,056. 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

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

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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.
FOTAL 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.
FOTAL TO FORM 990-PF, PART II, LINE 10C	1,076,229.	1,079,638.

FORM 990-PF O	OTHER	INVESTMENTS	STATEMENT	10
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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.
SCOUT FDS INTERNTL FD	COST	0.	0.
SELECT SECTOR SPDR TR SBI INT-FINL	COST	0.	0.
STRATTON SMALL CAP VALUE	COST	0.	0.
FEMPLETON 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		
STRATEGIES T/E HEDGED EQUITY		3,296,544.	3,385,073.
INVESTMENT IN BESPOKE CAPITAL	COST		
STRATEGIES T/E GLOBAL EQUITY		8,139,112.	8,249,352.
INVESTMENT IN BESPOKE CAPITAL	COST		
STRATEGIES T/E ABSOLUTE STRATEGIES		3,312,625.	3,271,782.
INVESTMENT IN BESPOKE PRIVATE	COST		
STRATEGIES SERIES TAX EXEMPT 2014		183,000.	183,782.

THE LEIGHTON-OARE FOUNDATI	ON, INC.	_		3	5-6034243
INVESTMENT IN BESPOKE PRIVAT STRATEGIES SERIES TAX EXEMPT INVESTMENT IN BESPOKE CAPITA	2015	COST COST	15,0	00.	15,000.
STRATEGIES T/E FIXED INCOME STRATEGIES			1,045,0	82. 1	,062,368.
TOTAL TO FORM 990-PF, PART I	I, LINE	13	17,313,2	49. 17	,665,175.
		F OFFICERS, D UNDATION MANA		STAT	EMENT 11
NAME AND ADDRESS		TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	
ERNEST M. OARE 1999 MORRIS DRIVE NILES, MI 49120	D	IRECTOR 0.00	0.	0.	0.
KEVIN J. BUTLER 1999 MORRIS DRIVE NILES, MI 49120	T	REASURER/DIRE 0.00	CTOR 0.	0.	0.
JOSEPH E. KERNAN 1999 MORRIS DRIVE NILES, MI 49120	ם	IRECTOR 1.00	1,500.	0.	0.
LISA SHANKS 1999 MORRIS DRIVE NILES, MI 49120	D	IRECTOR 0.00	0.	0.	0.
NANCY O. BUTLER 1999 MORRIS DRIVE NILES, MI 49120	P	RESIDENT/DIRE 0.00	CTOR 0.	0.	0.
ROBIN O. BUTLER-BROWN 1999 MORRIS DRIVE	V	ICE PRESIDENT	DIRECTOR 0.	0.	0.

1,500.

0.

0.

NILES, MI 49120

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

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	TO	HER REVENUE		1	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 NONDIVIDEND DISTRIBUTIONS INCOME FROM BESPOKE			14 14	32,995. 1,117.	
CAPITAL STRATEGIES, LP SERIES TAX-EXEMPT GLOBAL INCOME FROM BESPOKE			14	139,112.	
CAPITAL STRATEGIES LP SERIES TAX-EXEMPT HEDGED INCOME FROM BESPOKE			14	46,544.	
CAPITAL STRATEGIES LP SERIES TAX-EXEMPT INCOME FROM BESPOKE			14	62,625.	
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

			- LOIN 01-01	From 01-01-14 Inrougn 12-51-14	41-16-71			
							GAIN OR LOSS	90
OPEN	CLOSE DATE	QUANTITY	SECURITY	TOTAL	AMORTIZATION OR ACCRETION PI	PROCEEDS	SHORT TERM LONG TERM	LONG TERM
10-04-11	01-14-14	500.0000 I	ROYAL DUTCH SHELL PLC SPONS ADR A	29,266 03	35,5	35,522 83		6,256.80
11-24-09	01-15-14	01-15-14 10,000 0000 1	DU PONT E I DE NEMOURS & CO	11,223 30	10,0	10,000.00	•	-1,223.30
10-19-09	01-29-14	50 0000 15	5.875% Due 01-15-14 50 0000 INTEL CORP COM 650 0000 INTEL CORP COM	1,020.48	1,2	1,239 34		218.86
02-21-13	02-24-14	950.0000 1	MONDELEZ NATIONAL NIC	25,607.96	32,7	32,795.03		7,187.07
12-04-09	03-10-14	7 0000 051	INTERNATIONAL INC AMERIPRISE FINL INC COM	5,706 60	16,7	16,731.44	1	11,024.84
02-17-10	03-11-14		KNOWLES CORP	3,636 03	7,1	7,176 15		3,540 12
09-19-13	03-18-14	2,741.9800 5	SCOUT FDS INTERNIL FD	100,000.00	99,3	99,314.52	-685.48	
06-28-11	03-18-14		SCOUT FDS INTERNIL FD	421,000.00	466,4	466,461 30		45,461.30
06-29-11	03-19-14		RIDGEWORTH FDS INS	380,000.00	380,7	380,752.48		752 48
07-27-10	03-19-14	11,783 3520	RIDGEWORTH FDS INS	118,776 19	119,2	119,247 52		471 33
11-24-09	04-01-14) 0000 000'05	OSGV U-S I CONSOLIDATED EDISON CO N Y INC	55,230 17	50,0	50,000.00	•	-5,230.17
09-05-10	04-02-14	04-02-14 45,000 0000 T	5.550% Due 04-01-14 UNITED STATES TREAS NTS	44,996.40	46,0	46,077 53		1,081 13
01-22-10	04-11-14 05-01-14	80.0000 1 50,000.0000	2.625% Due 08-15-20 80.0000 PEPSICO INC COM 50,000.0000 NORTHERN TR CORP	4,862 69 54,474.00	6,6 50,0	6,688 66 50,000.00	·	1,825.97 -4,474.00
04-12-12 11-25-09	05-02-14 05-09-14	300 0000 1 300 0000 1 15,000.0000	4 625% Due 05-01-14 BAKER HUGHES VIRGINIA ELEC & PWR	12,532 89 15,693.30	20,9	20,904 07 17,059.05		8,371 18 1,365.75
08-18-10	05-09-14	05-09-14 15,000 0000 S	CO 5 000% Due 06-30-19 SHELL INTL FIN 4 300% Due 09-22-19	16,063 95	16,6	16,663 50		599.55

REALIZED GAINS AND LOSSES

Leighton-Oare Foundation

		GAIN OR LOSS	SHORT TERM LONG TERM	21,811.18	3,143.17	902 78	452.53	1,222 11	47.000	1,848 79	2,101.46		2,133.40	2,188.88	928.38	3,649.82	1,039.23	2,419 83	285 13	945 65	949.64	7,051.72	1,686.38	1,507.88	4,620.48	453.11	-435.11	2,581 05
		į	PROCEEDS	42,650.57	5,262 00 2,676 42	1,338 21	3,592 29	4,824 73	3,400.03	3,094.78	5,337 73	,	5,339.63	5,762.22	3,554.04	7,121 37	3,470.57	4,960 14	3,065.66	3,138.30	2,385 78	11,869 59	5,015.96	5,153.74	5,424.23	27 664 77	3,004 //	4,654 99
25012	12-31-14		AMORTIZATION OR ACCRETION																									
Master Group for 25012	From 01-01-14 Through 12-31-14		TOTAL	20,839.39	2,118 83 2,595.91	435.43	3,139 76	3,602 62	7,636.39	1,245 99	3,236.27		3,206 23	3,573.34	2,625 66	3,471 55	2,431.34	2,540 31	2,780.53	2,192 65	1,436 14	4,817 87	3,329 58	3,645.86	803.75	711100	4,11788	2,073 94
Master Group for 23	From 01-0		SECURITY	AMERICAN EXPRESS CO	AETNA INC NEW COM AMERISOURCEBERGEN CORP.COM	AMERISOURCEBERGEN CORP COM	APACHE CORP COM	BB&T CORP COM	DISCOVER FINE SVCS	DOLLAR TREE INC COM	GENERAL ELECTRIC CO	COM	HESS CORP COM	MACYS INC COM	METLIFE INC COM	ORACLE CORP COM	PEPSICO INC COM	RYDER SYS INC COM	SELECT SECTOR SPDR TR SBI INT-FINL	WAL MART STORES INC COM	ABBOTT LABS COM	APPLE INC COM	CISCO SYS INC COM	E M C CORP MASS COM	JPMORGAN CHASE & CO	COM	NOBLE CORPORATION BAAR NAMEN -AKT	THERMO FISHER SCIENTIFIC INC COM
			QUANTITY	475 0000	70.0000	20 0000	40.0000	130 0000	0000 09	60.0000	200 0000		60.0000	0000 001	70 0000	170 0000	40.0000	0000 09	140.0000	40 0000	60.0000	20.0000	220.0000	200.0000	100 0000	0000	170 0000	40 0000
			CLOSE	05-12-14	05-14-14 05-14-14	05-14-14	05-14-14	05-14-14	02-14-14	05-14-14	05-14-14		05-14-14	05-14-14	05-14-14	05-14-14	05-14-14	05-14-14	05-14-14	05-14-14	05-14-14	05-14-14	05-14-14	05-14-14	05-14-14	, , , , ,	05-14-14	05-14-14
			OPEN	11-05-10	09-15-10 04-11-14	09-22-09	11-13-12	06-04-12	08-29-13	05-27-10	10-28-10		07-15-10	06-14-12	03-14-12	01-30-08	01-22-10	09-10-12	06-04-13	11-24-09	08-04-10	05-07-10	10-04-11	10-19-09	03-02-89	0	10-52-10	12-02-10

REALIZED GAINS AND LOSSES Master Group for 25012

Leighton-Oare Foundation

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

			From 01-01	rrom UI-UI-14 Inrougn 12-31-14	12-31-14			
							GAIN OR LOSS	SS
OPEN	CLOSE	QUANTITY	SECURITY	TOTAL	AMORTIZATION OR ACCRETION	PROCEEDS	SHORT TERN	SHORT TERM LONG TERM
07-27-10	05-14-14	24,703.5570	RIDGEWORTH FDS INS USGV U-S I	249,011.85	2,	250,000.00		988.15
09-10-10	05-14-14	6,858.7110		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	20.0000 AMGEN INC COM	2,279.87		2,207.87	-72.00	510 21
06-04-13	05-15-14	110.0000	ARCHER DANIELS MIDLAND CO COM	3,622.29		4,781.66	1,159.37	516.51
10-19-09	05-15-14	100.0000		1,548.13		4,926.14		3,378.01
02-17-10	05-15-14	0000006	A 90 0000 DOVER CORP COM	3 319 31		7 660 77		4 341 46
12-03-12	05-15-14	60.0000	60.0000 EATON CORP COM PLC	3,114.34		4,305.78		1,191.44
07-08-10	05-15-14	10 0000	10 0000 GOOGLE INC CLASS C	2,269.02		5,195.73		2,926.71
01-29-14	05-15-14	70 0000	70 0000 JOHNSON CTLS INC COM	3,282.94		3,123.55	-159.39	
01-90-0	05-15-14	90.000	MAKATHON OIL CORP	1,091.20		2,156.70		1,065 50
08-04-10	05-15-14	80.0000		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	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 12-04-09	05-15-14 05-15-14	30.0000	MICROSOFT CORP COM NORFOLK SOUTHERN	1,627 53 1,581.15		1,973.56 2,872.22		346.03 1,291 07
01-30-08	05-15-14	40.0000	CORF COM QUALCOMM INC COM	1,640 05		3,186.22		1,546.17

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES Master Group for 25012

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

						ļ	GAIN OR LOSS	SS
OPEN	CLOSE	QUANTITY	SECURITY	TOTAL	AMORTIZATION OR ACCRETION	PROCEEDS	SHORT TERM	SHORT TERM LONG TERM
12-02-10	05-15-14	60.0000	THERMO FISHER	3,110 90		6,917 30		3,806.40
04-11-14 12-31-09	05-15-14 05-16-14	50,000.0000	SCIENTIFIC INC. COM VIACOM INC NEW CL B FEDERAL NATL MTG	4,140.77 55,486.50		4,099.46 55,237.15	-41 31	-249.35
08-10-11	06-02-14 06-24-14	50.0000	ASSN 5.375% Due 07-15-16 MCKESSON CORP COM RYDER SYS INC COM	3,707.33 6,350 <i>7</i> 7		9,462 32 12,999.42		5,754.99 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	07-01-14 15,000 0000	PNC FUNDING CORP	15,262 81		17,072.70		1,809.88
08-10-11	07-10-14	270 0000	5.125% Due UZ-U8-20 UNITEDHEALTH GROUP INC COM	11,510 14	(1	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	7	23,310.22		5,574.24
06-04-13	08-08-14	1,060.0000	SELECT SECTOR SPDR	10,460 61 21,052.55	7	13,640 43 23,650.79		2,598.24
01-06-10	08-20-14	15	TR SBI INT-FINL NOVARTIS SECURITIES NVFSTMFNT	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	4,198 13		2,036.09		-2,162.04
02-03-14	09-22-14	117 0000	PARAGON OFFSHORE	1,341 49		730 74	-610.75	
09-10-12	09-24-14	260 0000	DISCOVERY COMMUNICATNS NEW	7,405.79		9,871.25		2,465.46
09-10-12	09-10-12 09-24-14	260 0000	COM SER A DISCOVERY COMMUNICATNS NEW	7,278 70		9,741.09		2,462.39
03-05-96	03-05-96 10-20-14	110 0000	COM SER C INTERNATIONAL BUSINESS MACHS COM	3,215 71	-	18,591 42		15,375 71

Leighton-Oare Foundation

		GAIN OR LOSS	SHORT TERM LONG TERM	5,207.74	2,186 91	3,101.89	390.32	7,866.72	16,718.47	462 37	1,596 33	4,122.40	1,651.96		6,027 07	-13,799.22		641 66	277.00		182 94		6,146.20	15151	-4.235 48	-2,209.20	
			PROCEEDS	19,459 94	3,057.78	4,950 00	7,025 33	16,851 92	266,767.47	3,503 84	4,000.96	6,235 01	3,233.11		12,785 33	170,000.00		130,000.00	120,092.05		6,178.32		16,354 47	623 23	24.066.60	28,156.49	
ID LOSSES	12-31-14		AMORTIZATION OR ACCRETION																								
IZED GAINS AND LC Master Group for 25012	From 01-01-14 Through 12-31-14		TOTAL	14,252.20	870.87	1,848.11	6,635.01	8,985 20	250,049 00	3,041.47	2,404 63	2,112.61	1,581.15	,	6,758.26	183,799.22		129,358.34	119,815 05		5,995 38		10,208 27	784 94	28.302.08	30,365.69	
REALIZED GAINS AND LOSSES Master Group for 25012	From 01-0		SECURITY	WAL MART STORES INC	AMERISOURCEBERGEN CORP COM	CVS HEALTH CORPORATION COM	PRINCIPAL FINL GROUP INC COM	ORACLE CORP COM	STRATTON SMALL CAP VALUE	ACTAVIS PLC	FEDEX CORP COM	TIX COS INC NEW COM	NORFOLK SOUTHERN	CORP COM	AMGEN INC COM	UNITED STATES TREAS NTS	4.250% Due 11-15-14	RIDGEWORTH FDS INS USGV U-S I	VANGUARD FIXED	INCOME SECS FD STRM INVGRA AD	VERIZON	COMMUNICATIONS	ARCHER DANIELS	APACHE CORP COM	APACHE CORP COM	VERIZON	COMMUNICATIONS INC
			QUANTITY	260.0000	40 0000	0000 09	140 0000		3,697 6780	15.0000			30.0000		80.0000	11-15-14 170,000.0000		12,833.1690	11-18-14 11,204 4820		0000 000'9		310 0000	10 0000	· ~		
			CLOSE	10-20-14	10-21-14	10-21-14	10-21-14	10-21-14	10-21-14	10-22-14	10-22-14	10-22-14	10-22-14		11-06-14	11-15-14		11-18-14	11-18-14		11-24-14		11-28-14	12.01.14	12-01-14	12-09-14	
			OPEN	11-24-09	09-22-09	08-04-10	05-12-14	01-30-08	09-11-13	05-02-14	05-06-13	09-15-10	12-04-09		02-21-13	12-30-09		07-27-10	01-25-10		09-11-13		06-04-13	11 12 13	03-22-13	11-06-13	

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES Master Group for 25012

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

							GAIN OR LOSS	SSO
OPEN	CLOSE		•	TOTAL	AMORTIZATION			
DATE	1	DATE QUANTITY	SECURITY	COST	OR ACCRETION	PROCEEDS		SHORT TERM LONG TERM
05-14-14	05-14-14 12-09-14	160.0000	VERIZON	7,709 75		7,508 40	-201.35	
			COMMUNICATIONS INC					
04-11-14	12-17-14		60 0000_VIACOM INC NEW CL B	4,968.92		4,372.98	-595.94	
12-18-09		_	VIACOM INC NEW CL B	3,947.80		9,839.19		5,891.39
05-27-10		150 0000	DOLLAR TREE INC COM	3,114 98		10,023 58		09.806'9
11-04-14	12-22-14	155.0000	GILEAD SCIENCES INC	17,030.55		14.634.96	-2,395 59	
		•	COM					
10-20-14	10-20-14 12-22-14	200 0000	GILEAD SCIENCES INC	20,472 55		18,883 82	-1,588.73	
		-	COM					
08-18-10	12-30-14	08-18-10 12-30-14 35,000.0000 3	SHELL INTL FIN 4 300% Due 09-22-19	37,482 55		38,407 25		924 70
TOTAL GAINS	AINS						6,842.66	321,957.93
TOTAL LOSSES	OSSES		1				-6,350 54	-34,188.30
				2.940,396 74	00 0	3,228.658 49	492 12	287,769 64
TOTAL R	EALIZED (TOTAL REALIZED GAIN/LOSS 3	288,261 75					

	Leighton-Oare Foundation 1999 Morris Drive			
,	Niles, Michigan 49120			
	2014 Schedule of Contributions Paid			
	EDIT Schedule of Contributions Faile			- Т
Name	Address	Foundation Status	Purpose	Amount
Alcohol & Addiction Recovery Center	818 East Jefferson Blvd South Bend, IN 46617	PC	General	1,000
Blowing Rock Chanty Horse Show Fdn	P O Box 650 Blowing Rock NC 28605	PC	General	3,000
Brian Parker Memorial Foundation	433 South SSt Joseph Street Niles, Mi 49120	PC	General	1,000
Camp Eberhart Alumni Association, Inc	316 Eddy Street South Bend, IN 46617	PC	General	
Center For History	808 W Washington Street South Bend, IN 46601	PC	General	25,000
Children's Hospital Foundation (Kosair)	234 E Gray Street Suite 450 Louisville, KY 40202	PC	Kosair Childrens Hospital	2,500
Community Foundation of St Joseph County	205 W Jefferson Blvd South Bend, IN 46624	PC	Arts Everywhere Fund	5,000
Converse College	580 East Main Street Spartanburg, SC 29302	PC	Capital Project/Pell Dorm	250,000
Curious Kids Museum	415 Lake Blvd Saint Joseph, MI 49085			5,000
Deerfield Academy	Albany Road Deerfield, MA 01342	PC PC	General	5,000
Devon Horse Show & Country Fair Fdn	PO Box 865 Devon, PA 19333		General	1,000
Diabetes Resource Center	6910 North Main Street Building 9 - Mail Unit 10	SOI PC	General	1,000
Educational Foundation, Inc	P O Box 2446 Chapel Hill, NC 27515		General	5,650
		PC	General	5,000 (
Fauquier Health Foundation	170 West Shirley Avenue Suite 101 Warrenton, VA 20186	PC	General	5,000 (
Fernwood Botanical Garden	13988 Range Line Road Niles, MI 49120	PC	General	21,500 0
First Presbyterian Church of South Bend	333 W Colfax Avenue South Bend, IN 46601	PC	General	1,000 (
Flagler County Education Foundation	1769 East Moody Blvd Building 2 Bunnell, FL 32110	PC	General	10,000 (
Florida Hospital Flagler Foundation	60 Memorial Medical Parkway Suite 2801 Palm Coast, FL 32164	PC	General	5,000 (
Florida Hospital Memorial Foundation	770 W Grenada Blvd Suite 205 Ormond Beach, FL 32174	PC	Stuart Meyer Hospice Foundation	4,500 (
Foundation St. Joseph Regional Med Center	707 E Cedar Street Suite 175 South Bend, IN 46617	PC	General	1,000 (
Habitat for Humanity St. Louis	3763 Forest Park Ave St Louis, MO 63108	PC	General	2,500 (
Hammock Community Church	5299 Oceanshore Blvd Palm Coast, FL 32137	PC	General	7,500 (
Highland School	597 Broadway Avenue Warrenton, VA 20186	PC	General	2,500 (
Hospice Foundation	4220 Edison Lakes Parkway Suite 210 Mishawaka, IN 46545	PC	General	1,500 (
J Red Peach Foundation	1999 Morris Drive Niles, MI 49120	PC	General	10,000 (
Kentucky Organ Donors Affiliates	10160 Linn Station Road Louisville, KY 40223	PC	General	5,000 (
Keswick Community Foundation	862 Club Drive Keswick, VA 22947	PC	General	1,000 (
Lake Michigan College Foundation	2755 East Napier Avenue Benton Harbor, Michigan 49022	PC	General	5,000 (
Lakeland Health Foundation	31 North St Joseph Niles, MI 49120	PC	General	15,000 (
ogan Foundation	P O Box 1049 South Bend IN 46624	PC	General	5,000 (
Mayo Foundation	Dept of Development 4500 San Pablo Road, Jacksonville, FL	PC	General	15,000 (
Memorial Health Foundation	615 N Michigan Street South Bend, IN 46601	SOI	General	40,000 (
Metropolitan Ministries	2002 North Florida Avenue Tampa, FL 33602	PC	General	10,000 (
Michigan Gateway Community Foundation	111 Days Avenue, Buchanan, MI 49107	PC	Niles Fund	10,000 (
Middleburg Classic Horse Show	781 Ledford Lane Smithfield, VA 23430	PC	General	1,000 (
Morris Entertainment Inc	211 N Michigan Street South Bend, IN 46601	PC	General	10,000 (
National Horse Show Association	PO Box 386 Greenvale, NY 11548	PC	General	5,000 (
National Sporting Library & Museum	PO Box 1335 Middleburg, VA 20118	PC	General	500 (
Niles Education Foundation	111 Spruce Street Niles, MI 49120	PC	General	1,500 0
Niles Main Street Initiative	210 Main Street Niles, Mi 49120	PC	General	11,000 (
Parkview Foundation	2200 Randallia Drive Fort Wayne, IN 46805	PC	General	1,000 (
Pegasus Rising, Inc	42 Sleepy Hollow Trail Palm Coast, FL 32614	PC	General	10,000 (
Pennsylvania National Horse Show	720 Limekiln Road New Cumberland, PA 17070	SOI	General	1,500 (
Protestant Episcopal Church	10 Iroquois Trail Ormond Beach, FL 32174	PC	Operation Caring Through Sharing	10,000 (
PSC Partners Seeking a Cure	5237 South Kenton Way Englewood, CO 80111	PC	General	1,000 (
Real Services	1151 S Michigan Street South Bend, IN 46601	PC	Meals On Wheels	2,000 (
Salvation Army of Gainesville Florida	639 E University Ave Gainesville, FL 32601	PC	General	10,000 (
Snite Museum of Art	University of Notre Dame P O Box 368 Notre Dame, IN 46556-9957	PC	General	1,250 (
South Bend Symphony	127 North Michigan Street South Bend, IN 46601-1603	PC	General	11,000 (
St. Joseph High School	1441 North Michigan Street South Bend, IN 46601	PC	Forward in Faith Campaign	200,000 (
St Mary's Church	219 South State Street Niles, MI 49120	PC	General	5,100 (
Stanley Clark School	31233 Miami Street South Bend, IN 46614-2098	PC	General	5,000 (
Studebaker National Museum	201 South Chapin Street South Bend, IN 46601	PC	General .	1,000 (
Support the Fort Inc	PO Box 1024 Niles, MI 49120	PC	Interpretive Center	25,000 (
Supporting Heroes Inc	PO Box 991547 Louisville KY 40269	PC	General	7,500 (
Susan G Komen for the Cure	5005 LBJ Freeway Dallas, TX 75244	PC	General	2,500 (
The Salvation Army	P O 566 South Bend, IN 46624	PC	Ray & Joan Kroc Corps Community Center	20,000
United States Equestrian Federation, Inc	4047 Iron Works Parkway Lexington, KY 40511	PC	General	500 (
United States Hunter Jumper Association	3870 Cigar Lane Lexington, KY 40511	PC	Capital Campaign	6,725
University of North Carolina	PO Box 309 Chapel Hill, NC 27514	PC	General	1,000
University of Notre Dame	405 Main Building Notre Dame Indiana 46556-5602	PC	Stayer Center	420 000 0
Upperville Colt & Horse Show Inc	PO Box 239 Upperville, VA 20185	PC	General	5 000
Virginia Horse Center Foundation	487 Maury River Road Lexington VA 24450	PC	General	55 000
Warrenton United Methodist Church	Building Fund 341 Church Street Warrenton, VA 20186	PC	General	5,000
Washington International Horse Show	3299 K Street NW Suite 600 Washington, DC 20007	PC	General	5,000
Wayside Christian Mission	PO Box 7249 Louisville, KY 40257	PC	General	7 500
Western Michigan University Foundation	1903 W Michigan Avenue Kalamazoo, MI 49008-5403	PC	Fort St Joseph	5,000
Nomans Care Center	360 North Notre Dame Avenue South Bend, IN 46617	PC		
Wounded Warrior Project	PO Box 758517 Topeka, KS 66675	PC	General General	1,000
TOURISES IVAILIOI PROJECT	10 DOX 130317 TOPERA, NO 00073	- PC	cseneugi	11 000 (

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Name Name Name Name Operation Operated State Operation Operated State Operation Operated State O		1999 Morns	Drive		'				
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	latoma.	Burness	Description	2015	2016	2017	2040	2040	
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Part Description Miles		General		1			i		
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13,270	Notre Dame, IN 46556			420,000	420,000	420,000	420,000	L	1,680,000
12,730 1	Community Foundation of St. Joseph County	Arts Everywhere Fund	\$250,000 per year for the years 2009-2014 and final payment of	1					
South Bend, Price Annexes South Bend, Price Annexes	205 West Jefferson Blvd	1	\$122,750 in 2015	1					
South Bend Cymelory Checkstra Strom School Comment Strom Stro	South Bend, IN 46601			122,750					122,750
127 Fortin Michagan Answer March Manuel Michagan Answer	South Bend Symphony Orchestra	General	\$10,000 per year for the years 2011-2015 totaling \$50,000						
South Bender M-66015 Southern Ammy General \$20,000 per year for the years 2010-2014 totaling \$100,000 South Section South Sectio			A TO A TO A TO A TO A TO A TO A TO A TO	1	ł		i		
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Same Disappils High School All Morth Merphers Disect South Bandi, IM 46617 South Bandi, IM 46610 South Bandi,	Rochester, MN 55905			1 .					_
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200,000 200,	1	1	200,000 per year for the years 2011-2015 Totaling \$1,000,000						
Sample Clark School	_	Campaign		nc					<u>-</u>
31,323 Manual Street				200,000	l				200,000
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Memoral Health Foundation St. North Michigan Street South Benef, M. 48601 South Michigan Street South Benef, M. 48601 South Michigan Street South Benef, M. 48601 South Benef, M. 4860									
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South Bend, IN 48601 South Bend, IN 48601	Memorial Health Foundation	MML Lecture Series	\$40,000 per year for the years 2013-2014 Totaling \$80,000	1					
Memoral Health Foundation MML Lecture Series \$40,000 per year for the years 2013-2016 Totaling \$80,000 \$40,000 \$40,000 \$80,0	615 North Michigan Street			1					
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Sis North Michigan Street South Bend, IM 46601 2013 Leighton Award for \$2,500 per year for the years 2014-2015 Totaling \$5,000 40,000 40,000 80,000		MMi. Lecture Series	\$40,000 per year for the years 2015-2016 Totaling \$80,000						
South Bend, N A6601 2013 Leighton Award for \$2,500 per year for the years 2014-2015 Totaling \$5,000 20,000	l control of the cont		,, , , , , , , , , , , , , , , , , ,						
Canter for History (2013 Legiston Award for S2,500 per year for the years 2014-2015 Totaling \$5,000 (2,500				40.000	40.000		ľ		
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South Bend, IN 46601	1		\$2,500 per year for the years 2014-2015 Totaling \$5,000						
Separation Sep	1	Non-Profit Excellence			i				
1388 Range Line Road	South Bend, IN 46601			2,500					2,500
Notes th 19320	Fernwood Botanical Garden& Nature Preserve	Education Center	\$20,000 per year for the years 2014-2018 Totaling \$100,000						
Support the Fort, Inc	13988 Range Line Road								
Support the Fort, Inc Pol Box 1024 Pol Box 10	Niles, MI 49120	l							
Support the Fort, Inc Pol Box 1024 Pol Box 10		1		20,000	20,000	20 000	20.000		80.000
No. No.	Support the Fort Inc	Interpretive Center	\$25,000 per year for the years 2014-2017 Totaling \$100,000	- 20,500	20,000	10,000	20,000		
Nies, Mi 49120		mer preuve center	225,000 per year for the years 2014-2017 Totaling 5100,000	i					
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Archaeological Project S,000 S,0	Niles, MI 49120							l	-
Section Sect	Western Michigan University	The Fort St Joseph	\$5,000 per year for the years 2012-2015 Totaling \$20,000						
Section Sect	Kalamazoo, MI 49001	Archaeological Project							
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Florida Hospital Flagler Foundation General \$5,000 per year for the years 2010-2019 Totaling \$50,000	Warrenton, VA 20186		1	5,000	5,000	5,000		1	15.000
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