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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2016

Open to Public Inspection

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

For calendar year 2016 or tax year beginning , and ending

Name of foundation PLYM FOUNDATION		A Employer identification number 38-6069680
Number and street (or P.O. box number if mail is not delivered to street address) 202 S MICHIGAN STREET, SUITE 910	Room/suite	B Telephone number (see instructions) 574-287-5977
City or town, state or province, country, and ZIP or foreign postal code SOUTH BEND IN 46601		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,679,471 (Part I, column (d) must be on cash basis)	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	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	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	195,997	195,997		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	-14,364			
b	Gross sales price for all assets on line 6a 924,647				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain		0		
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)				
12	Total Add lines 1 through 11	181,633	195,997	0	
13	Compensation of officers, directors, trustees, etc.	17,500	5,000		12,500
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	7,380	1,280		6,100
c	Other professional fees (attach schedule) STMT 3	60,648	50,648		10,000
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	500	500		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 5	19,430	13,530		5,900
24	Total operating and administrative expenses. Add lines 13 through 23	105,458	70,958	0	34,500
25	Contributions, gifts, grants paid	373,500			373,500
26	Total expenses and disbursements. Add lines 24 and 25	478,958	70,958	0	408,000
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-297,325			
b	Net investment income (if negative, enter -0-)		125,039		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2016)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	660,157	203,342	203,342
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 6	3,564,654	3,871,757	4,557,833
	c Investments – corporate bonds (attach schedule) SEE STMT 7	1,122,525	978,286	912,671
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) SEE STATEMENT 8	75,445	72,071	5,625
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	5,422,781	5,125,456	5,679,471	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here 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	5,422,781	5,125,456	
	30 Total net assets or fund balances (see instructions)	5,422,781	5,125,456	
	31 Total liabilities and net assets/fund balances (see instructions)	5,422,781	5,125,456	

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	5,422,781
2 Enter amount from Part I, line 27a	2	-297,325
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,125,456
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,125,456

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT FOR PART I, LINE 6A			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-14,364
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	

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	259,600	5,867,243	0.044246
2014	264,100	6,121,203	0.043145
2013	332,395	6,067,209	0.054785
2012	250,800	5,822,720	0.043073
2011	341,738	5,962,840	0.057311

2 Total of line 1, column (d)	2	0.242560
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	0.048512
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	5,598,545
5 Multiply line 4 by line 3	5	271,597
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,250
7 Add lines 5 and 6	7	272,847
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	408,000

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ and enter 1% of Part I, line 27b	1	1,250
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	1,250
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	1,250
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,990
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,990
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	2,740
11	Enter the amount of line 10 to be Credited to 2017 estimated tax 2,740 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► JAMES F KEENAN Telephone no ► 574-287-5977 202 S MICHIGAN ST, STE 910 Located at ► SOUTH BEND IN ZIP+4 ► 46601		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	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?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ 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)?	☐ Yes	☒ 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.)	☐ Yes	☒ 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	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?	N/A	1c
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 ► 20 , 20 , 20 , 20	☐ Yes	☒ 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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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?	☐ Yes	☒ 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)?

N/A

☒

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

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

N/A

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 STATEMENT 9				

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**0**

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
WALTER & KEENAN FINANCIAL CONSULTING SOUTH BEND 202 S MICHIGAN ST, STE 910 IN 46601	INVESTMENT SERV	71,648

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3

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	5,246,427
b	Average of monthly cash balances	1b	431,750
c	Fair market value of all other assets (see instructions)	1c	5,625
d	Total (add lines 1a, b, and c)	1d	5,683,802
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	5,683,802
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	85,257
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,598,545
6	Minimum investment return. Enter 5% of line 5	6	279,927

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	279,927
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,250
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,250
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	278,677
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	278,677
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	278,677

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	408,000
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	408,000
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	1,250
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	406,750

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				278,677
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			11,250	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 408,000				
a Applied to 2015, but not more than line 2a			11,250	
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				278,677
e Remaining amount distributed out of corpus	118,073			
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	118,073			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount – see instructions				
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)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	118,073			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016	118,073			

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)				
a Paid during the year SEE STATEMENT 11				373,500
Total			▶ 3a	373,500
b Approved for future payment SEE STATEMENT 12				400,000
Total			▶ 3b	400,000

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

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

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

[illegible]

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

☐ Yes ☒ No

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

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge 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.

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

**Sign
Here**

Signature of officer or trustee

Date _____

Title

Paid
Preparer
Use Only

Print/Type/preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

WILLIAM D HASLETT CPA

WILLIAM D HASLETT CPA

06/22/17

Firm's name ► **HASLETT & GAYNOR, P.C.**

PTIN

Firm's address ► **ONE SOUTH FIFTH STREET
NILES, MI 49120**

Firm's EIN ►

Phone no **269-684-7300**Form **990-PF** (2016)

Federal Statements**Form 990-PF - General Footnote****Description**

PAYMENTS TO DISQUALIFIED PERSON:

THE FOUNDATION MADE PAYMENTS TO WALTER & KEENAN FINANCIAL CONSULTING COMPANY. MR. JAMES F. KEENAN, AN OFFICER AND DIRECTOR OF THE FOUNDATION, IS THE SOLE SHAREHOLDER OF WALTER & KEENAN. SUCH PAYMENTS ARE AN EXECEPTION TO THE SELF-DEALING RULES SINCE THEY ARE FOR FINANCIAL CONSULTING AND NECESSARY FOR THE FOUNDATION TO CARRY OUT ITS EXEMPT PURPOSE. FURTHER, SUCH AMOUNTS ARE NOT EXCESSIVE.

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
300,000 US TREASURY STRIP	3/10/16	12/02/16	\$ 231,120	\$ 238,606	\$	\$	-7,486
13597.4610 AQR DIVERSIFIED	8/03/12	2/16/16	122,357	150,000			-27,643
2000 BABSON CAP GBL SHRT DUR	1/08/14	3/08/16	32,182	47,419			-15,237
900 CONOCOPHILLIPS	2/13/12	2/09/16	29,956	50,486			-20,530
1200 DU PONT EI DE NEMOUR	2/13/12	2/09/16	70,707	57,718			12,989
1350 HSBC HLDGS PLC	2/13/12	2/09/16	42,571	60,110			-17,539
1000 MARSH & MC LENNAN CO	9/01/65	3/28/16	60,130	453			59,677
1000 PEPSICO INC	2/13/12	3/08/16	99,763	63,696			36,067
20,589.51 PIMCO FOREIGN BOND FD	VARIOUS	3/08/16	193,521	204,995			-11,474
900 ROYAL DUTCH SHELL	2/13/12	3/10/16	42,340	65,528			-23,188
TOTAL			\$ 924,647	\$ 939,011	\$ 0	\$ 0	\$ -14,364

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
HASLETT & GAYNOR PC	\$ 7,380	\$ 1,280	\$	\$ 6,100
TOTAL	\$ 7,380	\$ 1,280	\$ 0	\$ 6,100

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Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WALTER & KEENAN FINANCIAL CONSUL	\$ 60,648	\$ 50,648	\$	\$ 10,000
TOTAL	\$ 60,648	\$ 50,648	\$ 0	\$ 10,000

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX ON INVESTMENT INCOME	\$ 500	\$ 500	\$	\$
TOTAL	\$ 500	\$ 500	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
OTHER EXPENSES	6,830	6,830		5,500
OFFICE MANAGEMENT TO WALTER & COUNCIL OF MICHIGAN FOUNDATIO	11,000	5,500		400
TOTAL	\$ 19,430	\$ 13,530	\$ 0	\$ 5,900

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
COLUMBIA ACORN INTL FD Z	\$ 99,654	\$ 99,654	COST	\$ 175,245
FIRST EAGLE SOGEN FD	235,651	235,651	COST	265,005
POWERSHARES ETF INTL DIVIDEND	76,356		COST	
WISDOMTREE EMERGING MARKETS	114,830	114,830	COST	93,350

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
OPPENHEIMER DEVELOPING	\$ 50,000	50,123	COST	\$ 54,759
AT&T INC	60,167	60,167	COST	85,060
ALTRIA GROUP INC	59,115	59,115	COST	101,430
AMERICAN EXPRESS	46,406	62,381	COST	66,672
APPLE INC		57,769	COST	69,492
BERKSHIRE HATHAWAY CLASS B		64,448	COST	81,490
BLACKROCK INC	48,065	48,065	COST	95,135
BP PLC	51,331	75,000	COST	74,760
CISCO SYSTEMS INC	78,926	78,926	COST	102,748
CONOCOPHILLIPS	50,486		COST	
DU PONT	57,718		COST	
DUKE ENERGY CORP	58,813	58,813	COST	71,100
EXELON CORP	58,836	58,836	COST	53,235
EXXON MOBIL CORP		64,798	COST	72,208
GENERAL ELECTRIC CO	61,918	61,918	COST	102,700
GLAXOSMITHKLINE PLC	92,215	92,215	COST	77,020
HSBC HOLDINGS PC	60,110		COST	
IBM CORP	52,225	64,530	COST	74,696
INTEL CORP	61,371	61,371	COST	83,421
JOHNSON & JOHNSON	64,646	64,646	COST	115,210
LILLY ELI & CO	58,249	58,249	COST	110,325
MARSH & MCLENNAN	1,359	906	COST	135,180
MATTEL INC	103,510	103,510	COST	82,650
MCDONALDS CORP	50,629	50,629	COST	60,860
MICROSOFT CORP	76,531	76,531	COST	155,350
NATIONAL GRID PLC	50,234	50,234	COST	58,330
POWERSHARES ETF INTL DIVIDEND		76,356	COST	72,050
PFIZER INC		74,313	COST	81,200
PEPSICO INC	63,696		COST	
PROCTER & GAMBLE	64,217	64,217	COST	84,080
QUALCOMM INC	95,848	95,848	COST	91,280
ROYAL DUTCH SHELL A ADRF	65,528		COST	
SCHLUMBERGER LTD	51,235	51,235	COST	58,765
SPECTRA ENERGY CORP		60,421	COST	82,180
UPS		49,460	COST	57,320
VERIZON COMMUNICATIONS	61,061	61,061	COST	85,408
WALMART STORES INC	52,509	72,981	COST	69,120

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
WALT DISNEY CO	\$ 51,921	\$ 75,208	COST	\$ 78,165
WELLS FARGO & CO	47,164	76,185	COST	82,665
PRIMECAP ODYSSEY AGGR GROWTH	159,487	173,299	COST	179,810
AQR DIVERSIFIED ARBITRAGE	150,000		COST	
AQR MANAGED FUTURES	159,122	209,154	COST	180,189
AQR STYLE PREMIA	105,498	310,589	COST	297,038
BLACKSTONE/GSO	57,009		COST	
PERMANENT PORTFOLIO	236,610	236,610	COST	227,632
STARWOOD PROPERTY TRUST INC	35,931	65,542	COST	65,850
WELLTOWER INC	57,196	71,072	COST	83,662
WILLIAM BLAIR MACRO	171,271	174,891	COST	163,988
TOTAL	\$ 3,564,654	\$ 3,871,757		\$ 4,557,833

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
2000 REALTY INCOME PFD 6.625%	\$ 50,869	\$ 50,869	COST	\$ 50,300
4000 WELLS FARGO BANK 5.85%	96,939	96,939	COST	100,960
BABSON CAPITAL GLOBAL	47,419		COST	
CALAMOS CONV OPP FUND	88,773	88,773	COST	70,630
LOOMIS SAYLES BD CL 1	135,300	135,300	COST	142,338
GOLDMAN SACHS STRATEGIC INCOME	177,154	177,154	COST	162,473
ISHARES CORPORATE BOND	116,355	116,355	COST	117,180
PIMCO FOREIGN BOND FUND	204,995		COST	
POWERSHARES ETF COMPOSITE	75,216	75,216	COST	67,230
BLACKSTONE/GSO		57,009	COST	47,760
TEMPLETON GLOBAL INCOME	129,505	129,505	COST	103,680
DIGITAL REALTY TRUST 6.35% PFD SER I		51,166	COST	50,120
TOTAL	\$ 1,122,525	\$ 978,286		\$ 912,671

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Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100000 LEHMAN BROS BANKRUPTCY CLAIM	\$ 75,445	\$ 72,071	COST	\$ 5,625
TOTAL	\$ 75,445	\$ 72,071		\$ 5,625

Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
J ERIC PLYM PO BOX 3910 VERO BEACH FL 32963	PRESIDENT	0.50	2,500	0	0
KATE CAMPBELL 1509 INNER DRIVE NILES MI 49120	TRUSTEE	0.50	2,500	0	0
JAMES F KEENAN 21640 RAVENNA DRIVE SOUTH BEND IN 46628	SECRETARY/TR	0.50	5,000	0	0
LINDA PLYM 75 PERRY ST UNIT 2A NEW YORK NY 10014	TRUSTEE	0.50	2,500	0	0
ROBERT RANDALL PLYM 4616 MAGNOLIA BRIDGE ROAD CHARLOTTE NC 28210	TRUSTEE	0.50	2,500	0	0
JOHN E PLYM JR 91 CENTRAL PARK WEST #14C NEW YORK NY 10023	TRUSTEE	0.50	2,500	0	0

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Statement 10 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

SUBMIT A WRITTEN REQUEST. INCLUDE COMPETE DETAILS ABOUT THE ORGANIZATION, THE PURPOSE OF THE REQUEST AND THE INTENDED USE OF THE GRANT PROCEEDS.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

NONE

6590 PLYM FOUNDATION

38-6069680

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
BABY BUNDLES				NONE		GENERAL USE	1,000
BROOKLYN ACADEMY OF MUSIC				NONE		GENERAL USE	1,000
BROOKLYN MUSEUM				NONE		GENERAL USE	500
CCHS FOUNDATION				NONE		GENERAL USE	5,000
CAROLINA'S HEALTHCARE FOUNDATION				NONE		GENERAL USE	1,500
CENTER FOR REPRODUCTIVE RIGHTS				NONE		GENERAL USE	2,500
CHAPIN SCHOOL				NONE		CONSTRUCTION PROJECT	10,000
DRUMMOND ISLAND YACHT HAVEN				NONE		GENERAL USE	5,000
FERNWOOD - FERNWOOD AT 50				NONE		GENERAL USE	50,000
FRIENDS SEMINARY				NONE		GENERAL USE	6,000
GIRLS HOPE BOYS HOPE OF NY				NONE		GENERAL USE	15,000
GUARDIANS FOR NEW FUTURES				NONE		GENERAL USE	150,000
HARVARD BUSINESS SCHOOL				NONE		GENERAL USE	500
HILLSDALE COLLEGE				NONE		ATHLETIC DEPT	10,000
HILLSDALE COLLEGE				NONE		GIRDIRON CLUB PAVILLION	10,000
HOLY TRINITY CATHOLIC MIDDLE SCHOOL				NONE		GENERAL USE	2,000
HUDSON VALLEY SHAKESPEARE FESTIVAL				NONE		GENERAL USE	1,000

6590 PLYM FOUNDATION

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
INDIAN RIVER COMM FOUNDATION		NONE		IMPACT 100	1,000
INDIAN RIVER HABITAT FOR HUMANITY		NONE		GENERAL USE	2,500
INDIAN RIVER MEDICAL CENTER		NONE		GENERAL USE	10,000
ISABELLA SANTOS FOUNDATION		NONE		GENERAL USE	3,000
LAKELAND HEALTH FOUNDATION		NONE		RIVER TRAIL PROJECT	5,000
LEGAL ACTION CENTER		NONE		GENERAL USE	1,000
MAKE A WISH FOUNDATION		NONE		GENERAL USE	2,000
NILES-BUCHANAN MEALS ON WHEELS		NONE		GENERAL USE	2,500
NILES DISTRICT LIBRARY		NONE		CHILDRENS DEPT FURNITURE	4,000
NILES DDA MAIN STREET		NONE		SLEIGH RIDES & DECORATIONS	2,500
NORTH SHORE ANIMAL LEAGUE		NONE		GENERAL USE	1,000
REFUGE POINT INC		NONE		GENERAL USE	1,500
ST BERNARDS SCHOOL		NONE		GENERAL USE	6,000
ST EDWARDS SCHOOL		NONE		GENERAL USE	1,500
ST GABRIEL CATHOLIC SCHOOL PTO		NONE		GENERAL USE	7,500
THERAPEUTIC EQUESTRIAN CENTER		NONE		GENERAL USE	5,000
UNIVERSITY OF NOTRE DAME		NONE		GENERAL USE	30,000

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Relationship	Address Status	Purpose	Amount
UNIVERSITY OF VIRGINIA	NONE		GENERAL USE	500
WINGS WORLDQUEST	NONE		GENERAL USE	10,000
YALE UNIVERSITY	NONE		GENERAL USE	1,000
YMCA OF GREATER CHARLOTTE	NONE		GENERAL USE	5,000
TOTAL				<u>373,500</u>

Statement 12 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for Future Pmt

Name Address	Relationship	Address Status	Purpose	Amount
CHAPIN SCHOOL	NONE		CONSTRUCTION PROJECT	50,000
FERNWOOD - FERNWOOD AT 50	NONE		GENERAL USE	250,000
FRIENDS SEMINARY	NONE		GENERAL USE	50,000
INDIAN RIVER MEDICAL CENTER	NONE		GENERAL USE	20,000
UNIVERSITY OF NOTRE DAME	NONE		GENERAL USE	30,000
TOTAL				<u>400,000</u>