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

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

Name of foundation

Heritage Mark Foundation

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

P.O. Box 980

Room/suite

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

East Lansing

MI 48826-0980

G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 14,732,529.

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number

23-7017100

B Telephone number (see instructions)

(517) 337-1373

C If exemption application is pending, check here. ► ☐D 1 Foreign organizations, check here ► ☐2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

1 Contributions, gifts, grants, etc., received (attach schedule) . . .

2,960,493.

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

656.

656.

656.

4 Dividends and interest from securities

377,824.

377,824.

377,824.

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

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) (attach schedule)

11 Other income (attach schedule)

See Line 11 Stmt

-33,481.

-33,481.

-33,481.

12 Total. Add lines 1 through 11.

3,305,492.

344,999.

353,973.

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits.

16a Legal fees (attach schedule).

b Accounting fees (attach sch).

c Other professional fees (attach sch)

17 Interest

758.

758.

758.

18 Taxes (attach schedule)(see instrs) See Line 18 Stmt

4,388.

1,321.

0.

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Line 23 Stmt

36,527.

36,181.

36,181.

346.

24 Total operating and administrative expenses. Add lines 13 through 23

41,673.

38,260.

36,939.

346.

25 Contributions, gifts, grants paid

1,453,277.

1,453,277.

26 Total expenses and disbursements. Add lines 24 and 25

1,494,950.

38,260.

36,939.

1,453,623.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

1,810,542.

b Net investment income (if negative, enter -0-).

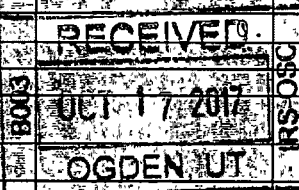
306,739.

c Adjusted net income (if negative, enter -0-).

317,034.

SCANNED OCT 18 2017

ADMINISTRATIVE AND OPERATING EXPENSES



UP

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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

A S S E T S	1	Cash — non-interest-bearing	21,330.	21,305.	21,305.
	2	Savings and temporary cash investments	219,219.	790,175.	790,175.
	3	Accounts receivable ▶ 1,180.			
		Less allowance for doubtful accounts ▶ 0.	3,705.	1,180.	1,180.
	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 sch) ▶			
		Less allowance for doubtful accounts ▶	500,000.	500,000.	500,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	0.	6,533.	6,533.
	10a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) L-10b Stmt	11,787,120.	11,766,000.	10,441,141.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt	1,712,476.	2,231,083.	2,137,721.
L I A B I L I T I E S	11	Investments — land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments — mortgage loans	842,366.	743,062.	743,062.
	13	Investments — other (attach schedule) L-13 Stmt	165,558.	89,779.	89,779.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ L-15 Stmt)	8,173.	1,633.	1,633.
	16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	15,259,947.	16,150,750.	14,732,529.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
F U N D A S S E T B A L A N C E S	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	4,549.	0.	
	23	Total liabilities (add lines 17 through 22)	4,549.	0.	
		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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	15,255,398.	16,150,750.	
	30	Total net assets or fund balances (see instructions)	15,255,398.	16,150,750.	
	31	Total liabilities and net assets/fund balances (see instructions)	15,259,947.	16,150,750.	

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	15,255,398.
2	Enter amount from Part I, line 27a	2	1,810,542.
3	Other increases not included in line 2 (itemize) ▶ <u>Realized gain on sale of securities</u>	3	8,973.
4	Add lines 1, 2, and 3	4	17,074,913.
5	Decreases not included in line 2 (itemize) ▶ <u>See Other Decreases Stmt</u>	5	924,163.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	16,150,750.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a 250,000 shs. E*Trade Fin'l Corp Pfd Ser	P	08/16/16	09/26/16
b 110 shs. Getty Realty Corp	P	01/12/16	06/02/16
c 39 shs. Getty Realty Corp	P	01/12/16	08/12/16
d 50,000 shs. ARC Prop Oper Part LP 2%	P	03/18/15	07/12/16
e See Columns (a) thru (d)			

(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 258,432.	0.	250,000.	8,432.
b 2,240.	0.	1,914.	326.
c 909.	0.	693.	216.
d 50,412.	0.	49,057.	1,355.
e See Columns (e) thru (h)	0.	2,782,075.	-883,355.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			8,432.
b			326.
c			216.
d			1,355.
e See Columns (i) thru (l)			-883,355.

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	-873,026.
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	8,974.

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))
2015	1,297,771.	13,207,355.	0.098261
2014	1,929,926.	16,212,373.	0.119040
2013	2,506,086.	17,232,961.	0.145424
2012	1,966,591.	15,834,432.	0.124197
2011	1,466,178.	18,024,371.	0.081344

2 Total of line 1, column (d)	2	0.568266
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	0.113653
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5.	4	12,278,489.
5 Multiply line 4 by line 3	5	1,395,487.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,067.
7 Add lines 5 and 6.	7	1,398,554.
8 Enter qualifying distributions from Part XII, line 4	8	1,453,623.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,067.
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	3,067.
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	3,067.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	9,600.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	9,600.	
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	6,533.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax 3,200. Refunded	11	3,333.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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)?		X
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		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation (2) On foundation managers		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MICHIGAN		
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11	Yes	No 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 <u>Frederick C. Foote</u> Telephone no <u>(517) 337-1373</u> Located at <u>241 E. Saginaw</u> <u>East Lansing</u> <u>MI</u> ZIP + 4 <u>48823</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	15		
16	At any time during calendar year 2016, 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?	16	Yes	No X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

1 a	During the year did the foundation (either directly or indirectly)		Yes	No
(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)?	1 b		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>				
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 2016?	1 c		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2 b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
3 a	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 2016 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 2016)	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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 2016?	4 b		X

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

5 a 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)?

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

5 b

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? ☐ Yes ☐ No

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

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

If 'Yes' to 6b, file Form 8870

6 b

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7 b

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
Cheryl F. Groenendyke 241 E. Saginaw, E. Lansing MI 48823	President 1.00	0.	0.	0.
Barbara Shingleton 241 E. Saginaw, E. Lansing MI 48823	Vice Pres. 1.00	0.	0.	0.
Shirley A. Foote 241 E. Saginaw, E. Lansing MI 48823	Chairman 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ☐ None

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 None

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 NONE	
	0.
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 NONE	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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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 10,417,689.
b	Average of monthly cash balances	1b 795,120.
c	Fair market value of all other assets (see instructions)	1c 1,252,662.
d	Total (add lines 1a, b, and c)	1d 12,465,471.
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 12,465,471.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 186,982.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5 12,278,489.
6	Minimum investment return. Enter 5% of line 5	6 613,924.

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	1 613,924.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 3,067.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 3,067.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 610,857.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 610,857.
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.	7 610,857.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a 1,453,623.
b	Program-related investments — total from Part IX-B.	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4 1,453,623.
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 3,067.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,450,556.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				610,857.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2016				
a From 2011	564,959.			
b From 2012	1,219,068.			
c From 2013	1,662,674.			
d From 2014	1,124,036.			
e From 2015	646,752.			
f Total of lines 3a through e	5,217,489.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 1,453,623.				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2016 distributable amount				610,857.
e Remaining amount distributed out of corpus	842,766.			
5 Excess distributions carryover applied to 2016 (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	6,060,255.			
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		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	564,959.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	5,495,296.			
10 Analysis of line 9				
a Excess from 2012	1,219,068.			
b Excess from 2013	1,662,674.			
c Excess from 2014	1,124,036.			
d Excess from 2015	646,752.			
e Excess from 2016	842,766.			

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 2016, 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)

2 a 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) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

David R. Foote, Shirley A. Foote, Frederick C. Foote, Kenneth J. Foote,
Steven M. Foote, Cheryl Groenendyke

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

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

c Any submission deadlines

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

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 See Attached Schedule.				1,453,277.
Total			3 a	1,453,277.
b Approved for future payment				
Total			3 b	

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	1 a (1)	X
	(2) Other assets	1 a (2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
	(3) Rental of facilities, equipment, or other assets	1 b (3)	X
	(4) Reimbursement arrangements	1 b (4)	X
	(5) Loans or loan guarantees	1 b (5)	X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1 c	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]

2 a 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?

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

09/25/17
Date

Treasurer
Title

May the IRS discuss this return with the preparer shown below (see instructions)?

**Paid
Preparer
Use Only**

Print/Type preparer's name

Amy A. Payne

Preparer's signature,

Date

09/25/17

Check ☐ if self-employed

P01869539

Firm's name ▶ OCTAGON FINANCIAL

Firm's EIN ▶ 38-6210456

Firm's address ▶ 241 E SAGINAW ST

EAST LANSING

MI 48823

Phone no (517) 336-7617

BAA

Form 990-PF (2016)

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.

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

OMB No 1545-0047

2016

Name of the organization

Heritage Mark Foundation

Employer identification number

23-7017100

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

Heritage Mark Foundation

23-7017100

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	David R. Foote 5202 Knobcone Drive Castle Rock CO 80108	\$ 151,550	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	Frederick & Theresa Foote 3689 Van Atta Rd. Okemos MI 48864	\$ 27,103	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	First National Bancshares, Inc. 241 E. Saginaw East Lansing MI 48823	\$ 995,100	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

Heritage Mark Foundation

23-7017100

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
1	5,000 shares of Williams Companies Inc. (WMB)	\$ 151,550.	12/13/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	875 shares of Williams Companies Inc. (WMB)	\$ 27,103.	12/19/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	15,000 shares of Stratus Properties (STRS)	\$ 505,500.	12/21/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	16,000 shares of Williams Companies Inc. (WMB)	\$ 489,600.	12/21/16
(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
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income.	Rev/Exp Book	Net Inv Inc	Adj Net Inc
NanoHoldings, LLC K-1	-25,014.	-25,014.	-25,014.
Fee income	54.	54.	54.
Miscellaneous	81.	81.	81.
NH2 Limited K-1	-8,602.	-8,602.	-8,602.
Total	-33,481.	-33,481.	-33,481.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign tax on securities	1,321.	1,321.	0.	0.
Federal taxes	3,067.	0.	0.	0.
Total	4,388.	1,321.	0.	0.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank charges	108.	0.	0.	108.
Computer software	52.	0.	0.	52.
Investment advisory fees	20.	20.	20.	0.
Management fees	34,311.	34,311.	34,311.	0.
Miscellaneous	59.	0.	0.	59.
Office supplies	127.	0.	0.	127.
ADR fees	1,850.	1,850.	1,850.	0.
Total	36,527.	36,181.	36,181.	346.

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

Realized loss on sale of securities	882,001.
NH2 Limited K-1:nondeductible expenses	762.
NanoHoldings K-1:nondeductible expenses	158.
NanoHoldings K-1:book to tax differences	41,242.
Total	924,163.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
200,000 shs. Avatar Holdings Inc. 7.5%	P	03/08/12	02/16/16
363,000 shs. Popular Inc. 7%	P	09/09/15	10/21/16

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (a) thru (d)

Continued

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
20,700 shs. Chesapeake Energy Corp	P	12/07/12	06/02/16
75,000 shs. Chesapeake Energy Corp 2.5%	P	10/15/14	09/14/16
65,000 shs. Chesapeake Energy Corp 2.5%	P	10/29/14	09/14/16
20,000 shs. Chesapeake Energy Corp 2.5%	P	10/29/14	09/22/16
5,000 shs. Costamare Inc.	P	08/20/14	06/02/16
29,500 shs. Diana Shipping Inc.	P	11/28/11	06/02/16
3,775 shs. First Trust Intermediate Duration	P	05/21/15	10/05/16
21,870 shs. Getty Realty Corp	P	03/02/11	02/03/16
49,025 shs. Innovative Solutions & Support	P	07/23/08	06/02/16
200,000 shs. JPMorgan Chase 5%	P	05/20/15	11/15/16
95,000 shs. Safe Bulkers Inc.	P	05/31/11	06/02/16

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
200,000.	0.	197,100.	2,900.
374,793.	0.	354,172.	20,621.
88,808.	0.	307,738.	-218,930.
75,000.	0.	74,250.	750.
65,000.	0.	55,575.	9,425.
19,595.	0.	17,100.	2,495.
48,069.	0.	110,421.	-62,352.
70,950.	0.	169,132.	-98,182.
86,101.	0.	77,123.	8,978.
428,913.	0.	464,710.	-35,797.
147,579.	0.	298,082.	-150,503.
192,495.	0.	197,700.	-5,205.
101,417.	0.	458,972.	-357,555.
Total	0.	2,782,075.	-883,355.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			2,900.
			20,621.
			-218,930.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Continued

Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			750.
			9,425.
			2,495.
			-62,352.
			-98,182.
			8,978.
			-35,797.
			-150,503.
			-5,205.
			-357,555.
Total			-883,355.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person. <input type="checkbox"/> Business <input checked="" type="checkbox"/> Frederick C. Foote 241 E. Saginaw, E.Lansing MI 48823	Vice Pres 1.00	0.	0.	0.
Person. <input type="checkbox"/> Business <input checked="" type="checkbox"/> Kenneth J. Foote 241 E. Saginaw, E.Lansing MI 48823	Secretary 1.00	0.	0.	0.
Person. <input type="checkbox"/> Business <input checked="" type="checkbox"/> Susan L. Foote 241 E. Saginaw, E.Lansing MI 48823	Trustee 1.00	0.	0.	0.
Person. <input type="checkbox"/> Business <input checked="" type="checkbox"/> Steven M. Foote 241 E. Saginaw, E.Lansing MI 48823	Trustee 1.00	0.	0.	0.
Person. <input type="checkbox"/> Business <input checked="" type="checkbox"/> David R. Foote 241 E. Saginaw, E. East Lansing MI 48823	Trustee 1.00	0.	0.	0.
Person. <input type="checkbox"/> Business <input checked="" type="checkbox"/> Rhonda F. Judy 241 E. Saginaw, E.Lansing MI 48823	Trustee 1.00	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1

Continued

Information about Officers, Directors, Trustees, Etc.

(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
Person . . <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Amy Payne 2611 Woodhill Drive Okemos MI 48864	Treasurer 1.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Alerian MLP ETF	246,833.	252,000.
Alibaba Group Holding Ltd.	1,519,518.	1,317,150.
California Resources Corporation	0.	1,980.
Chesapeake Energy Corp	386,616.	210,600.
Chevron Corporation	1,982,866.	2,236,300.
Conocophillips	358,660.	250,700.
Energy Select Sector SPDR Fund	139,268.	150,640.
EOG Resources, Inc.	844,008.	1,011,000.
Freeport-McMoRan Inc.	1,327,947.	923,432.
Groupon Inc.	454,578.	249,000.
Innovative Solutions & Support Inc.	185,184.	133,200.
Lamar Advertising Co.	315,490.	403,440.
MoSys Inc.	764,942.	38,081.
Occidental Petroleum Corp	772,214.	712,300.
Outfront Media Inc.	50,380.	68,392.
Petroleo Brasileiro SA	499,636.	606,600.
Polaris Minerals	423,957.	373,573.
Statoil SA	233,710.	182,400.
Stratus Properties Inc.	505,500.	491,250.
Williams Companies	754,693.	829,103.
Total	11,766,000.	10,441,141.

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Bank of America Corp 6%	200,000.	199,200.
Enterprise Products Operating LP	186,416.	185,278.
GMAC Cap Tr 1	178,510.	177,800.
Nationstar Mtg Cap Corp 6.5% due 8/1/18	394,333.	406,520.
Petroquest Energy LLC 6.875%	98,250.	49,140.
PHI Inc. Sr Glbl 5.25% due 3/15/19	228,853.	249,100.
Quantum 3D Sec Conv Prom NT	140,000.	0.
Rent A Center Inc. 6.625%	198,397.	196,725.
Schwab Charles Corp 5.95%	105,000.	104,958.
Seitel Inc. Sr Nte 9.5% due 4/15/19	309,558.	358,000.
Tutor Perini Corp. 7.625% due 11/1/2018	85,916.	95,000.
Williams Cos Inc. 7.5%	105,850.	116,000.
Total	<u>2,231,083.</u>	<u>2,137,721.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Investment in The Passion	1.	1.
Investment in NanoHoldings, LLC	0.	0.
Investment in NH2 Limited	89,778.	89,778.
Total	<u>89,779.</u>	<u>89,779.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Deposits & misc item	321.	323.	323.
Accrued interest on securities	7,852.	1,310.	1,310.
Total	<u>8,173.</u>	<u>1,633.</u>	<u>1,633.</u>

Supporting Statement of:

Form 990-PF, p2/Line 9(b)

Description	Amount
FIT	6,533.
Total	<u>6,533.</u>

HERITAGE MARK FOUNDATION
FORM 990-PF
23-7017100
PART XV SCHEDULE OF CONTRIBUTIONS
DECEMBER 31, 2016

NAME OF RECIPIENT	ADDRESS OF RECIPIENT	STATUS OF RECIPIENT	CONTRIBUTION	AMOUNT
Acton Institute	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	\$ 200
3XM-USA	Holland, MI	PUBLIC CHARITY	CHARITABLE	2,000
A House on Beekman	Bronx, NY	PUBLIC CHARITY	CHARITABLE	3,500
All Angels' Church	New York, NY	PUBLIC CHARITY	CHARITABLE	11,000
All Souls' Church	Tannersville, NY	PUBLIC CHARITY	CHARITABLE	10,000
Alzheimer's Association	Tulsa, OK	PUBLIC CHARITY	CHARITABLE	1,000
Amistad Mission	Nashville, TN	PUBLIC CHARITY	CHARITABLE	2,500
Answers in Genesis	Florence, KY	PUBLIC CHARITY	CHARITABLE	400
Back 2 Back Ministries	Mason, OH	PUBLIC CHARITY	CHARITABLE	500
Bair Lake Bible	Jones, MI	PUBLIC CHARITY	CHARITABLE	1,000
Berachah Church	Houston, TX	PUBLIC CHARITY	CHARITABLE	50,000
Boston Athenaeum	Boston, MA	PUBLIC CHARITY	CHARITABLE	5,000
Boston Trinity Academy	Boston, MA	PUBLIC CHARITY	CHARITABLE	100,000
Boys Hope Girls Hope	Brooklyn, NY	PUBLIC CHARITY	CHARITABLE	5,000
Calvary Church of Pacific Palisades	Pacific Palisades, CA	PUBLIC CHARITY	CHARITABLE	300
Calvin College	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	36,000
Camp Casey Corporation	Royal Oak, MI	PUBLIC CHARITY	CHARITABLE	500
Campus Crusade for Christ International	Orlando, FL	PUBLIC CHARITY	CHARITABLE	44,500
Catalog Choice	Berkley, CA	PUBLIC CHARITY	CHARITABLE	100
CBMC of Mid-Michigan	Lansing, MI	PUBLIC CHARITY	CHARITABLE	300
CBMC, Inc	Chattanooga, TN	PUBLIC CHARITY	CHARITABLE	300
Charity Global, Inc	New York, NY	PUBLIC CHARITY	CHARITABLE	30,090
Chicago Hope Academy	Chicago, IL	PUBLIC CHARITY	CHARITABLE	3,000
Christian Missions in Many Lands	Springlake, NJ	PUBLIC CHARITY	CHARITABLE	21,500
Christian Workers Fellowship Fund Inc	Kansas City, KS	PUBLIC CHARITY	CHARITABLE	27,250
Christians at East Lansing	East Lansing, MI	PUBLIC CHARITY	CHARITABLE	12,350
Columbia University in the City of New York	New York, NY	PUBLIC CHARITY	CHARITABLE	2,000
Cornell University	Ithaca, NY	PUBLIC CHARITY	CHARITABLE	30,000
Crossroads Church	Lansing, MI	PUBLIC CHARITY	CHARITABLE	12,000
Cystic Fibrosis Foundation	Bethesda, MD	PUBLIC CHARITY	CHARITABLE	25,000
Denver Bible Church	Arvada, CO	PUBLIC CHARITY	CHARITABLE	11,700
DiscipleMakers	State College, PA	PUBLIC CHARITY	CHARITABLE	2,400
Doctors without Borders	New York, NY	PUBLIC CHARITY	CHARITABLE	10,000
Eaton Community Hospice	Charlotte, MI	PUBLIC CHARITY	CHARITABLE	10,000
Equal Justice Institute	Montgomery, AL	PUBLIC CHARITY	CHARITABLE	10,000
East West Ministries International	Plano, TX	PUBLIC CHARITY	CHARITABLE	2,000
The Father Fred Foundation	Traverse City, MI	PUBLIC CHARITY	CHARITABLE	410
Fidelity Charitable	Cincinnati, OH	PUBLIC CHARITY	CHARITABLE	228,680
Fellowship of Christians in Universities & Schools	New Canaan, CT	PUBLIC CHARITY	CHARITABLE	10,000
Foundation for Economic Education Inc	Irvington, NY	PUBLIC CHARITY	CHARITABLE	600
Fractured Atlas	New York, NY	PUBLIC CHARITY	CHARITABLE	5,000
Friends of the Orpheum Society	Tannersville, NY	PUBLIC CHARITY	CHARITABLE	10,000
Galens Medical Society	Ann Arbor, MI	PUBLIC CHARITY	CHARITABLE	2,000
Gilcrease Museum Management Trust	Tulsa, OK	PUBLIC CHARITY	CHARITABLE	320,000
Grace College & Seminary	Winona Lake, IN	PUBLIC CHARITY	CHARITABLE	12,000
Haiti Foundation of Hope	Vancouver, WA	PUBLIC CHARITY	CHARITABLE	5,000
His Mansion Ministries	Hillsboro, NH	PUBLIC CHARITY	CHARITABLE	13,200
Hope College	Holland, MI	PUBLIC CHARITY	CHARITABLE	6,000
International Engagement Volunteers of Michigan State University	East Lansing, MI	PUBLIC CHARITY	CHARITABLE	100
InterVarsity Christian Fellowship/USA	Madison, WI	PUBLIC CHARITY	CHARITABLE	500
John Knox Community Food Pantry	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	234
Lansing City Rescue Mission	Lansing, MI	PUBLIC CHARITY	CHARITABLE	22,033
Layman's Foundation, Inc	Cambridge, MA	PUBLIC CHARITY	CHARITABLE	2,500
Loyola Press	Chicago, IL	PUBLIC CHARITY	CHARITABLE	1,000
The Marshall Project	New York, NY	PUBLIC CHARITY	CHARITABLE	2,500
Mountain Top Arboretum	Tannersville, NY	PUBLIC CHARITY	CHARITABLE	25,000
Mountain Top Library	Tannersville, NY	PUBLIC CHARITY	CHARITABLE	500
Mustard Seed Ministries International	Springfield, IL	PUBLIC CHARITY	CHARITABLE	2,500
New Canaan Society	New York, NY	PUBLIC CHARITY	CHARITABLE	2,000
New York Fellowship	New York, NY	PUBLIC CHARITY	CHARITABLE	5,000
Nichols House Museum	Boston, MA	PUBLIC CHARITY	CHARITABLE	4,900
Pan-Massachusetts Challenge	Needham, MA	PUBLIC CHARITY	CHARITABLE	1,000
Park Street Church	Boston, MA	PUBLIC CHARITY	CHARITABLE	25,000
Park Street Kids, Inc	Boston, MA	PUBLIC CHARITY	CHARITABLE	20,000

HERITAGE MARK FOUNDATION
FORM-990-PF
23-7017100
PART XV SCHEDULE OF CONTRIBUTIONS
DECEMBER 31, 2016

NAME OF RECIPIENT	ADDRESS OF RECIPIENT	STATUS OF RECIPIENT	CONTRIBUTION	AMOUNT
Preemptive Love Coalition	Hewitt, TX	PUBLIC CHARITY	CHARITABLE	5,000
Reliant Mission	Orlando, FL	PUBLIC CHARITY	CHARITABLE	1,800
Restore NYC Inc	New York, NY	PUBLIC CHARITY	CHARITABLE	4,650
Riverview Community Church	Holt, MI	PUBLIC CHARITY	CHARITABLE	14,400
SEND International	Farmington, MI	PUBLIC CHARITY	CHARITABLE	1,500
St Andrew's Seek & Serve	St Thomas, USVI	PUBLIC CHARITY	CHARITABLE	1,020
St John's College	Santa Fe, NM	PUBLIC CHARITY	CHARITABLE	26,000
The St Thomas Reformed Church	St Thomas, USVI	PUBLIC CHARITY	CHARITABLE	20,000
St Vincent Catholic Charities	Lansing, MI	PUBLIC CHARITY	CHARITABLE	1,000
That Day, Inc	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	7,000
The Mackinac Center for Public Policy	Midland, MI	PUBLIC CHARITY	CHARITABLE	400
The Metropolitan Museum of Art	New York, NY	PUBLIC CHARITY	CHARITABLE	510
The Navigators	Alberta Lea, MN	PUBLIC CHARITY	CHARITABLE	8,000
Texas Crew Foundation	Austin, TX	PUBLIC CHARITY	CHARITABLE	200
Truth and Tidings Gospel Trust USA	Wadsworth, OH	PUBLIC CHARITY	CHARITABLE	43,500
University of the Ozarks	Clarksville, AR	PUBLIC CHARITY	CHARITABLE	2,500
Walk Thru the Bible	Peachtree Corners, GA	PUBLIC CHARITY	CHARITABLE	300
Westminster Seminary California	Escondido, CA	PUBLIC CHARITY	CHARITABLE	100,000
Wisconsin Christian Campus Ministries, Inc	Oshkosh, WI	PUBLIC CHARITY	CHARITABLE	2,250
Wycliffe Bible Translators	Huntington Beach, CA	PUBLIC CHARITY	CHARITABLE	1,200
Young Life	Prescott, AZ	PUBLIC CHARITY	CHARITABLE	1,000
			Grand Total	<u>\$1,453,277</u>