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

Department of the Treasury  
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: **Cronin Foundation**

Number and street (or P O box number if mail is not delivered to street address): **203 East Michigan Avenue**

Room/suite: \_\_\_\_\_

City or town, state or province, country, and ZIP or foreign postal code: **Marshall, Michigan 49068**

**A** Employer identification number: **38-2908362**

**B** Telephone number (see instructions): **269-781-9851**

**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

**G** Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

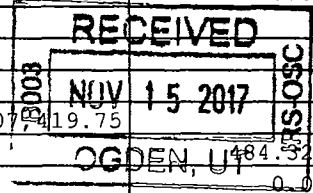
**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 15,552,384.27** (Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (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)	
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	0.0				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	28.73	28.73	28.73		
	4 Dividends and interest from securities	415,298.51	415,298.51	415,298.51		
	5a Gross rents	0.0	0.0	0.0		
	b Net rental income or (loss)	0.0				
	6a Net gain or (loss) from sale of assets not on line 10	0.0				
	b Gross sales price for all assets on line 6a	0.0				
	7 Capital gain net income (from Part IV, line 2)		307,419.75			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances	0.0				
b Less Cost of goods sold	0.0					
c Gross profit or (loss) (attach schedule)		0.00		0.0		
11 Other income (attach schedule)		0.0	0.0	0.0		
12 <b>Total. Add lines 1 through 11</b>		415,327.24	722,746.99	415,811.56		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	0.0	0.0	0.0	0.0	
	14 Other employee salaries and wages	0.0	0.0	0.0	0.0	
	15 Pension plans, employee benefits	0.0	0.0	0.0	0.0	
	16a Legal fees (attach schedule)	12,535.00	12,535.00	12,535.00	0.0	
	b Accounting fees (attach schedule)	8,000.00	8,000.00	8,000.00	0.0	
	c Other professional fees (attach schedule)	0.0	0.0	0.0	0.0	
	17 Interest	0.0	0.0	0.0	0.0	
	18 Taxes (attach schedule) (see instructions)	12,758.62	12,758.62	12,758.62	0.0	
	19 Depreciation (attach schedule) and depletion	0.0	0.0	0.0		
	20 Occupancy	0.0	0.0	0.0	0.0	
	21 Travel, conferences, and meetings	0.0	0.0	0.0	0.0	
	22 Printing and publications	0.0	0.0	0.0	0.0	
	23 Other expenses (attach schedule)	58.27	58.27	58.27	0.0	
	24 <b>Total operating and administrative expenses. Add lines 13 through 23</b>		33,351.89	33,351.89	33,351.89	0.00
	25 Contributions, gifts, grants paid		803,087.06			803,087.06
26 <b>Total expenses and disbursements. Add lines 24 and 25</b>		836,438.95	33,351.89	33,351.89	803,087.06	
27 Subtract line 26 from line 12						
a <b>Excess of revenue over expenses and disbursements</b>		(421,111.71)				
b <b>Net investment income</b> (if negative, enter -0-)			689,395.10			
c <b>Adjusted net income</b> (if negative, enter -0-)				382,459.67		

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<b>Part II Balance Sheets</b>		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	
<b>Assets</b>	1	Cash—non-interest-bearing	97,974.214	154,334.72	154,334.72
	2	Savings and temporary cash investments	0.0	0.0	0.0
	3	Accounts receivable ▶ 0.0			
		Less allowance for doubtful accounts ▶ 0.0	0.0	0.0	0.0
	4	Pledges receivable ▶ 0.0			
		Less allowance for doubtful accounts ▶ 0.0	0.0	0.0	0.0
	5	Grants receivable	0.0	0.0	0.0
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0.0	0.0	0.0
	7	Other notes and loans receivable (attach schedule) ▶ 0.0			
		Less allowance for doubtful accounts ▶ 0.0	0.0	0.0	0.0
	8	Inventories for sale or use	0.0	0.0	0.0
	9	Prepaid expenses and deferred charges	0.0	0.0	0.0
	10a	Investments—U S and state government obligations (attach schedule)	102,041.00	102,041.00	105,614.00
	b	Investments—corporate stock (attach schedule)	12,190,468.65	12,019,690.07	15,292,435.55
	c	Investments—corporate bonds (attach schedule)	0.0	0.0	0.0
	11	Investments—land, buildings, and equipment basis ▶ 0.0			
	Less accumulated depreciation (attach schedule) ▶ 0.0	0.0	0.0	0.0	
12	Investments—mortgage loans	0.0	0.0	0.0	
13	Investments—other (attach schedule)	0.0	0.0	0.0	
14	Land, buildings, and equipment: basis ▶ 0.0				
	Less accumulated depreciation (attach schedule) ▶ 0.0	0.0	0.0	0.0	
15	Other assets (describe ▶ 0.0 )	0.0	0.0	0.0	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	12,390,483.86	12,276,065.79	15,552,384.27	
<b>Liabilities</b>	17	Accounts payable and accrued expenses	0.0	0.0	
	18	Grants payable	0.0	0.0	
	19	Deferred revenue	0.0	0.0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0.0	0.0	
	21	Mortgages and other notes payable (attach schedule)	0.0	0.0	
	22	Other liabilities (describe ▶ 0.0 )	0.0	0.0	
23	<b>Total liabilities</b> (add lines 17 through 22)	0.00	0.00		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted	0.0	0.0	
	25	Temporarily restricted	0.0	0.0	
	26	Permanently restricted	0.0	0.0	
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
	<b>and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds	0.0	0.0	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.0	0.0	
29	Retained earnings, accumulated income, endowment, or other funds	0.0	0.0		
30	<b>Total net assets or fund balances</b> (see instructions)	0.00	0.00		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	12,390,483.86	12,276,065.79		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
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	12,390,483.86
2	Enter amount from Part I, line 27a	2	(421,111.71)
3	Other increases not included in line 2 (itemize) ▶ <u>Capital Gains</u>	3	307,964.07
4	Add lines 1, 2, and 3	4	12,277,336.22
5	Decreases not included in line 2 (itemize) ▶ <u>See Schedule Part III</u>	5	(1,270.43)
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	12,276,065.79

**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.)
<b>1a</b> Publicly Traded Securities				
<b>b</b> Capital Gain Dividends				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 453,536.10		290,801.00	162,735.10	
<b>b</b> 144,774.65			144,774.65	
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	307,479.75
<b>3</b> 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	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>3</b>	484.32

**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.

<b>1</b> 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	709,176.43	15,622,828.29	0.0454
2014	618,956.58	15,235,569.52	0.0406
2013	671,531.50	13,842,123.11	0.0485
2012	547,614.18	11,778,326.36	0.0465
2011	525,891.42	11,117,345.24	0.0473
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.2283
<b>3</b> 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			<b>3</b> .2205
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 15,396,731.39
<b>5</b> Multiply line 4 by line 3			<b>5</b> 3,394,979.27
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 689,395
<b>7</b> Add lines 5 and 6			<b>7</b> 4,084,374.27
<b>8</b> 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			<b>8</b> 836,438.95

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

<b>1a</b>	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>b</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	<b>1</b>	13,789	69
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	13,789	69
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	13,789	69
<b>6</b>	<b>Credits/Payments</b>			
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	12,000	00
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	0	0
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	12,000	00
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	0	0
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	24,000	00
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0	00
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	10,210	31
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	10,210	31

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</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
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> 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"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		X
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> Michigan		
<b>b</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	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> 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)**

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ None	X	
14 The books are in care of ▶ Ronald J. DeGraw Telephone no ▶ 269-781-9851 Located at ▶ 203 East Michigan Avenue ZIP+4 ▶ 49068-1945		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 0.0		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶ N/A		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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <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 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)	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 2016?	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))?  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)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

	<b>5b</b>	N	A
	<b>6b</b>	N	A
	<b>7b</b>	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 Schedule				

**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		
.....		
.....		
.....		
.....		
.....		
.....		
.....		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶

**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 The Foundation's only activity is making grants which do not require significant involvement	
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		
2		
.....		
All other program-related investments See instructions		
3 N/A		
.....		
.....		
<b>Total. Add lines 1 through 3</b>		▶ 0.00

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	15,387,834.03
<b>b</b>	Average of monthly cash balances	<b>1b</b>	243,365.35
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0.0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	15,631,199.38
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.0
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	15,631,199.38
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	234,467.99
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	15,396,731.39
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	769,836.57

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	796,836.57
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	0.00
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	796,836.57
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	796,836.57
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	796,836.57

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	836,438.95
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0.0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0.0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	0.0
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0.0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	836,438.95
<b>5</b>	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)	<b>5</b>	0.0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	836,438.95

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				796,836.57
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only			764,781.83	
<b>b</b> Total for prior years 20____, 20____, 20____		0.0		
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011	0.0			
<b>b</b> From 2012	0.0			
<b>c</b> From 2013	0.0			
<b>d</b> From 2014	0.0			
<b>e</b> From 2015	0.			
<b>f</b> Total of lines 3a through e	0.00			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 836,438.95				
<b>a</b> Applied to 2015, but not more than line 2a			764,781.83	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0.0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)	0.0			
<b>d</b> Applied to 2016 distributable amount				71,657.20
<b>e</b> Remaining amount distributed out of corpus	0.0			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.0			0.0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.0		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions		0.00		
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0.00	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				725,179.37
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)	0.0			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0.0			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.00			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012	0.0			
<b>b</b> Excess from 2013	0.0			
<b>c</b> Excess from 2014	0.0			
<b>d</b> Excess from 2015	0.0			
<b>e</b> Excess from 2016	0.0			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

**1a** 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 ▶ N/A

**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				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>b</b> 85% of line 2a	0.00	0.00	0.00	0.00	0.00
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0.00
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0.00
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.00	0.00	0.00	0.00	0.00
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0.00
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0.00
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0.00
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.00
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.00
<b>(3)</b> Largest amount of support from an exempt organization					0.00
<b>(4)</b> Gross investment income					0.00

**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) )

N/A

**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

N/A

**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.

Ronald J. DeGraw, Secretary/Treasurer, 203 East Michigan Avenue, Marshall, MI 49068 (269) 781-9851

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

See Attached

**c** Any submission deadlines

1st day of the month of the Quarterly Meeting—Often Waived

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

Geographical by Will establishing Foundation, Marshall School District, Calhoun County, Michigan

**Part XV** **Supplementary Information** *(continued)*

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<p><b>a</b> <i>Paid during the year</i></p> <p>See Attached Schedule</p>				
<b>Total</b>			▶ <b>3a</b>	803,087.06
<p><b>b</b> <i>Approved for future payment</i></p> <p>See Attached Schedule</p>				
<b>Total</b>			▶ <b>3b</b>	320,000.00





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PART I SUPPLEMENTAL SCHEDULES

TOTAL CONTRIBUTIONS

Line 16a - Legal Fees

Schroeder DeGraw, PLLC

Preparation of 2016 990 PF Tax Return and  
Legal Fees \$12,535.00

Line 16b - Accounting Fees

Schroeder DeGraw, PLLC

\$1,000.00 month retainer to use office  
for meetings, send out notices of  
meetings, prepare minutes, prepare  
monthly financial reports, handle all  
disbursements, investments, and receipts,  
reconcile checking accounts. Report and  
audit grants and handle all correspondence  
and inquiries.  
(January 2016 through August 2016) \$8,000.00  
\$8,000.00

Line 18 - Taxes

Section 4940 Estimates Paid in 2015 \$12,000.00  
Less 2014 Refund \$5,241.38  
\$6,758.62

Line 23 - Other Expenses

State of Michigan - 2015 Annual Report \$20.00  
\$20.00

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**PART II SUPPLEMENTAL SCHEDULES**

<u>Line 10b-Investments-Corporate Stock</u>	Book Value	Beginnning of Year	End of Year	
		Fair Market Value	Book Value	Fair Market Value
30,506 087 shares Fidelity Low Priced Stock Fund	\$883,688 80	\$1,456,665 65		
31647 894 shares Fidelity Low Priced Stock Fund			\$939,155 56	\$1,457,580.84
13,834 481 shares Federated Equity	\$431,873 91	\$302,836 79		
140870 688 shares Federated Equity			\$437,595 75	\$293,982.72
20,898 660 shares Invesco Global Health	\$625,532 02	\$798,537 80		
21363 537 shares Invesco Global Health			\$640,942 69	\$601,195 29
18,982 347 shares Janus Twenty Fund	\$806,663 60	\$1,040,612 26		
19236 755 shares Janus Twenty Fund			\$821,060 57	\$1,064,719 84
6,086 4460 shares American Century Fund	\$100,000 00	\$211,990 91	\$100,000.00	\$210,834 39
1,381 1150 shares Vanguard 500 Index	\$150,998.62	\$267,397 68	\$0 00	\$0.00
3 898 044 shares AB International Value Fund	\$51,353 25	\$48,457 66	\$0 00	\$0 00
2,194 044 shares Alliance Bernstein Discovery Fund	\$12,330 61	\$18,170 46	\$0.00	\$0 00
975 371 shares Blackrock Core Bond	\$8,572 55	\$9,293 80	\$0 00	\$0 00
48,926 247 shares Century Shares Trust	\$1,277,763 95	\$977,650 24		
50,618 143 shares Century Shares Trust			\$1,311,686 48	\$1,001,226 86
2,857 509 shares Dreyfus Fund, Inc	\$29,504 43	\$28,679 27	\$0.00	\$0 00
836 047 shares Dreyfus Midcap	\$36,385.38	\$46,778 04	\$0 00	\$0 00
22,240 shares Franklin Templeton LTD Duration	\$311,702 21	\$238,857 60	\$309,673.91	\$261,320 00
21,200 shares Blackrock LTD Duration	\$410,711 20	\$295,528 00	\$410,711 20	\$319,060 00

5,002 shares Allstate Corp	\$195,978 36	\$310,574 18	\$195,978 36	\$370,748 24
1,000 shares American Electric Power	\$38,065 30	\$58,270 00	\$38,065 30	\$62,960 00
1,000 shares Atmos Energy Corp	\$29,581 58	\$63,040 00	\$29,581 58	\$74,150 00
1,000 shares AT&T	\$30,267 20	\$34,410 00	\$30,267 20	\$42,530 00
3,840 shares Bristol Myers Squibb, Co	\$120,268.80	\$264,153 60	\$120,268.80	\$224,409 60
645 shares CMS Energy Corp	\$14,061 00	\$23,271.60	\$14,061 00	\$26,844 90
1,280 shares Callifornia Resources (spinoff of Occidental Petroleum) (January 1)	\$0.00	\$2,982 40		
157 shares California Resources (Dec 1)			\$0 00	\$3,342 53
3,300 shares Chevron	\$205,101 40	\$296,868 00	\$205,101 40	\$388,410 00
33,600 shares Colgate Palmolive Co	\$974,064 00	\$2,238,432 00	\$974,064 00	\$2,198,784 00
1,092 shares ConocoPhillips	\$25,355 71	\$50,985 48	\$25,355 71	\$54,752 88
2,000 shares Cracker Barrel	\$69,801 82	\$253,660 00	\$69,801 82	\$333,960 00
34,325 shares DNP Select Income Fund, Inc	\$375,307 01	\$307,552 00	\$370,782 80	\$351,144 75
2,106 shares Discover Financial Services	\$38,131 27	\$112,923 72	\$38,131 27	\$151,824.54
3,000 shares Dow Chemical Company	\$125,061.71	\$154,440 00	\$125,061 71	\$171,660.00
2,768 shares Exxon Mobil Corp	\$118,885 60	\$215,765 60	\$118,885.60	\$249,839 68
21,600 shares General Electric Company	\$798,984 00	\$672,840 00	\$798,984 00	\$682,560 00
1,571 shares General Motors Common	\$129,836.36	\$57,782 99	\$129,836 36	\$59,193 16
7,967 shares JP Morgan Chase & Co	\$253,813 80	\$526,061 01	\$253,813 80	\$687,472 43
78,000 shares Nuveen Multi Strategy Fund II	\$1,042,947.20	\$611,520 00	\$1,042,947 20	\$690,300 00
10,000 shares Nuveen Tax Advantaged Growth Fund	\$174,456 64	\$139,100 00	\$174,456 64	\$139,300 00
3,200 shares Occidental Petro Corp	\$97,198 14	\$216,352 00	\$97,198 14	\$227,936 00
9,608 shares Old Republic International	\$175,006.08	\$178,997 04	\$175,006 08	\$182,552 00
2,272 shares PNC Financial Services Group	\$135,570.24	\$216,544 32	\$135,570 24	\$265,733.12

7,200 shares PPG Industires, Inc	\$196,776 00	\$711,504.00	\$196,776 00	\$682,272.00
35,904 shares Pfizer Incorporated	\$1,404,205.44	1158981.12	\$1,404,205.44	\$1,166,191 92
546 shares Phillips 66	\$7,535 33	\$44,662 80	\$7,535 33	\$47,179 86
1,900 shares Stryker Corp	\$98,354 79	\$176,586 00	\$98,354 79	\$227,639 00
1,500 shares 3M Company	\$123,159 37	\$225,960.00	\$123,159 37	\$267,855 00
1,000 shares Total Sponsored ADR	\$55,613 97	\$44,950 00	\$55,613 97	\$50,970 00
Totals	\$12,190,468 65	\$15,110,626 02	\$12,019,690.07	\$15,292,435 55

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**Line 10c-Investments-Corporate Bonds**

	<b>Book Value</b>	<b>Beginnning of Year Fair Market Value</b>	<b>End of Year Book Value</b>	<b>Fair Market Value</b>
Marshall MI PubSchDist	\$102,041 00	\$106,893 00	\$102,041 00	\$105,614 00
TOTAL	\$102,041 00	\$106,893 00	\$102,041 00	\$105,614 00

<b><u>2015</u></b>	
Cash	\$97,974 21
Stocks	\$12,190,468 65
Bonds	<u>\$102,041 00</u>
Total	\$12,390,483 86

<b><u>2016</u></b>	
Cash	\$154,334 72
Stocks	\$12,019,690 07
Bonds	<u>\$102,041 00</u>
Total	\$12,276,065 79

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PART III – Line 5 Decreases

Foreign Tax Credit	\$928.72
Bank Discrepancy Missing check October 2016 Dividend Check (Federated) (researching matter)	<u>\$341.71</u>
Total Decreases	\$1,270.43

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PART VIII - Information About Officers and Directors

<u>Name and Address</u>	<u>Title and Average Hours Per Week</u>	<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>	<u>Expense Account</u>
Mark O'Connell 15622 Katherine Trail Marshall, MI 49068	President Board of Directors .2 hours	-0-	-0-	-0-
Dr. Randall Davis 100 East Green St. Marshall, MI 49068	Vice President Board of Directors .2 hours	-0-	-0-	-0-
Ronald J. DeGraw 203 East Michigan Marshall, MI 49068	Secretary / Treasurer Board of Directors 1.75 hours	\$12,535.00	-0-	-0-
Jack Reed 116 S. Sycamore St. Marshall, MI 49068	Board of Directors .2 hours	-0-	-0-	-0-

PART XV SUPPLEMENTAL SCHEDULES

Grants and Contributions Paid During the Year or Approved for Future Payment

**a. Paid during the year**

1 B E Henry Building Association 6753 13 1/2 Mile Road Tekonsha, Michigan 49092	PC	Improvements to building	\$9,787.11
2 Fountain Clinic 111 N Jefferson Street, Suite 1 Marshall, Michigan 49068	PC	Purchase of new EKG Machine	\$3,000 00
3 Franke Center for the Arts 214 East Mansion Street Marshall, Michigan 49068	PC	2016 Theatre Productions	\$10,000 00
4 Oaklawn Hospital 200 North Madison Avenue Marshall, Michigan 49068	PC	1/2 of 80 Years of Caring Grant	\$75,000.00
5 Kellogg Community College 450 North Avenue Battle Creek, Michigan 49017	PC	1/2 of final installment for EAC Improvements	\$62,500 00
6 Boy Scouts of America 1791 W Columbia Avenue Battle Creek, Michigan 49014	PC	Blast Into Scouting Programs	\$3,000 00
7 Junior Achievement 2775 West Dickman Road, STE H-3 Battle Creek, Michigan 49037	PC	Preparing Young People for the Future Project	\$10,000 00
8 B.E Henry Building Association 6753 13 1/2 Mile Road Tekonsha, Michigan 49092	PC	Improvements to building	\$15,852 89
9 City of Marshall 323 West Michigan Avenue Marshall, Michigan 49068	Gov	MAEDA funding for new Marshall Website	\$40,000 00
10 Calhoun County Landbank 315 West Green Street Marshall, Michigan 49068	PC	Demolition of Dalrymple School Project	\$125,000 00

11	City of Marshall 323 West Michigan Avenue Marshall, Michigan 49068	Gov	Shearman Park "Pocket Park" Project	\$10,000 00
12	EastEnd Studio and Gallery 143 W Michigan Avenue #145 Marshall, Michigan 49068	PC	Significant Stairway Project	\$25,447.06
13	Marshall Public Schools 100 East Green Street Marshall, Michigan 49068	Gov	Future Farmers of America Project	\$26,000 00
14	City of Marshall 323 West Michigan Avenue Marshall, Michigan 49068	Gov	Shearman Park Project	\$50,000.00
15	Oaklawn Hospital 200 North Madison Street Marshall, Michigan 49068	PC	1/2 of 80 Years of Caring Grant	\$75,000 00
16	Kellogg Community College 450 North Avenue Battle Creek, Michigan 49017	PC	1/2 of final installment for EAC improvements	\$62,500.00
17	City of Marshall 323 West Michigan Avenue Marshall, Michigan 49068	Gov	Downtown Beautification Project	\$10,000 00
18	City of Marshall 323 West Michigan Avenue Marshall, Michigan 49068	Gov	Ketchum Park- Rubberized Floor	\$50,000 00
19	Wilder Creek Conservation Club 19833 D Drive South Marshall, Michigan 49068	PC	Roof Repairs	\$15,000 00
20	Oaklawn Hospital 200 North Madison Avenue	PC	Partial 2017 80 Years of Caring Grant	<u>\$125,000 00</u>
<b>Total:</b>				<b>\$803,087.06</b>

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**Grants and Contributions Paid During the Year or Approved for Future Payment**

**b. Approved for future payment**

1 Oaklawn Hospital 200 North Madison Street Marshall, Michigan 49068	PC	Building on the success of 80 years of caring	\$150,000 00
2 Junior Achievement 2775 West Dickman Road, STE H-3 Battle Creek, Michigan 49037	PC	Preparing Young People for Future Project	\$10,000 00
3 City of Marshall 323 West Michigan Avenue Marshall, Michigan 49068	Gov	Marshall House Elevator Project	\$110,000 00
4 Franke Center for the Arts 214 East Mansion Street Marshall, Michigan 49068	PC	2017 Childrens Theatre Productions	\$10,000 00
5 Starr Commonwealth 13725 Starr Commonwealth Road Albion, Michigan 49224	PC	Resilient Communities Project	<u>\$40,000 00</u>
<b>Total:</b>			<b>\$320,000.00</b>