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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

OMB No 1545-0052

2014

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

For calendar year 2014 or tax year beginning**, and ending**

Name of foundation ALLEN FOUNDATION			A Employer identification number 51-0152562	
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1606		Room/suite	B Telephone number (see instructions) 989-832-5678	
City or town MIDLAND	State MI	ZIP code 48641-1606		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
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) ▶ \$ 30,272,196		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"/>	

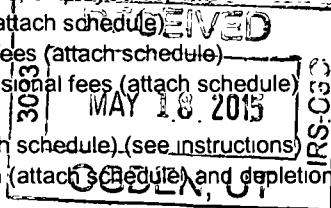
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	32,893			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	44	44		
	4 Dividends and interest from securities	763,063	744,850		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,897,813			
	b Gross sales price for all assets on line 6a 7,897,258				
	7 Capital gain net income (from Part IV, line 2)		1,897,813		
	8 Net short-term capital gain				
	9 Income modifications			56,898	
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	959	959		
	12 Total. Add lines 1 through 11	2,694,772	2,643,666	56,898	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages	5,458	2,183		3,275
	15 Pension plans, employee benefits	520	208		312
	16a Legal fees (attach schedule)	25			25
	b Accounting fees (attach schedule)	850	730		120
	c Other professional fees (attach schedule)	75,759	73,951		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	48,684	1,026		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	6,800	2,720		4,080
	21 Travel, conferences, and meetings	1,061	424		637
	22 Printing and publications	525			525
	23 Other expenses (attach schedule)	14,282	1,123		13,159
	24 Total operating and administrative expenses. Add lines 13 through 23	153,964	82,365	0	22,133
	25 Contributions, gifts, grants paid	753,823			753,823
	26 Total expenses and disbursements. Add lines 24 and 25	907,787	82,365	0	775,956
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,786,985			
	b Net investment income (if negative, enter -0-)		2,561,301		
	c Adjusted net income (if negative, enter -0-)			56,898	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	3,522,425	1,664,272	1,664,272
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	2,208,324	5,700,268	5,676,910
	b	Investments—corporate stock (attach schedule)	14,765,436	15,485,900	20,160,766
	c	Investments—corporate bonds (attach schedule)	2,826,564	2,316,192	2,275,649
	11	Investments—land, buildings, and equipment basis ▶			
Liabilities		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	490,000	490,000	494,599
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	23,812,749	25,656,632	30,272,196
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	23,812,749	25,656,632	
	30	Total net assets or fund balances (see instructions)	23,812,749	25,656,632	
	31	Total liabilities and net assets/fund balances (see instructions)	23,812,749	25,656,632	

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	23,812,749
2	Enter amount from Part I, line 27a	2	1,786,985
3	Other increases not included in line 2 (itemize) ▶ GRANTS PAID IN A PRIOR YEAR RETURNED IN TI	3	56,898
4	Add lines 1, 2, and 3	4	25,656,632
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	25,656,632

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 PUBLICALLY TRADED SECURITIES				
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 7,897,258		5,999,445	1,897,813	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			1,897,813	
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	1,897,813
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3	0

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	507,293	15,290,795	0.033176
2012	495,489	10,200,929	0.048573
2011	493,910	10,237,950	0.048243
2010	421,517	9,734,673	0.043301
2009	538,074	8,672,716	0.062042
2 Total of line 1, column (d)			2 0.235335
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.047067
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 29,682,717
5 Multiply line 4 by line 3			5 1,397,076
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 25,613
7 Add lines 5 and 6			7 1,422,689
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 775,956

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	51,226
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	51,226
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	51,226
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	32,000
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	32,000
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	19,226
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.allenfoundation.org</u>	13	X	
14	The books are in care of ► <u>WILLIAM LAUDERBACH</u> Telephone no ► <u>989-832-5678</u> Located at ► <u>812 W MAIN STREET MIDLAND MI</u> ZIP+4 ► <u>48640</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>				
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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	00	0		
	00	0		
	00	0		
	00	0		
	00	0		

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

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

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	26,259,947
b	Average of monthly cash balances	1b	3,874,791
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	30,134,738
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	30,134,738
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	452,021
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,682,717
6	Minimum investment return. Enter 5% of line 5	6	1,484,136

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,484,136
2a	Tax on investment income for 2014 from Part VI, line 5	2a	51,226
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	51,226
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,432,910
4	Recoveries of amounts treated as qualifying distributions	4	56,898
5	Add lines 3 and 4	5	1,489,808
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,489,808

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	775,956
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	775,956
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	775,956

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,489,808
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			702,013	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 775,956				
a Applied to 2013, but not more than line 2a			702,013	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2014 distributable amount				73,943
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (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	0			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				1,415,865
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
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**

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

DALE BAUM P O BOX 1606 MIDLAND, MI 48641-1606 989-832-5678

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

APPLICATION FORMS AVAILABLE UPON REQUEST OR VIA WEBSITE

- c** Any submission deadlines

ANNUALLY DECEMBER 31ST

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

BENEFITS FIELD OF HUMAN NUTRITION IN AREAS OF HEALTH, EDUCATION, TRAINING, RESEARCH

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				
FEED THE DREAM 1040 KENILWORTH AVENUE GLENVIEW, IL 60025	NONE	PC	NUTRITION	15,000
UNIVERSITY OF LIMERICK DEPT OF LIFE SCIENCES LIMERICK Ireland	NONE	PC	RESEARCH	63,195
ALLIED CHURCHES OF ALAMANCE COUNTY 206 NORTH FISHER STREET BURLINGTON, NC 27216	NONE	PC	NUTRITION	15,000
BELVIDERE BOONE CO FOOD PANTRY 200 S FIFTH STREET CAPRON, IL 61012	NONE	PC	NUTRITION	2,500
BOSTON CHILDREN'S HOSPITAL 401 PARKE DRIVE, STE 602 BOSTON, MA 02115	NONE	PC	RESEARCH	51,965
BOSTON MEDICAL CENTER 801 MASSACHUSETTS AVENUE BOSTON, MA 02118	NONE	PC	RESEARCH	63,873
CORNELL COOPERATIVE EXTENSION OF NIAGARA 4487 LAKE AVENUE LOCKPORT, NY 14094	NONE	PC	NUTRITION	24,650
DEVRIES NATURE CONSERVANCY PO BOX 608 OWOSSO, MI 48867	NONE	PC	UNRESTRICTED	21,310
GRAND TRAVERSE BAY YMCA 3000 RACQUET CLUB DRIVE TRAVERSE CITY, MI 49684	NONE	PC	UNRESTRICTED	50,000
GROW BENZIE PO BOX 132 BEULAH, MI 49617	NONE	PC	NUTRITION	20,000
MARY BIRD PERKINS CANCER CENTER 4950 ESSEN LANE BATON ROUGE, LA 70809	NONE	PC	UNRESTRICTED	10,000
Total See Attached Statement			3a	753,823
b Approved for future payment				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue.					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	44	
4	Dividends and interest from securities			14	763,063	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	1,897,813	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a SETTLEMENT FEE			01	959	
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		2,661,879	0
13	Total. Add line 12, columns (b), (d), and (e)				13	2,661,879

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
 - a** Transfers from the reporting foundation to a noncharitable exempt organization of
 - (1)** Cash
 - (2)** Other assets
 - b** Other transactions
 - (1)** Sales of assets to a noncharitable exempt organization
 - (2)** Purchases of assets from a noncharitable exempt organization
 - (3)** Rental of facilities, equipment, or other assets
 - (4)** Reimbursement arrangements
 - (5)** Loans or loan guarantees
 - (6)** Performance of services or membership or fundraising solicitations
 - c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
 - d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee _____ Date May 12, 2015 Title TREASURER

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

**Paid
Preparer
Use Only**

Pnnt/Type preparer's name

JULIE J BEALL

Preparer's signature

Autio Seal

Date

5/12/2015

Check ☒ if self-employed

PTIN

P00439215

Firm's name ► JULIE J BEALL, CPA

Firm's EIN ▶

Firm's address ► 4114 CASTLE DRIVE, MIDLAND, MI 48640

Phone no	989-430-9138
----------	--------------

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2014

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

Name of the organization

ALLEN FOUNDATION

Employer identification number

51-0152562

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization ALLEN FOUNDATION	Employer identification number 51-0152562
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	W W ALLEN QTIP MARITAL TRUST CHEMICAL BANK 715 E MAIN STREET MIDLAND MI 48640 Foreign State or Province _____ Foreign Country _____	\$ 32,893	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization ALLEN FOUNDATION	Employer identification number 51-0152562
--	--

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization ALLEN FOUNDATION	Employer identification number 51-0152562
---	---

Part III **Exclusively** religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ 0

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MARYLAND COMMUNITY CONNECTION

Street

4401 NICOLE DRIVE

City

LANHAM

State

MD

Zip Code

20706

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

NUTRITION

Amount

1,500

Name

MI STATE UNIVERSITY EXTENSION

Street

426 AUDITORIUM ROAD, ROOM 2

City

EAST LANSING

State

MI

Zip Code

48824

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

RESEARCH

Amount

39,756

Name

MCKENZIE SCHOOL DISTRICT FAMILY RESOURCE CTR

Street

51187 BLUE RIVER DRIVE

City

FINN ROCK

State

OR

Zip Code

97488

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

NUTRITION

Amount

2,000

Name

MIDLAND CO EMERGENCY FOOD PANTRY NETWORK

Street

PO BOX 2521

City

MIDLAND

State

MI

Zip Code

48641-2521

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

NUTRITION

Amount

10,000

Name

NY INSTITUTE OF TECHNOLOGY

Street

GERRY HOUSE, ROOM 203, NORTHERN BLVD

City

OLD WESTBURY

State

NY

Zip Code

11568-8000

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

RESEARCH

Amount

49,845

Name

NORTHWEST MI COMMUNITY ACTION CENTER

Street

3963 THREE MILE ROAD

City

TRAVERSE CITY

State

MI

Zip Code

49686

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

NUTRITION

Amount

48,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

THE NUTRITION CENTER

Street

PO BOX 1082

City

GREAT BARRINGTON

State

MA

Zip Code

01230

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

NUTRITION

Amount

16,064

Name

OREGON STATE UNIVERSITY FOUNDATION

Street

850 SW 35TH STREET

City

ORVALLIS

State

OR

Zip Code

97333

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

RESEARCH

Amount

11,316

Name

UNIVERSITY OF BIRMINGHAM

Street

SCHOOL OF SPORT, EXERCISE, REHAB SERVICES

City

BIRMINGHAM

State**Zip Code****Foreign Country**

United Kingdom (England, Northern Ireland)

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

RESEARCH

Amount

46,698

Name

UNIVERSITY OF CA, DAVIS

Street

ONE SHIELDS AVENUE

City

DAVIS

State

CA

Zip Code

95616

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

RESEARCH

Amount

76,221

Name

UNIVERSITY OF NEBRASKA, LINCOLN

Street

312 N 14TH STREET

City

ALEXANDER W LINCOLN

State

NE

Zip Code

68588-0430

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

RESEARCH

Amount

60,631

Name

UNIVERSITY OF NEVADA, LAS VEGAS

Street

4505 S MARYLAND PARKWAY

City

LAS VEGAS

State

NV

Zip Code

89154

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

RESEARCH

Amount

43,799

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

WEST MIDLAND FAMILY CENTER

Street

PO BOX 1985

City

MIDLAND

State

MI

Zip Code

48641-1985

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

NUTRITION

Amount

10,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
Totals															
Capital Gains/Losses															
Other sales															
Gross Sales 7,897,258															
Cost, Other Basis and Expenses 5,999,445															
Net Gain or Loss 1,897,813															

Part I, Line 11 (990-PF) - Other Income

		959	959	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	SETTLEMENT FEE	959	959	

Part I, Line 16a (990-PF) - Legal Fees

		25	0	0	25
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	WARNER NORCROSS	25			25

Part I, Line 16b (990-PF) - Accounting Fees

		850	730	0	120
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	JULIE J BEALL, CPA	850	730		120

Part I, Line 16c (990-PF) - Other Professional Fees

		75,759	73,951	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	CHEMICAL BANK INVESTMT MNGMT FEES	75,759	73,951		

Part I, Line 18 (990-PF) - Taxes

		48,684	1,026	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID ON DIVIDEND INCOME	1,026	1,026		
2	FEDERAL EXCISE TAX ON INVESTMENT INC	47,658			

Part I, Line 23 (990-PF) - Other Expenses

		14,282	1,123	0	13,159
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	WEBSITE MAINTENANCE	6,075			6,075
2	TELEPHONE	470	188		282
3	OFFICE SUPPLIES	1,080	432		648
4	COUNCIL OF MICHIGAN FOUNDATION DUES	5,400			5,400
5	INSURANCE	1,025	410		615
6	POSTAGE	232	93		139

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal		State/Local									
		858,415	4,796,662	821,108	4,799,845								
		1,349,909	903,606	1,321,269	877,065								
		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year							State/Local Obligation
1	U S GOVT OBLIGATIONS - TOTAL		858,415	4,796,662	821,108	4,799,845							
2	STATE AND MUNICIPAL BONDS-TOTAL		1,349,909	903,606	1,321,269	877,065							X

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Investments								14,765,436		15,485,900		20,488,446		20,160,766	
Description		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year									
1	ABBOTT LABS	2,900	33,013	0	111,157	0									
2	CHEVRON CORPORATION	1,000	73,495	73,495	124,910	112,180									
3	CHEMICAL FINANCIAL CORP	16,215	126,341	126,341	513,529	496,828									
4	CONOCOPHILLIPS	3,100	144,599	144,599	219,015	214,086									
5	DODGE & COX INTL STOCK FUND	23,472	727,244	727,244	1,010,216	988,387									
6	PRUDENTIAL FINANCIAL	2,800	164,565	164,565	258,216	253,288									
7	DOW CHEMICAL CO	58,000	1,998,017	1,214,719	3,907,200	2,645,380									
8	EXXONMOBIL CORP	2,600	144,090	144,090	263,120	240,370									
9	FIDELITY DIVERSIFIED INTL FD	26,142	548,242	798,242	712,928	900,598									
10	CELGENE CORP	2,000	58,172	58,172	168,968	223,720									
11	GILEAD SCIENCES INC	2,200	41,562	41,562	165,220	207,372									
12	GENUINE PARTS CO	2,600	163,098	139,374	241,251	277,082									
13	NEWMONT MINING CORP	5,600	186,329	0	128,968	0									
14	INTERNATIONAL BUSINESS MACHINES	1,050	114,047	0	196,949	0									
15	A T & T INC	5,600	167,803	185,007	179,316	188,104									
16	HARBOR INTL FUND	14,076	788,000	888,000	896,686	911,873									
17	MARATHON OIL CORP	5,200	150,276	150,276	183,560	147,108									
18	ORACLE CORPORATION	4,200	89,019	0	160,692	0									
19	INTEL CORP	7,700	215,123	167,024	251,764	279,433									
20	AUTOMATIC DATA PROCESSING	3,000	129,398	113,303	242,397	250,110									
21	APPLE INC	2,500	128,610	90,298	241,239	275,950									
22	WASTE MANAGEMENT INC	2,800	84,608	0	125,636	0									
23	UNITED TECHNOLOGIES CORP	1,400	95,705	0	159,320	0									
24	LOCKHEED MARTIN CORP	1,200	88,905	88,905	178,392	231,084									
25	MCDONALDS CORP	2,400	175,640	175,640	232,872	224,880									
26	ALTRIA GROUP INC	6,400	186,395	0	245,696	0									
27	COCA COLA CO	6,100	201,171	0	251,991	0									
28	DEERE & CO	1,200	55,039	0	109,596	0									
29	GENERAL MILLS INC	2,300	63,353	0	114,793	0									
30	NOBLE CORPORATION	8,000	151,958	230,165	161,121	132,560									
31	METLIFE INC	3,500	142,741	103,264	253,424	189,315									
32	COACH INC	1,900	129,265	0	106,647	0									
33	DARDEN RESTAURANTS INC	3,600	188,295	0	195,732	0									
34	AMERICAN EXPRESS CO	2,100	124,678	0	190,533	0									
35	HCP INC	5,450	216,874	216,874	197,944	239,964									
36	MERCK & CO	4,400	183,795	183,795	220,220	249,876									
37	MYLAN INC	5,300	165,232	0	230,020	0									
38	JACOBS ENERGY GROUP INC	2,400	94,514	0	151,176	0									
39	GOOGLE INC	300	92,424	132,054	168,107	159,198									
40	AMERICAN ELECTRIC POWER	2,400	106,069	106,069	112,176	145,728									
41	COLUMBIA ACORN FUND	16,186	550,000	0	604,056	0									
42	FIDELITY LOW PRICED STOCK FD	2,134	73,008	0	105,553	0									
43	FIDELITY SMALL CAP DISCOVERY FD	15,878	500,000	381,350	645,972	477,777									
44	HOMESTEAD SMALL CO STOCK FUND	13,624	550,000	434,474	649,418	535,144									
45	LAZARD EMERGING MRKTS EQ INST FD	34,119	600,000	666,639	565,447	586,505									
46	OPPENHEIMER DEVELOPING MRKTS FD	17,197	600,000	618,047	636,715	602,910									
47	VANGUARD INTERNTL VALUE FD	3,182	86,339	0	118,959	0									

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
48	PRINCIPAL GLOBAL R/E SEC FD	95,390	550,000	860,000	498,560	876,633
49	MAGNA INTERNATIONAL INC	2,700	227,312	227,312	221,562	293,463
50	V F CORP	2,400	70,401	0	149,616	0
51	CVS HEALTH CORP	3,300	118,424	214,793	143,140	317,823
52	WAL MART STORES INC	2,400	152,169	0	188,856	0
53	AFLAC INC	3,400	158,002	208,080	173,680	207,706
54	JPMORGAN CHASE & CO	4,400	229,018	229,018	257,312	275,352
55	SIMON PROPERTY GRP REIT	1,208	167,336	0	183,809	0
56	ABBVIE INC	2,900	35,800	35,800	153,149	189,776
57	PFIZER INC	5,786	105,638	105,638	177,225	180,234
58	CATERPILLAR INC	600	50,889	0	54,486	0
59	EMERSON ELECTRIC CO	2,500	110,850	110,850	175,450	154,325
60	ACCENTURE PLC	1,800	90,657	0	147,996	0
61	CISCO SYSTEMS	10,000	232,300	232,300	224,300	278,150
62	MICROCHIP TECHNOLOGY INC	3,000	91,508	91,508	134,250	135,330
63	QUALCOMM INC	3,400	234,778	234,778	252,450	252,722
64	AIR PRODUCTS & CHEMICALS INC	1,000	152,950	109,250	156,492	144,230
65	DUKE ENERGY CORP	1,612	90,353	90,353	111,244	134,666
66	PRINCIPAL GLOBAL REAL ESTATE SEC FD	21,575	200,000	0	176,052	0
67	CARNIVAL CORP	6,300	0	247,274	0	285,579
68	CONSTELLATION BRANDS INC	2,900	0	248,618	0	284,693
69	TYSON FOODS INC	6,300	0	260,051	0	252,567
70	EVEREST RE GROUP LIMITED	1,600	0	239,440	0	272,480
71	HARTFORD FINCL SVCS GROUP INC	7,000	0	251,788	0	291,830
72	HUMANA INC	1,800	0	251,334	0	258,534
73	TEVA PHARMACEUTICAL INDS	4,400	0	252,715	0	253,044
74	CUMMINS INC	1,600	0	240,848	0	230,672
75	SOUTHWEST AIRLINES CO	6,400	0	253,668	0	270,848
76	TRINITY INDUSTRIES INC	5,500	0	248,488	0	154,055
77	CORNING INC	12,500	0	248,891	0	286,625
78	GOOGLE INC CL C	150	0	46,272	0	78,960
79	SANDISK CORP	3,000	0	242,106	0	293,940
80	EASTMAN CHEMICAL CO	2,000	0	171,140	0	151,720
81	PRIN INVSTRS FD MIDCAP BLEND FD	22,448	0	470,000	0	491,825
82	VANGRD SLECTED VALUE FUND	16,779	0	500,000	0	476,174

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		2,826,564	2,316,192	2,816,776	2,275,649
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
Description	Interest Rate	Maturity Date			
1 BOEING CAP CORP NOTE	3.25%	10/27/2014	259,563	255,813	0
2 BERKSHIRE HATHAWAY FIN CORP	1.60%	5/15/2017	255,225	252,410	252,138
3 AFLAC INC	2.65%	2/15/2017	263,218	257,978	257,228
4 AMERICA MOVIL SAB DE CV	2.38%	9/8/2016	254,855	257,293	253,430
5 BP CAPITAL MARKETS PLC	3.88%	3/10/2015	265,238	260,075	251,518
6 FRANCE TELECOM	2.13%	9/15/2015	248,343	254,805	252,085
7 GENERAL ELEC CAP CORP	1.60%	11/20/2017	250,923	248,355	251,535
8 HEWLETT-PACKARD CO	1.55%	5/30/2014	250,810	250,913	0
9 JPMORGAN CHASE & CO	3.45%	3/1/2016	261,007	262,212	256,600
10 PETROBRAS INTL FIN CO	3.88%	1/27/2016	259,560	257,365	245,325
11 TORONTO-DOMINION BANK	2.38%	10/19/2016	257,822	259,557	255,790

Part II, Line 13 (990-PF) - Investments - Other

		490,000		490,000		494,599	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year		
1	CD'S WITH MAT GREATER THAN ONE YR	AT COST	490,000	490,000	494,599		

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	GRANTS PAID IN A PRIOR YEAR RETURNED IN THE CURRENT YEAR, PER LINE 9, PART I	1	56,898
2	Total	2	56,898

Part VII-A, Line 10 (990-PF) - Substantial Contributors

Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country
1	W.W. ALLEN QTIP MARITAL TRUS		C/O CHEM BANK 235 MAIN ST	MIDLAND	MI	48640	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	W JAMES ALLEN		7711 HILLSIDE DRIVE	LA JOLLA	CA	92037-3945		TRUSTEE	1 00	0	0	0
2	CHARLES B KENDALL		3119 WALDEN WOODS DRIVE	MIDLAND	MI	48640		TRUSTEE	1 00	0	0	0
3	DALE BAUM		4021 WATERHOUSE ROAD	OAKLAND	CA	94602		SECRETARY	1 00	0	0	0
4	LAURIE BOUWMAN		3773 CENTRAL PARK DRIVE	GRAND	MI	48637		ASST SECTY	1 00	0	0	0
5	LESLIE H HILDEBRANDT		9266 E DEERFIELD ROAD	SHEPHERD	MI	48863		TRUSTEE	1 00	0	0	0
6	ANN F JAY		3704 N FRASER ROAD	PINCONNING	MI	48650		TRUSTEE	1 00	0	0	0
7	GAIL E LANPHEAR		9319 MOCKINGBIRD LANE	CADILLAC	MI	48601		CHAIRMAN OF THE BOARD	2 00	0	0	0
8	WILLIAM C LAUDERBACH		4321 JAMES DRIVE	MIDLAND	MI	48642		FINANCIAL VP AND TREASURER	3 00	0	0	0
9	MARY M NEELY		4302 CRUZ DRIVE	MIDLAND	MI	48642		TRUSTEE	1 00	0	0	0
10	PATRICK J ORIEL		P O BOX 182	GLEN ARBOR	MI	48636		TRUSTEE	1 00	0	0	0
11	MARK OSTASHOWSKI, MD		2562 HUMMINGBIRD PASS	MIDLAND	MI	48642-8458		PRES	2 00	0	0	0
12	AMANDA BOUWMAN		1021 WOOD COURT	OWOSSO	MI	48867		JUNIOR APPRENTICE	1 00	0	0	0
13	HEATHER KELTO		15775 LAKESIDE VILLAGE DR, APT	CLINTON TOWNSHIP	MI	48038		JUNIOR APPRENTICE	1 00	0	0	0