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Return of Private Foundation

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

OMB No. 1545-0052

2014

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation EDWIN J. & RUTH M. SHOEMAKER FOUNDATION		A Employer identification number 38-3137832
Number and street (or P.O. box number if mail is not delivered to street address) 840 W. LONG LAKE ROAD	Room/suite 150	B Telephone number 248-267-3282
City or town, state or province, country, and ZIP or foreign postal code TROY, MI 48098		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 16,737,572.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		482,920.	482,920.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		8,234.			
b Gross sales price for all assets on line 6a 2,886,374.					
7 Capital gain net income (from Part IV, line 2)			8,234.		
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					
12 Total. Add lines 1 through 11		491,154.	491,154.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		7,226.	3,613.		3,613.
b Accounting fees					
c Other professional fees STMT 3		74,406.	37,203.		37,203.
17 Interest					
18 Taxes STMT 4		17,092.	5,392.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		59.	59.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		98,783.	46,267.		40,816.
25 Contributions, gifts, grants paid		774,500.			774,500.
26 Total expenses and disbursements. Add lines 24 and 25		873,283.	46,267.		815,316.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<382,129.>			
b Net investment income (if negative, enter -0-)			444,887.		
c Adjusted net income (if negative, enter -0-)				N/A	

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		5.	4.	4.
	2	Savings and temporary cash investments		2,586,699.	2,681,200.	2,681,200.
	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 6		2,581,030.	1,640,437.	1,728,433.
	b	Investments - corporate stock STMT 7		6,499,238.	7,585,116.	10,294,560.
	c	Investments - corporate bonds STMT 8		1,036,214.	1,085,948.	1,068,098.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		1,577,935.	918,703.	942,048.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ ACCRUED DIVIDENDS)		35,645.	23,229.	23,229.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		14,316,766.	13,934,637.	16,737,572.	
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 ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		14,316,766.	13,934,637.		
30	Total net assets or fund balances		14,316,766.	13,934,637.		
31	Total liabilities and net assets/fund balances		14,316,766.	13,934,637.		

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	14,316,766.
2	Enter amount from Part I, line 27a	2	<382,129.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13,934,637.
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	13,934,637.

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 SEE ATTACHED SCHEDULE	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,886,374.		2,878,140.	8,234.
b			
c			
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			8,234.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	8,234.
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	684,873.	16,401,650.	.041756
2012	609,942.	15,943,518.	.038256
2011	876,921.	14,774,449.	.059354
2010	923,142.	15,408,862.	.059910
2009	795,183.	14,405,003.	.055202

2 Total of line 1, column (d)	2	.254478
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	.050896
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	17,003,692.
5 Multiply line 4 by line 3	5	865,420.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,449.
7 Add lines 5 and 6	7	869,869.
8 Enter qualifying distributions from Part XII, line 4	8	815,316.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,898.
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	8,898.
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	8,898.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	12,232.	
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	12,232.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,334.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 3,334. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► **N/A**

14 The books are in care of ► **GREGORY V. DICENSO** Telephone no. ► **248-267-3282**
 Located at ► **840 W. LONG LAKE ROAD, STE. 150, TROY, MI** ZIP+4 ► **48098**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► **15** **N/A**

16 At any time during calendar year 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? Yes No
16 X
 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 ►

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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 10		0.	0.	0.

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

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

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

0

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Part 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	14,679,766.
b Average of monthly cash balances	1b	2,582,865.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	17,262,631.
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	17,262,631.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	258,939.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,003,692.
6 Minimum investment return. Enter 5% of line 5	6	850,185.

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	850,185.
2a Tax on investment income for 2014 from Part VI, line 5	2a	8,898.
b Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	8,898.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	841,287.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	841,287.
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	841,287.

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	815,316.
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	815,316.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	815,316.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				841,287.
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				
b From 2010				
c From 2011	38,639.			
d From 2012				
e From 2013				
f Total of lines 3a through e	38,639.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$	815,316.			
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				815,316.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	25,971.			25,971.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	12,668.			
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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	12,668.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011	12,668.			
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN CENTER FOR CHURCH MUSIC 4766 RIDGESIDE COURT ANN ARBOR, MI 48105	NONE	PUBLIC CHARITY	UNIVERSITY OF MICHIGAN MUSIC SCHOOL SCHOLARSHIPS	2,500.
ARBORVITAE (ANN ARBOR CAMPUS PREGNANCY CARE) P.O. BOX 7727 ANN ARBOR, MI 48107	NONE	PUBLIC CHARITY	GENERAL	10,000.
BETHANY CHRISTIAN SERVICES 1055 CARRIAGE HILL DRIVE, SUITE 2 TRAVERSE CITY, MI 49686	NONE	PUBLIC CHARITY	GENERAL	15,000.
CARE NET OF PUGET SOUND 1209 6TH AVENUE TACOMA, WA 98405-4004	NONE	PUBLIC CHARITY	GENERAL	25,000.
CROSS INTERNATIONAL P.O. BOX 9558 WILTON, NH 03086-9558	NONE	PUBLIC CHARITY	HOPE FOR NEW LIFE CHURCH ORPHAN HOME UGANDA	20,000.
Total	SEE CONTINUATION SHEET(S)			774,500.
b Approved for future payment				
NONE				
Total				0.

Part XVII

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

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

[illegible]

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


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

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

**Sign
Here**

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

and belief, it is true, correct, and complete. Declaration of preparer (other than the taxpayer) is based on all information of which preparer has knowledge.


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

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

GREGORY V. DICENSO

Repairer's signature
Gregory D. Lewis

Date 5/6/15

P00008245

Firm's name ► **MILLER, CANFIELD, PADDOCK & STONE, PLC**

Firm's EIN ► 38-0836500

Firm's address ► 840 W. LONG LAKE ROAD, STE. 150
TROY, MI 48098-6358

Phone no. 248-879-2000

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80995	NONE	PUBLIC CHARITY	GENERAL	10,000.
FORWARD IN FAITH - NORTH AMERICA P.O. BOX 210248 BEDFORD, TX 76095	NONE	PUBLIC CHARITY	GENERAL	20,000.
HEARTBEAT OF MONROE 2592 N. TELEGRAPH ROAD MONROE, MI 48162	NONE	PUBLIC CHARITY	GENERAL	25,000.
LUTHERAN SPECIAL EDUCATION MINISTRIES 6861 EAST NEVADA STREET DETROIT, MI 48234	NONE	PUBLIC CHARITY	GENERAL	40,000.
MICHIGAN RIGHT TO LIFE EDUCATION FUND 2340 PORTER ST SW GRAND RAPIDS, MI 49509-0901	NONE	PUBLIC CHARITY	GENERAL	150,000.
PREGNANCY CARE CENTER 121 SOUTH GARFIELD, SUITE C TRAVERSE CITY, MI 49686	NONE	PUBLIC CHARITY	GENERAL	25,000.
REDEEMER LUTHERAN CHURCH P.O. BOX 184 INTERLOCHEN, MI 49634	NONE	PUBLIC CHARITY	GENERAL	40,000.
SALVATION ARMY OF MONROE COUNTY 815 E. FIRST STREET MONROE, MI 48161	NONE	PUBLIC CHARITY	GENERAL	40,000.
ST. BARTHOLOMEW'S ANGLICAN CHURCH 9252 MILLER RD SWARTZ CREEK, MI 48473	NONE	PUBLIC CHARITY	GENERAL	7,500.
ST. BRENDANS ANGLICAN CHURCH 910 N. FOREST STREET BELLINGHAM, WA 98225	NONE	PUBLIC CHARITY	MOUNTAIN VALLEY MISSION	20,000.
Total from continuation sheets				702,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. MARY'S SCHOOL 303 ST. MARY'S STREET LAKE LEELENAU, MI 49686	NONE	PUBLIC CHARITY	DC STUDENT TRIP	2,500.
THE BIBLE LEAGUE 1 BIBLE LEAGUE PLAZA CRETE, IL 60417	NONE	PUBLIC CHARITY	GENERAL	15,000.
THE EKKLESIA SOCIETY P.O. BOX 118526 CARROLLTON, TX 75011-8526	NONE	PUBLIC CHARITY	GENERAL	75,000.
THE U OF M TRANSPLANT CENTER 3867 TAUBMAN CENTER ANN ARBOR, MI 48109-0391	NONE	PUBLIC CHARITY	GENERAL	27,000.
THOMAS MORE LAW CENTER 24 FRANK LLOYD WRIGHT DRIVE ANN ARBOR, MI 48106	NONE	PUBLIC CHARITY	GENERAL	75,000.
MUNSON HEALTHCARE REGIONAL FOUNDATION 1150 MEDICAL CAMPUS DRIVE TRAVERSE CITY, MI 49684	NONE	PUBLIC CHARITY	COWELL FAMILY CANCER CENTER PROJECT	100,000.
MISSION INDIA GRANT P.O. BOX 141312 GRAND RAPIDS, MI 49514-1312	NONE	PUBLIC CHARITY		10,000.
FIRST PRESBYTERIAN CHURCH OF LAPEER 433 NORTH CALHOUN ST. LAPEER, MI 48446	NONE	PUBLIC CHARITY		10,000.
PEOPLE OF THE BOOK MINISTERS 35555 GARFIELD ROAD, STE. 7 CLINTON TOWNSHIP, MI 48035	NONE	PUBLIC CHARITY		10,000.
Total from continuation sheets				

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	482,920.	0.	482,920.	482,920.	
TO PART I, LINE 4	482,920.	0.	482,920.	482,920.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MILLER CANFIELD PADDOCK & STONE, PLC	7,226.	3,613.		3,613.
TO FM 990-PF, PG 1, LN 16A	7,226.	3,613.		3,613.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOTTY INVESTORS, LLC MANAGEMENT FEES	74,406.	37,203.		37,203.
TO FORM 990-PF, PG 1, LN 16C	74,406.	37,203.		37,203.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	11,700.	0.		0.
FOREIGN TAX WITHHELD	5,392.	5,392.		0.
TO FORM 990-PF, PG 1, LN 18	17,092.	5,392.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WIRED FUNDS/TRADE FEES	59.	59.			0.
TO FORM 990-PF, PG 1, LN 23	59.	59.			0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
TOPEKA KANSAS, 5%, 08/15/15		X	148,150.	152,382.	
INDIANA BD BK REV, 5.12%, 01/15/17		X	436,477.	456,031.	
ILLINOIS FIN AUTH REV, 5.649%, 07/01/17		X	550,165.	578,850.	
ROBINSON AUTH, 5.375%, 5/15/18		X	505,645.	541,170.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,640,437.	1,728,433.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,640,437.	1,728,433.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
JOHNSON & JOHNSON	211,992.		418,280.	
LA-Z-BOY INC	1,134,413.		1,634,475.	
MICROSOFT CORP	68,675.		116,125.	
PEPSICO, INC	57,996.		113,472.	
PROCTER & GAMBLE	157,258.		245,943.	
MERCK & COMPANY	313,626.		662,569.	
ACTIVISION INC	22,777.		113,001.	
DUKE ENERGY CO	73,332.		126,981.	
SEQUELLA INC	100,000.		100,001.	
THERMO FISHER SCIENTIFIC INC	278,943.		1,008,585.	
TOWERS WATSON & CO	194,022.		679,020.	
ALTRIA GROUP	348,557.		926,276.	
SPDR GOLD TRUST	223,756.		318,024.	
TEEKAY TANKERS LTD	341,639.		188,829.	

CHIMERA INVT CORP	350,344.	329,130.
SEACOR HOLDINGS	118,702.	155,001.
CANADIAN OIL SANDS TRUST	307,197.	120,926.
CURTISS-WRIGHT CORP	270,422.	663,546.
BRISTOL MYERS SQUIBB	210,779.	374,841.
MOSIAC COMPANY	442,327.	410,850.
BLACKSTONE MORTGAGE TRUST	438,427.	480,810.
COBALT INTERNATIONAL	393,582.	151,130.
DEVON ENERGY	214,613.	214,235.
ENDURO ROYALTY TRUST	688,750.	333,544.
ERA GROUP INC	92,994.	88,830.
ALLOT COMMUNICATIONS LTD	89,037.	78,030.
APPLIED MICRO CIRCUITS CORPORATION	307,799.	240,803.
CAMECO CORP	139,429.	98,460.
DORIAN LPG LTD	560,240.	392,420.
ENERPLUS CORP COM	224,529.	115,200.
HUGOTON RTY TR TEX UNIT BEN INT	114,915.	103,770.
LORILLARD INC COM	429,638.	503,520.
PROSHARES ULTRASHORT QQQ	172,034.	151,883.
ISHARES TR MSCI EMERG MKT	<1,522,369.>	<1,375,150.>
ALTRIA GROUP INC PUT OPTION \$43 1/17/2015	7,032.	950.
MERCK & CO INC PUT OPTION 01/17/2015	7,709.	10,250.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,585,116.	10,294,560.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOUBLELINE FDS TR TTL	1,085,948.	1,068,098.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,085,948.	1,068,098.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DOUBLELINE OPPORTUNISTIC CREDIT	FMV	168,703.	181,744.
TCM MPS FUND LTD - COUNTERWEIGHT I	FMV	750,000.	760,304.
SEGREGATED PORTFOLIO			
TOTAL TO FORM 990-PF, PART II, LINE 13		918,703.	942,048.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT L. SHOEMAKER 9130 HUNTER LANE TRAVERSE CITY, MI 49684	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
ERICH C. SHOEMAKER 10850 LAKESHORE DRIVE WEST OLIVE, MI 49460-9518	DIRECTOR 2.00	0.	0.	0.
DALE SHOEMAKER 9130 HUNTER LANE TRAVERSE CITY, MI 49684	VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
MARY KAYE JOHNSTON 21241 S.E. 40TH ST. SAMMAMISH, WA 98075	SECRETARY/TREASURER/DIRECT 2.00	0.	0.	0.
ROCQUE E. LIPFORD 1065 HOLLYWOOD MONROE, MI 48162	DIRECTOR 2.00	0.	0.	0.
DAVID JOHNSTON BOX 23 GARIBALDI HIGHLAND BRITISH COLUMBIA, CANADA V0N1T0	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROBERT L. SHOEMAKER
9130 HUNTER LANE
TRAVERSE CITY, MI 49684

TELEPHONE NUMBER

231-943-4717

FORM AND CONTENT OF APPLICATIONS

LETTER DESCRIBING PURPOSE OF GRANT AND VERIFICATION OF ORGANIZATION'S
CHARITABLE STATUS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ORGANIZATIONS MUST HAVE AS THEIR MISSION AND ACTIVITY (WHETHER DIRECTLY
OR INDIRECTLY) THE FURTHERING OF THE GOSPEL OF OUR LORD JESUS CHRIST, (JOHN
3:16), AND MUST BE FAITHFUL TO THE TENETS OF THE CHRISTIAN FAITH, (MATTHEW
28:17-20).

Botty Investors, LLC
REALIZED GAINS AND LOSSES
Edwin J. & Ruth M. Shoemaker Foundation
From 01-01-14 Through 12-31-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
01-27-04	02-01-14	175,000	Buffalo N Y Ref Bds 5 125% Due 02-01-17	174,776 50	175,000 00		223.50
03-14-13	04-15-14	495	APPLE INC	214,045.81	255,978.55		41,932 74
03-06-14	06-20-14	59	Put SPDR S&P Retail ETF exp 6/21/2014	7,238 70	0.00	-7,238 70	
08-01-12	06-30-14	1,000	Balestra Capital Partners LTD	1,000,000 00	870,004.63		-129,995 37
07-01-04	07-15-14	150,000	Clinton Prairie Ind Sch Corp Go Pensio 5 625% Due 01-15-18	149,671 00	150,000.00		329 00
10-17-12	07-18-14	12,000	Intel Corp Com	262,019.40	335,983 62		73,964 22
04-08-14	07-18-14	-120	Intel Corp Call Option 07/19/2014 \$28	0 00	7,213 21	7,213.21	
04-08-14	07-18-14	120	Intel Corp Put Option 07/19/2014 \$25	6,430.63	0 00	-6,430 63	
06-18-14	09-19-14	-40	Thermo Fisher Call Option 9/20/2014 \$130	0 00	5,737 12	5,737.12	
06-10-14	09-19-14	95	Altria Group Inc Put Option \$40 09/20/14	7,506.77	0 00	-7,506.77	
06-18-14	09-19-14	40	Thermo Fisher Put Option 9/20/2014 \$110	8,058 75	0.00	-8,058.75	
06-16-08	10-01-14	600,000	Du Page Cnty Ill Cmnty Unit Sc Go Sch Bd 4 400% Due 10-01-14	572,978 00	600,000.00		27,022.00
09-18-13	10-02-14	10,000	DoubleLine Income Solutions	207,464 00	215,237.24		7,773 24
12-13-13	10-02-14	5,000	DoubleLine Income Solutions	100,884.00	107,618 62		6,734 62
12-13-13	10-03-14	5,000	DoubleLine Income Solutions	100,884 00	107,385 62		6,501 62
09-30-14	12-19-14	-81	Thermo Fisher Call Option \$130 12/20/2014	0 00	13,047 45	13,047 45	
09-30-14	12-19-14	93	Altria Group Inc Put Option \$44 12/20/2014	5,759 18	0 00	-5,759 18	
09-30-14	12-19-14	81	Thermo Fisher Put Option \$115 12/20/2014	17,255 17	0.00	-17,255 17	
04-20-06	12-22-14	45,000	Indiana Bond Bank Revenue 5 120% Due 01-15-17	43,168 05	43,168.05		0.00
TOTAL GAINS						25,997 78	164,480.94
TOTAL LOSSES						-52,249.20	-129,995 37
				2,878,139.96	2,886,374.11	-26,251.42	34,485.57
TOTAL REALIZED GAIN/LOSS		8,234.15					