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Form 990-PF

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Department of the Treasury
Internal Revenue Service

OMB No 1545-0052

2017

Open to Public Inspection

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

► Do not enter social security numbers on this form as it may be made public.
► Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation Heritage Mark Foundation		A Employer identification number 23-7017100
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: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Other taxable private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 19,475,241.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	4,543,883.			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,715.	1,715.	1,715.	
	4 Dividends and interest from securities	364,564.	364,564.	364,564.	
	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)		4,218,649.		
	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) See Stmt	-14,782.	-14,782.	-14,782.		
12 Total. Add lines 1 through 11	4,895,380.	4,570,146.	351,497.		
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Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	400.	400.	400.	0.
	14 Other employee salaries and wages	46,210.	990.	0.	0.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) See Stmt				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Stmt	47,528.	46,792.	46,792.	736.
	24 Total operating and administrative expenses.				
Add lines 13 through 23	94,138.	48,182.	47,192.	736.	
25 Contributions, gifts, grants paid	2,741,169.			2,741,169.	
26 Total expenses and disbursements. Add lines 24 and 25	2,835,307.	48,182.	47,192.	2,741,905.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,060,073.				
b Net investment income (if negative, enter -0-)		4,521,964.			
c Adjusted net income (if negative, enter -0-)			304,305.		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	21,305.	0.	0.
	2	Savings and temporary cash investments	790,175.	4,175,479.	4,175,479.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►	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 schedule) ►			
		Less: allowance for doubtful accounts ►	500,000.	500,000.	500,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	6,533.	0.	0.
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) L-10b Stmt	11,766,000.	10,827,160.	11,880,468.
	c	Investments—corporate bonds (attach schedule) L-10c Stmt	2,231,083.	2,486,762.	2,502,393.
	11	Investments—land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans	743,062.	350,443.	350,443.	
13	Investments—other (attach schedule) L-13 Stmt	89,779.	66,316.	66,316.	
14	Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
15	Other assets (describe ► L-15 Stmt)	1,633.	142.	142.	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	16,150,750.	18,406,302.	19,475,241.	
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 ► Accrued FIT)	0.	42,020.	42,020.
	23	Total liabilities (add lines 17 through 22)	0.	42,020.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	16,150,750.	18,364,282.	
	30	Total net assets or fund balances (see instructions)	16,150,750.	18,364,282.	
	31	Total liabilities and net assets/fund balances (see instructions)	16,150,750.	18,406,302.	
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	16,150,750.
2	Enter amount from Part I, line 27a			2	2,060,073.
3	Other increases not included in line 2 (itemize) ► Realized gain on sale of securities			3	162,133.
4	Add lines 1, 2, and 3			4	18,372,956.
5	Decreases not included in line 2 (itemize) ► See Statement			5	8,674.
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30			6	18,364,282.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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	5,000 shs. General Electric Company	P	10/20/2017	10/30/2017
b	93 shs. California Resources Corp	P	01/06/2015	08/23/2017
c	3,000 shs. Chevron Corporation	P	11/05/2014	10/03/2017
d	2,000 shs. Chevron Corporation	P	11/05/2014	10/25/2017
e	See Statement			
(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 101,750.		114,754.	-13,004.	
b 640.		1,260.	-620.	
c 353,985.		345,306.	8,679.	
d 237,711.		230,204.	7,507.	
e 11,210,573.		6,994,486.	4,216,087.	
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			-13,004.	
b			-620.	
c			8,679.	
d			7,507.	
e			4,216,087.	
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	4,218,649.
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	-346.

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.

 Yes NoWas the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?
If "Yes," the foundation doesn't 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))
2016	1,450,556.	12,278,489.	0.118138
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

2 Total of line 1, column (d)	2	0.605060
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.121012
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	16,599,583.
5 Multiply line 4 by line 3	5	2,008,749.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	45,220.
7 Add lines 5 and 6	7	2,053,969.
8 Enter qualifying distributions from Part XII, line 4	8	2,741,905.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	N/A 45,220.
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		
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	45,220.
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	45,220.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	3,200.
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	3,200.
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	42,020.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ► 0. Refunded ►	11	

Part VII-A Statements Regarding Activities

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?	Yes	No
1a		x	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.		
1c	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	
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?	x	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>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? If "Yes," complete Part II, col. (c), and Part XV	x	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ► MI		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? 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 2017 or the tax year beginning in 2017? See the 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	

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	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	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	
13	13	X
14	The books are in care of ► Frederick C. Foote Located at ► 241 E. Saginaw East Lansing MI	
	Telephone no. ► (517) 337-1373	
	ZIP+4 ► 48823	
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	
15	15	X
16	At any time during calendar year 2017, 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	16	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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a	During the year, did the foundation (either directly or indirectly):	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	
	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	
	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	
	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	
	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	
	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	
	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b	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"/>	
1c	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 2017?	
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	
	<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.)	
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 2017 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 2017.)	
3b		
4a		
4b		

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Yes	No
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and 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 East Lansing MI 48823	President 1.00	0.	0.	0.
Barbara Shingleton 241 E. Saginaw East Lansing MI 48823	Vice Pres. 1.00	0.	0.	0.
Frederick C. Foote 241 E. Saginaw East Lansing MI 48823	Vice Pres 1.00	0.	0.	0.
See Statement	6.00	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			►	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
NONE		
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	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	...	► 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	14,426,124.
b	Average of monthly cash balances	1b	1,575,802.
c	Fair market value of all other assets (see instructions)	1c	850,443.
d	Total (add lines 1a, b, and c)	1d	16,852,369.
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	16,852,369.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	252,786.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,599,583.
6	Minimum investment return. Enter 5% of line 5	6	829,979.

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	829,979.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	45,220.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	45,220.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	784,759.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	784,759.
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	784,759.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	2,741,905.
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	0.
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	2,741,905.
b	Cash distribution test (attach the required schedule)	5	45,220.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	6	2,696,685.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				784,759.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			0.	
b Total for prior years. 20				
3 Excess distributions carryover, if any, to 2017:				
a From 2012	1,219,068.			
b From 2013	1,662,674.			
c From 2014	1,124,036.			
d From 2015	646,752.			
e From 2016	842,766.			
f Total of lines 3a through e	5,495,296.			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 2,741,905.				
a Applied to 2016, 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 2017 distributable amount			784,759.	
e Remaining amount distributed out of corpus	1,957,146.			
5 Excess distributions carryover applied to 2017 (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	7,452,442.			
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 2016. Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions) .	1,219,068.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	6,233,374.			
10 Analysis of line 9:				
a Excess from 2013	1,662,674.			
b Excess from 2014	1,124,036.			
c Excess from 2015	646,752.			
d Excess from 2016	842,766.			
e Excess from 2017	1,957,146.			

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

N/A

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling . . . ►			
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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 . . .			
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 $\frac{2}{3}$ 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).)

See Managers Contributed More than 2% Statement

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email 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	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 Attached Schedule.				2,741,169.
Total				► 3a 2,741,169.
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,715.	
4 Dividends and interest from securities			14	364,564.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue: a <u>NH2 Limited (K-1)</u>			14	-23,463.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				342,816.	
13 Total. Add line 12, columns (b), (d), and (e)					13 342,816.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
N/A	

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

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

b If "Yes," complete the following schedule.

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

Sign
Here

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

May the IRS discuss this return
with the preparer shown below?
See instructions. Yes No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Amy A. Payne	<i>Amy A. Payne</i>	04/25/2018		P01869539
	Firm's name ► OCTAGON FINANCIAL	Firm's EIN ► 38-6210456			
Firm's address ► 241 E SAGINAW ST	Phone no (517) 336-7617			202-B	

BAA

EAST LANSING

MI 48823

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2017

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Go to www.irs.gov/Form990 for the latest information.

Name of the organization

Heritage Mark Foundation

Employer identification number

23-7017100

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. 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).

Name of organization

Heritage Mark Foundation

Employer identification number

23-7017100

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	David R. Foote 5202 Knobcone Drive Castle Rock CO 80108	\$ 149,800.	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	\$ 108,750.	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	\$ 4,013,574.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
4	Kenneth J. Foote 325 Wind-N-Wood Drive Okemos MI 48864	\$ 222,976.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
5	Steven M. Foote 2211 Broadway, Apt. 10D New York NY 10024	\$ 108,750.	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.)

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)	\$ 149,800.	09/29/2017
2	1,725 shares of Williams Companies, Inc. (WMB)	\$ 48,783.	06/20/2017
3	1,800,000 shares of Polaris Minerals Corp. (PLS-T)	\$ 4,013,574.	09/20/2017
4	100,000 shares of Polaris Minerals Corp. (PLS-T)	\$ 222,976.	09/20/2017
5	50,000 shares of Polaris Minerals Corp. (PLS-T)	\$ 108,750.	08/31/2017
	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	

Name of organization

Heritage Mark Foundation

Employer identification number

23-7017100

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

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

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

Form 990-PF: Return of Private Foundation

Part IV: Capital Gains and Losses for Tax on Investment Income

Continuation Statement

(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	(d) Date sold
5,000 shs. Conocophillips	P	11/07/14	08/23/17
10,000 shs. EOG Res Inc.	P	01/06/15	08/24/17
10,000 shs. Freeport McMoran Inc.	P	11/05/14	08/23/17
5,000 shs. Freeport McMoran Inc.	P	12/12/14	08/23/17
5,000 shs. Freeport McMoran Inc.	P	02/06/15	08/23/17
10,000 shs. Freeport McMoran Inc.	P	04/02/15	08/23/17
8,400 shs. Freeport McMoran Inc.	P	04/07/15	08/23/17
555 shs. Freeport McMoran Inc.	P	04/10/15	08/23/17
9,445 shs. Freeport McMoran Inc.	P	04/10/15	08/23/17
10,110 shs. Freeport McMoran Inc.	P	04/14/15	08/23/17
10,000 shs. Freeport McMoran Inc.	P	07/31/15	08/23/17
50,000 shs. Groupon Inc.	P	10/15/14	08/23/17
10,000 shs. Groupon Inc.	P	11/11/14	08/23/17
15,000 shs. Groupon Inc.	P	07/31/15	08/23/17
2,000 shs. Select Sector SPRD Trust	P	07/31/15	10/20/17
10,000 shs. Statoil ASA Sponsored ADR	P	10/15/14	08/23/17
775 shs. Stratus Properties Inc.	D	09/21/95	08/24/17
5,000 shs. Williams Companies Inc.	D	07/19/02	10/24/17
5,000 shs. Williams Companies Inc.	D	07/19/02	10/24/17
2,019 shs. Williams Companies Inc.	D	01/22/03	10/24/17
200,000 shs. Atwood Oceanics Inc. 6.5%	P	02/22/17	05/31/17
215,000 shs. Rent-A-Center Inc. 6.625%	P	12/13/16	04/20/17
4,200 shs. Schwab Charles Corp 5.95%	P	02/29/16	02/16/17
2,500 shs. Two Harbors Investment Corp 7.625%	P	07/12/17	10/11/17
1,500 shs. Freeport McMoran Inc.	D	03/14/12	10/11/17
10,000 shs. Innovative Solutions	P	07/23/08	01/11/17
17,000 shs. Innovative Solutions	D	02/06/06	04/11/17
13,000 shs. Innovative Solutions	P	07/23/08	04/11/17
6,000 shs. Lamar Advertising Co	P	08/24/15	07/21/17
145,000 shs. Nationstar Mtg Cap 6.5%	P	03/31/15	02/06/17
55,000 shs. Nationstar Mtg Cap 6.5%	D	03/31/15	02/06/17
155,000 shs. Nationstar Mtg Cap 6.5%	P	08/06/15	02/06/17
45,000 shs. Nationstar Mtg Cap 6.5%	D	08/06/15	02/06/17
2,750 shs. Outfront Media Inc.	D	09/04/15	06/09/17
741 shs. Stratus Properties Inc.	D	09/21/95	04/27/17
409 shs. Stratus Properties Inc.	D	09/21/95	04/28/17
95,000 shs. Tutor Perini Corp. 7.625%	P	08/10/11	05/22/17
5,000 shs. Williams Companies Inc.	D	01/22/03	04/05/17
36,400 shs. Polaris Minerals Corp.	P	01/13/06	09/01/17
25,350 shs. Polaris Minerals Corp.	P	12/05/08	09/01/17
21,300 shs. Polaris Minerals Corp.	P	12/16/08	09/01/17
142,350 shs. Polaris Minerals Corp.	P	12/23/08	09/01/17
5,000 shs. Polaris Minerals Corp.	D	10/10/08	11/22/17
5,000 shs. Polaris Minerals Corp.	D	12/29/09	11/22/17
10,693 shs. Polaris Minerals Corp.	D	10/13/10	11/22/17
10,406 shs. Polaris Minerals Corp.	D	10/13/10	11/22/17
6,282 shs. Polaris Minerals Corp.	D	10/14/10	11/22/17
2,243 shs. Polaris Minerals Corp.	D	10/15/10	11/22/17

Form 990-PF: Return of Private Foundation

Part IV: Capital Gains and Losses for Tax on Investment Income

Continuation Statement

3,718 shs. Polaris Minerals Corp.	D	10/18/10	11/22/17
3,910 shs. Polaris Minerals Corp.	D	10/19/10	11/22/17
3,205 shs. Polaris Minerals Corp.	D	10/20/10	11/22/17
42 shs. Polaris Minerals Corp.	D	10/22/10	11/22/17
7,437 shs. Polaris Minerals Corp.	D	10/21/10	11/22/17
1,111 shs. Polaris Minerals Corp.	D	10/25/10	11/22/17
963 shs. Polaris Minerals Corp.	D	10/26/10	11/22/17
5,000 shs. Polaris Minerals Corp.	D	11/09/10	11/22/17
5,100 shs. Polaris Minerals Corp.	D	01/28/14	11/22/17
2,000 shs. Polaris Minerals Corp.	D	01/14/16	11/22/17
16,100 shs. Polaris Minerals Corp.	D	01/20/16	11/22/17
6,800 shs. Polaris Minerals Corp.	D	01/21/16	11/22/17
5,000 shs. Polaris Minerals Corp.	D	08/28/09	11/22/17
704,000 shs. Polaris Minerals Corp.	D	10/19/11	11/22/17
96,000 shs. Polaris Minerals Corp.	D	10/25/11	11/22/17
200,000 shs. Polaris Minerals Corp.	D	10/27/11	11/22/17
250,000 shs. Polaris Minerals Corp.	D	11/16/11	11/22/17
29,700 shs. Polaris Minerals Corp.	D	07/10/12	11/22/17
520,300 shs. Polaris Minerals Corp.	D	12/27/12	11/22/17
51,000 shs. Polaris Minerals Corp.	P	12/23/08	11/24/17
100,000 shs. Polaris Minerals Corp.	P	01/08/09	11/24/17
50,000 shs. Polaris Minerals Corp.	D	10/01/10	11/24/17
11,500 shs. Polaris Minerals Corp.	D	10/10/08	11/24/17
3,500 shs. Polaris Minerals Corp.	D	01/09/09	11/24/17
915 shs. Polaris Minerals Corp.	D	08/31/09	11/24/17
1,085 shs. Polaris Minerals Corp.	D	09/01/09	11/24/17
3,000 shs. Polaris Minerals Corp.	D	12/29/09	11/24/17
4,000 shs. Polaris Minerals Corp.	P	08/28/09	11/24/17
4 shs. Mosys Inc.	P	07/09/04	01/11/17
1,000 shs. Mosys Inc.	P	08/13/04	01/12/17
2,500 shs. Mosys Inc.	P	11/23/04	01/12/17
7,445 shs. Mosys Inc.	P	07/09/04	01/12/17
10,000 shs. Mosys Inc.	P	01/11/05	01/12/17
14,000 shs. Mosys Inc.	P	08/13/04	01/12/17
15,000 shs. Mosys Inc.	P	01/10/05	01/12/17
16,500 shs. Mosys Inc.	P	05/06/04	01/10/17
17,551 shs. Mosys Inc.	P	07/09/04	01/10/17
20,500 shs. Mosys Inc.	P	02/14/16	01/12/17
25,000 shs. Mosys Inc.	P	04/07/05	01/12/17
36,000 shs. Mosys Inc.	P	08/16/04	01/12/17
(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)
218,488.		358,660.	-140,172.
844,474.		844,008.	466.
152,296.		277,010.	-124,714.
76,148.		109,008.	-32,860.
76,148.		95,758.	-19,610.
152,295.		190,208.	-37,913.
127,928.		159,188.	-31,260.
8,452.		10,153.	-1,701.
143,843.		173,135.	-29,292.

Form 990-PF: Return of Private Foundation

Part IV: Capital Gains and Losses for Tax on Investment Income

Continuation Statement

153,971.		188,054.	-34,083.
152,295.		116,808.	35,487.
201,991.		305,010.	-103,019.
40,398.		76,810.	-36,412.
60,597.		72,758.	-12,161.
135,070.		139,268.	-4,198.
186,289.		233,710.	-47,421.
22,983.		3,065.	19,918.
144,144.		5,503.	138,641.
144,144.		5,503.	138,641.
58,205.		5,398.	52,807.
199,745.		181,005.	18,740.
197,795.		198,397.	-602.
108,017.		105,000.	3,017.
64,053.		62,500.	1,553.
21,623.		8,625.	12,998.
39,028.		60,802.	-21,774.
50,741.		45,390.	5,351.
38,802.		78,992.	-40,190.
434,937.		315,402.	119,535.
146,442.		145,725.	717.
55,766.		51,695.	4,071.
157,159.		154,617.	2,542.
45,627.		42,296.	3,331.
61,388.		50,239.	11,149.
22,192.		2,930.	19,262.
12,249.		1,618.	10,631.
95,000.		85,916.	9,084.
150,569.		13,369.	137,200.
79,554.		0.	79,554.
55,403.		24,810.	30,593.
46,552.		29,623.	16,929.
311,111.		157,863.	153,248.
13,368.		6,400.	6,968.
13,368.		8,065.	5,303.
28,563.		11,518.	17,045.
27,822.		11,456.	16,366.
16,796.		6,939.	9,857.
5,997.		2,470.	3,527.
9,941.		4,079.	5,862.
10,454.		4,087.	6,367.
8,569.		3,447.	5,122.
112.		45.	67.
19,884.		8,061.	11,823.
2,970.		1,236.	1,734.
2,575.		1,067.	1,508.
13,368.		5,850.	7,518.
13,636.		10,166.	3,470.
5,347.		1,817.	3,530.
43,046.		12,745.	30,301.
18,181.		5,498.	12,683.
13,368.		7,200.	6,168.
1,882,249.		279,488.	1,602,761.
256,670.		36,403.	220,267.
534,730.		72,500.	462,230.

Form 990-PF: Return of Private Foundation

Part IV: Capital Gains and Losses for Tax on Investment Income

Continuation Statement

668,412.		55,500.	612,912.
79,407.		0.	79,407.
1,391,100.		234,135.	1,156,965.
136,086.		56,558.	79,528.
266,835.		128,543.	138,292.
133,417.		41,882.	91,535.
30,686.		11,960.	18,726.
9,339.		3,640.	5,699.
2,442.		952.	1,490.
2,895.		1,128.	1,767.
8,005.		3,120.	4,885.
10,673.		5,760.	4,913.
1.		24.	-23.
220.		3,930.	-3,710.
549.		11,450.	-10,901.
1,636.		43,788.	-42,152.
2,198.		57,036.	-54,838.
3,077.		55,020.	-51,943.
3,297.		85,483.	-82,186.
3,615.		108,407.	-104,792.
3,846.		103,227.	-99,381.
4,505.		14,555.	-10,050.
5,494.		139,000.	-133,506.
7,912.		143,022.	-135,110.
11,210,573.	0.	6,994,486.	4,216,087.

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))
			-140,172.
			466.
			-124,714.
			-32,860.
			-19,610.
			-37,913.
			-31,260.
			-1,701.
			-29,292.
			-34,083.
			35,487.
			-103,019.
			-36,412.
			-12,161.
			-4,198.
			-47,421.
			19,918.
			138,641.
			138,641.
			52,807.
			18,740.
			-602.
			3,017.
			1,553.
			12,998.

Form 990-PF: Return of Private Foundation

Part IV: Capital Gains and Losses for Tax on Investment Income

Continuation Statement

			-21,774.
			5,351.
			-40,190.
			119,535.
			717.
			4,071.
			2,542.
			3,331.
			11,149.
			19,262.
			10,631.
			9,084.
			137,200.
			79,554.
			30,593.
			16,929.
			153,248.
			6,968.
			5,303.
			17,045.
			16,366.
			9,857.
			3,527.
			5,862.
			6,367.
			5,122.
			67.
			11,823.
			1,734.
			1,508.
			7,518.
			3,470.
			3,530.
			30,301.
			12,683.
			6,168.
			1,602,761.
			220,267.
			462,230.
			612,912.
			79,407.
			1,156,965.
			79,528.
			138,292.
			91,535.
			18,726.
			5,699.
			1,490.
			1,767.
			4,885.
			4,913.
			-23.
			-3,710.
			-10,901.
			-42,152.

Heritage Mark Foundation

237017100

Form 990-PF: Return of Private Foundation

Part IV: Capital Gains and Losses for Tax on Investment Income

Continuation Statement

			-54,838.
			-51,943.
			-82,186.
			-104,792.
			-99,381.
			-10,050.
			-133,506.
			-135,110.
0.	0.	0.	4,216,087.

Form 990-PF: Return of Private Foundation**Part VIII: Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****Continuation Statement**

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
Kenneth J. Foote 241 E. Saginaw East Lansing, MI 48823	Secretary 1.00	0.	0.	0.
Susan L. Foote 241 E. Saginaw East Lansing, MI 48823	Trustee 1.00	0.	0.	0.
Steven M. Foote 241 E. Saginaw East Lansing, MI 48823	Trustee 1.00	0.	0.	0.
David R. Foote 241 E. Saginaw East Lansing, MI 48823	Trustee 1.00	0.	0.	0.
Rhonda F. Judy 241 E. Saginaw East Lansing, MI 48823	Trustee 1.00	0.	0.	0.
Amy Payne 2611 Woodhill Drive Okemos, MI 48864	Treasurer 1.00	0.	0.	0.

Name Heritage Mark Foundation	Employer Identification No 23-7017100			
Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
State and Local Obligations	State and Local Obligations	US Government Obligations	US Government Obligations	
Book Value	FMV	Book Value	FMV	
Tot to Fm 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Alerian MLP ETF	229,629.	215,800.
Alibaba Group Holding Ltd.	1,519,518.	2,586,450.
Best, Inc.	865,938.	755,173.
See L-10b Stmt	8,212,075.	8,323,045.
Totals to Form 990-PF, Part II, Line 10b	10,827,160.	11,880,468.

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Enterprise Products Operating LP	186,416.	197,000.
LSB Industries Inc. Sr Sec Nt 8.5%	199,505.	197,500.
PHI Inc. Sr Glbl 5.25% due 3/15/19	228,853.	263,993.
See L- 10c Stmt	1,871,988.	1,843,900.
Totals to Form 990-PF, Part II, Line 10c	2,486,762.	2,502,393.

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 12		

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Investment in The Passion	1.	1.
Investment in NH2 Limited	66,315.	66,315.
Totals to Form 990-PF, Part II, Line 13	66,316.	66,316.

Name _____

Employer Identification No
23-7017100

Additional information from your 2017 Federal Exempt Tax Return

Form 990-PF: Return of Private Foundation

Line 9(a)

Itemization Statement

Description	Amount
FIT	6,533.
Total	6,533.

Form 990-PF Part II Line 10, 12 and 13 Investments

L-10b Stmt

Continuation Statement

Line 10b Description	Line 10b Book	Line 10b FMV
Chesapeake Energy Corp	503,623.	237,600.
Chevron Corporation	1,407,356.	1,752,660.
General Electric Co.	870,131.	785,250.
JD.Com Inc.	1,033,376.	1,035,500.
Occidental Petroleum Corp	770,954.	736,600.
Pennsylvania REIT	191,754.	231,855.
Petroleo Brasileiro SA	864,400.	1,029,000.
Snap, Inc.	1,496,271.	1,461,000.
Stratus Properties Inc.	440,628.	388,328.
Washington Prime Group, Inc.	196,437.	167,320.
Williams Companies	437,145.	497,932.
Total	8,212,075.	8,323,045.

Form 990-PF Part II Line 10, 12 and 13 Investments

L-10c Stmt

Continuation Statement

Ln 10c Description	Line 10c Book	Line 10c FMV
Quantum 3D Sec Conv Prom NT	140,000.	0.
Seitel Inc. Sr Nte 9.5% due 4/15/19	309,558.	396,000.
Two Harbors Investment Corp. 6.25%	176,755.	185,395.
Williams Cos Inc. 7.5%	105,850.	141,810.
Annaly Capital Mgt Inc. 6.95%	125,000.	129,100.
Bank of America Corp 6%	200,000.	217,520.
Colony Northstar Inc. Ser J 7.125%	75,000.	75,090.
GMAC Cap Trl	178,510.	181,650.
Invesco Mortgage Capital Inc. Pfd 7.5%	100,000.	99,960.
Petroquest Energy LLC 6.875%	98,250.	48,375.
Seaspan Corp 6.375%	200,565.	204,400.
Spirit Realty Capital Inc. Pfd Ser A 6%	62,500.	62,100.
Two Harbors Invt Corp Pfd Ser A	25,000.	27,260.
Two Harbors Invt Corp Pfd Ser C	75,000.	75,240.
Total	1,871,988.	1,843,900.