Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0052
2017
Open to Public Inspection

29491146039158

For calendar year 2017 or tax year beginning , and ending

Name of foundation: HARVEY RANDALL WICKES FOUNDATION
A Employer identification number: 38-6061470
Number and street (or P O box number if mail is not delivered to street address): 472 PLAZA NORTH, 4800 FASHION SQ.
Room/suite:
B Telephone number (see instructions): 989-799-1850
City or town, state or province, country, and ZIP or foreign postal code: SAGINAW MI 48604
C If exemption application is pending, check here ▶ [ ]

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] 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 [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

04

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) ▶ $ 46,489,355

J Accounting method [X] Cash [ ] Accrual [ ] 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 ▶ [ ]

03
04

8A

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)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,088,033	1,005,082		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,051,474			
	b	Gross sales price for all assets on line 6a 4,830,144				
	7	Capital gain net income (from Part IV, line 2)		1,342,030		
	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)	0	-9,601		
	12	**Total.** Add lines 1 through 11	2,139,507	2,337,511	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	112,764	40,536		72,228
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	23,360	17,520		5,840
	c	Other professional fees (attach schedule) STMT 2	76,883	76,883		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	52,214	3,076		5,138
	19	Depreciation (attach schedule) and depletion STMT 4	257	257		
	20	Occupancy	9,545	3,341		6,204
	21	Travel, conferences, and meetings				
	22	Printing and publications	799	799		
	23	Other expenses (att sch) STMT 5	12,687	4,266		8,421
	24	**Total operating and administrative expenses.** Add lines 13 through 23	288,509	146,678	0	97,831
	25	Contributions, gifts, grants paid	1,947,385			1,947,385
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,235,894	146,678	0	2,045,216
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-96,387			
	b	**Net investment income** (if negative, enter -0-)		2,190,833		
	c	**Adjusted net income** (if negative, enter -0-)			0	

933 16

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	86,673	41,381	41,381
	2	Savings and temporary cash investments	409,025	608,658	608,658
	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 (att 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	107,970	107,970	30,867
	c	Investments – corporate bonds (attach schedule) SEE STMT 7	7,906,848	7,965,530	8,710,862
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 8	27,452,102	27,168,120	37,097,447
	14	Land, buildings, and equipment basis ▶ 8,888			
		Less accumulated depreciation (attach sch) ▶ STMT 9 8,748	397	140	140
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	35,963,015	35,891,799	46,489,355
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 ▶ SEE STATEMENT 10)	1,643	26,814	
	23	**Total liabilities** (add lines 17 through 22)	1,643	26,814	
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	35,961,372	35,864,985	
	30	**Total net assets or fund balances** (see instructions)	35,961,372	35,864,985	
	31	**Total liabilities and net assets/fund balances** (see instructions)	35,963,015	35,891,799	

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	35,961,372
2	Enter amount from Part I, line 27a	2	-96,387
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	35,864,985
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	35,864,985

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	ORDINARY GAINS FROM K-1	P	VARIOUS	VARIOUS
c	LOSSES FROM K-1'S	P	VARIOUS	VARIOUS
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	4,830,144		3,778,670	1,051,474
b	291,012			291,012
c			456	-456
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				1,051,474
b				291,012
c				-456
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	1,342,030
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	1,342,030

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))
2016	2,152,086	41,240,572	0.052184
2015	2,157,084	43,501,021	0.049587
2014	2,014,308	44,413,696	0.045353
2013	1,876,311	41,232,010	0.045506
2012	1,885,920	38,297,932	0.049243

2	**Total** of line 1, column (d)	2	0.241873
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	0.048375
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	44,325,929
5	Multiply line 4 by line 3	5	2,144,267
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	21,908
7	Add lines 5 and 6	7	2,166,175
8	Enter qualifying distributions from Part XII, line 4	8	2,045,216

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 ▶ ☐ 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	43,817
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	43,817
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	43,817
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 15,400		
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	15,400
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	28,417
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the Instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	6	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	7	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*? If "No," attach explanation	8b	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 taxable year beginning in 2017? See instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ CRAIG W. HORN Telephone no ▶ 989-799-1850 4800 FASHION SQUARE BLVD Located at ▶ SAGINAW MI ZIP+4 ▶ 48604			
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 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
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 2017?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ 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) 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 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) 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 2017?	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 **5b**

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? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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
SEE STATEMENT 11				

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
HARTLAND & CO CLEVELAND 1100 SUPERIOR AVENUE, E SUITE 1616 OH 44114	INVESTMENT SVCS	65,160
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	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

DAA

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	44,935,420
b	Average of monthly cash balances	1b	65,146
c	Fair market value of all other assets (see instructions)	1c	377
d	**Total** (add lines 1a, b, and c)	1d	45,000,943
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	45,000,943
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	675,014
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	44,325,929
6	**Minimum investment return.** Enter 5% of line 5	6	2,216,296

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	2,216,296
2a	Tax on investment income for 2017 from Part VI, line 5 — 2a: 43,817		
b	Income tax for 2017 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	43,817
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,172,479
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,172,479
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	2,172,479

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	2,045,216
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	2,045,216
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,045,216

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				2,172,479
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			2,039,297	
b Total for prior years 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 2,045,216				
a Applied to 2016, but not more than line 2a			2,039,297	
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				5,919
e Remaining amount distributed out of corpus				
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				
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 2016 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				2,166,560
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)				
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
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 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))

N/A

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc , 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

CRAIG W. HORN 989-799-1850
4800 FASHION SQ. BLVD. SAGINAW MI 48604

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

SEE STATEMENT 12

c Any submission deadlines

N/A

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

SEE STATEMENT 13

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE ATTACHED STATEMENT				1,947,385
Total			▶ 3a	1,947,385
b *Approved for future payment* SEE ATTACHED STATEMENT				1,399,817
Total			▶ 3b	1,399,817

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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					
4 Dividends and interest from securities			14	1,005,082	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,342,030	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 14		-83,962		-9,601	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-83,962		2,337,511	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,253,549

(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	

DAA

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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
N/A		

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

Signature of officer or trustee | Date 4/25/18 | Title PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
LAURA M. EBEL	Laura M. Ebel	4/25/18	

Firm's name ▶	ANDREWS HOOPER PAVLIK PLC	PTIN	P00184232
Firm's address ▶	5300 GRATIOT RD SAGINAW, MI 48638-6035	Firm's EIN ▶	38-3133790
		Phone no	989-497-5300

DAA

Federal Statements

Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
BUCKEYE PARTNERS LP - PTP	$	$ 233	$
ALTERNATIVE INVESTMENTS INST		-9,145	
TC PIPELINE LP - PTP		-361	
ENTERPRISE PRODUCTS LP - PTP		1	
ENBRIDGE ENERGY LP - PTP		-329	
TOTAL	$ 0	$ -9,601	$ 0

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
AUDIT AND 990PF PREP FEES	$ 23,360	$ 17,520	$	$ 5,840
TOTAL	$ 23,360	$ 17,520	$ 0	$ 5,840

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MERRILL LYNCH INVESTMENT FEES	$ 150	$ 150	$	$
CHARLES SCHWAB INVESTMENT FEES	25	25		
AGINCOURT CAPITAL INVESTMENT FEE	11,548	11,548		
HARTLAND & CO. INVESTMENT FEES	65,160	65,160		
TOTAL	$ 76,883	$ 76,883	$ 0	$ 0

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAXES	$ 44,000	$	$	$
PAYROLL TAXES	8,148	3,053		5,095
PROPERTY TAXES	66	23		43
TOTAL	$ 52,214	$ 3,076	$ 0	$ 5,138

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
4 DRAWER FILING CABINET 10/15/77	$ 263	$ 263	S/L	10	$	$	$
4 DRAWER FILING CABINET 2/15/81	316	316	S/L	10			
FILING CABINET 11/19/85	225	225	S/L	10			
OFFICE EQUIPMENT 1/05/89	606	606	S/L	10			
HIGH BACK CHAIR 2/28/95	750	750	S/L	5			
OFFICE FURNITURE 5/11/98	2,542	2,542	S/L	7			
(2) DICTATING MACHINES 11/02/98	1,198	1,198	S/L	5			
4-DRAWER FILING CABINET 8/22/02	1,449	1,449	S/L	10			
LATERAL FILE 6/18/07	340	323	S/L	10	17	17	
LENOVO THINKCENTRE COMPUTER 7/24/13	1,199	819	S/L	5	240	240	
TOTAL	$ 8,888	$ 8,491			$ 257	$ 257	$ 0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
MISCELLANEOUS	3,950	1,383		2,567
OTHER INSURANCE	8,237	2,883		5,354
COUNCIL OF MI FOUNDATIONS	500			500
TOTAL	$ 12,687	$ 4,266	$ 0	$ 8,421

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
SEE STATEMENT - CORPORATE STOCK	$ 107,970	$ 107,970	COST	$ 30,867
TOTAL	$ 107,970	$ 107,970		$ 30,867

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
SEE STATEMENT - BONDS	$ 7,906,848	$ 7,965,530	COST	$ 8,710,862
TOTAL	$ 7,906,848	$ 7,965,530		$ 8,710,862

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE STATEMENT - MUTUAL FUNDS	$ 22,669,452	$ 22,610,700	COST	$ 31,120,683
SEE STATEMENT - ALT INVESTMENTS	4,782,650	4,557,420	COST	5,976,764
TOTAL	$ 27,452,102	$ 27,168,120		$ 37,097,447

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
BUILDINGS/EQUIPMENT	$ 397	$ 8,888	$ 8,748	$ 140
TOTAL	$ 397	$ 8,888	$ 8,748	$ 140

Federal Statements

Statement 10 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
FEDERAL EXCISE TAX PAYABLE	$ 1,643	$ 26,814
TOTAL	$ 1,643	$ 26,814

Federal Statements

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

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
MARY LOU CASE 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TREASURER	0.69	1,500	0	0
ELLEN E. CRANE 4800 FASHION SQ. BLVD. SAGINAW MI 48604	VICE PRES.	0.69	1,500	0	0
PETER EWEND 4800 FASHION SQ. BLVD SAGINAW MI 48604	TRUSTEE	0.35	1,000	0	0
WILLIAM A. HENDRICK 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	0.35	750	0	0
RICHARD HEUSCHELE 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	0.35	500	0	0
CRAIG W. HORN 4800 FASHION SQ. BLVD. SAGINAW MI 48604	PRESIDENT	20.00	75,000	0	0
RICHARD KATZ 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	0.35	1,000	0	0
MICHELE PAVLICEK 4800 FASHION SQ. BLVD. SAGINAW MI 48604	SECRETARY	23.64	31,514	0	0

Statement 12 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
REQUESTS FOR FUNDS SHOULD BE IN WRITTEN FORM INCLUDING SPECIFIC DETAILS AS TO THE INTENDED USE OF THE FUNDS.

Statement 13 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
CHARITABLE AND CIVIC ORGANIZATIONS LOCATED PRIMARILY IN THE SAGINAW, MICHIGAN AREA.

Statement 14 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
BUCKEYE PARTNERS LP - PTP		$	14	$ 233	$
ALTERNATIVE INVESTMENTS INS			14	-9,145	
TC PIPELINE LP - PTP			14	-361	
ENTERPRISE PRODUCTS LP - PT			14	1	
ENBRIDGE ENERGY LP - PTP			14	-329	
BUCKEYE PARTNERS LP - PTP	900001	8,152			
ONEOK PARTNERS LP - PTP	900001	-109,866			
ENTERPRISE PRODUCTS LP - PT	900001	3,981			
TC PIPELINES LP - PTP	900001	13,771			
TOTAL		$ -83,962		$ -9,601	$ 0

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2017
Form 990-PF, Part II, Line 10b - Corporate Stock Investments

		December 31, 2017	
	Shares	Cost	Market Value
Corporate stocks (common unless otherwise noted)			
Huntington Bancshares	2,120	$ 107,970	$ 30,867
Total corporate stocks		$ 107,970	$ 30,867

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2017
Form 990-PF, Part II, Line 10c - Corporate Bond Investments

	Maturity Value	December 31, 2017 Cost	December 31, 2017 Market Value
Bonds			
Abbott Laboratories, 2.90% Bonds, due 11/30/21	$ 5,000	$ 5,011	$ 5,053
Abbott Laboratories, 3.40% Bonds, due 11/30/23	5,000	5,004	5,087
Abbott Laboratories, 3.75% Bonds, due 11/30/26	15,000	15,484	15,407
Abbvie Inc, 2.90% Bonds, due 11/06/22	25,000	24,157	25,073
Aetna, Incorporated, 7.25% Debentures, due 8/15/23	150,000	147,494	177,305

	Maturity Value	December 31, 2017 Cost	December 31, 2017 Market Value
Bonds (continued)			
Aetna, Incorporated, 7.625% Guarantee, due 8/15/26	$ 200,000	$ 208,061	$ 256,382
AGL Cap Corp., 2.45% Bonds, due 10/01/23	10,000	9,726	9,694
America Movil, 6.375% Bonds, due 3/01/35	10,000	12,163	12,677
American Express, 7.00% Bonds, due 3/19/18	40,000	41,040	40,432
American Express, 2.70% Bonds, due 3/03/22	15,000	14,986	15,050
American Express, 2.50% Bonds, due 8/01/22	10,000	10,010	9,878
Ameriprise Financial, 5.30% Bonds, due 3/15/20	25,000	26,732	26,506
Ameriprise Financial, 4.00% Bonds, due 10/15/23	10,000	10,680	10,584
Ameriprise Financial, 3.70% Bonds, due 10/15/24	5,000	5,307	5,196
Amgen Incorporated, 3.125% Bonds, due 5/01/25	20,000	20,196	20,078
Anadarko Petroleum Corp., 7.05% Debentures, due 5/15/18	159,000	158,779	161,566
Analog Devices Inc., 3.90% Bonds, due 12/15/25	10,000	10,095	10,427
Anheuser-Busch Inc., 3.30% Bonds, due 2/01/23	40,000	39,922	40,893
APTIV PLC, 3.15% Bonds, due 11/19/20	20,000	20,489	20,287
Atmos Energy Co., 4.125% Bonds, due 10/15/44	5,000	5,269	5,463
AT&T Inc., 5.50% Bonds, due 2/01/18	25,000	25,457	25,068
AT&T Inc., 2.85% Bonds, due 2/14/23	5,000	4,997	5,018
AT&T Inc., 3.60% Bonds, due 2/17/23	20,000	20,375	20,456
AT&T Inc., 3.90% Bonds, due 8/14/27	10,000	9,937	10,068
AT&T Inc., 5.35% Bonds, due 9/01/40	5,000	4,971	5,275
AT&T Wireless SVCS, Inc., 8.75% Senior Notes, due 3/01/31	200,000	208,927	284,790
Bank of America, 5 65% Bonds, due 5/01/18	70,000	71,241	70,836
Bank of America, 3.30% Bonds, due 1/11/23	40,000	40,301	40,927
Bank of America, 3.875% Bonds, due 8/01/25	10,000	10,461	10,523
Berkley WR Corp., 8.70% Debentures, due 1/01/22	186,000	188,888	222,041
BP Capital MKT, 3.245% Bonds, due 5/06/22	10,000	10,144	10,269
BP Capital MKT, 3.814% Bonds, due 2/10/24	10,000	10,546	10,522
British Teleco, 9.125% Bonds, due 12/15/30	15,000	22,775	22,312
Brunswick Corp., 7.125% Bonds, due 8/01/27	100,000	95,779	119,710
Bunge Ltd. Financial Corp., 8.50% Bonds, due 6/15/19	30,000	31,732	32,478
Bunge Ltd. Financial Corp., 3.25% Bonds, due 8/15/26	5,000	4,851	4,773
Burlington North, 5.75% Bonds, due 3/15/18	15,000	15,157	15,114
Burlington North SantaFe, 3.00% Bonds, due 3/15/23	15,000	15,432	15,279
Burlington Resources, Inc., 6.875% Company Guaranteed, due 2/15/26	140,000	148,702	168,245
Canadian Natural Resources, 3.45% Bonds, due 11/15/21	15,000	15,311	15,363

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2017
Form 990-PF, Part II, Line 10c - Corporate Bond Investments

	Maturity Value	December 31, 2017 Cost	Market Value
Bonds (continued)			
Canadian Natural Resources, 2.95% Bonds, due 1/15/23	$ 25,000	$ 25,154	$ 24,855
Canadian Natural Resources, 3.85% Bonds, due 6/01/27	5,000	4,995	5,105
Canadian Pacific, 7.25% Bonds, due 5/15/19	15,000	14,947	15,977
Canadian Pacific, 4.45% Bonds, due 3/15/23	5,000	5,466	5,328
Capital One Financial, 4.75% Bonds, due 7/15/21	15,000	16,073	16,002
Capital One Financial, 3.50% Bonds, due 6/15/23	5,000	5,142	5,081
Champion Intl Corp., 7.35% Debentures, due 11/01/25	190,000	187,023	229,416
Chevron Corp., 2.419% Bonds, due 11/17/20	35,000	35,315	35,155
Chubb Corp., 2.30% Bonds, due 11/03/20	15,000	14,947	14,968
Chubb Corp., 2.875% Bonds, due 11/03/22	10,000	10,158	10,095
Citigroup Inc., 2.70% Bonds, due 3/30/21	10,000	9,996	10,018
Citigroup Inc., 4.50% Bonds, due 1/14/22	50,000	53,249	53,194
CNA Financial, 6.95% Bonds, due 1/15/18	200,000	200,020	200,312
Coca Cola Company, 2 875% Bonds, due 10/27/25	15,000	15,020	15,063
Comcast Corp., 3.15% Bonds, due 3/01/26	5,000	5,073	5,041
Comcast Corp, 5.15% Guaranteed Bonds, due 3/01/20	10,000	10,603	10,617
Commercial Mortgage Trust Series 2013-C, 4.046% REMIC, due 10/15/46	30,000	32,736	31,793
Commercial Mortgage 2012-CCRE2, 3.147% REMIC, due 8/15/45	35,000	35,889	35,530
Commercial Mortgage 2013-CCRE8, 3.612% REMIC, due 6/12/46	20,000	21,084	20,763
Conoco Phillips, 6.50% Bonds, due 2/01/39	15,000	18,195	20,991
Constellation Brands, 4.25% Bonds, due 5/01/23	5,000	5,326	5,297
Constellation Brands, 4.75% Bonds, due 11/15/24	10,000	10,692	10,952
CSX Corp., 8.625% Debentures, due 5/15/22	140,000	148,407	171,518
CSX Corp., 6.22% Bonds, due 4/30/40	10,000	12,170	13,198
CVS Health Corp., 4.125% Bonds, due 5/15/21	15,000	15,539	15,558
CVS Health Corp., 2.125% Bonds, due 6/01/21	5,000	5,064	4,885
CVS Health Corp., 2.75% Bonds, due 12/01/22	10,000	10,089	9,835
Dayton Hudson Corporation, 9.35% Bonds, due 6/16/20	100,000	100,000	116,284
Deutsche Teleko, 8.75% Company Guaranteed, due 6/15/30	15,000	18,352	22,418
Devon Energy Corporation, 4.00% Bonds, due 07/05/21	40,000	41,594	41,638
Diago Capital PLC, 4.828% Bonds, due 7/15/20	10,000	10,657	10,601
Digital Realty, 2.75% Bonds, due 2/01/23	15,000	14,978	14,856
Dominion Gas Hold, 3.6% Bonds, due 12/15/24	30,000	31,399	30,640
Dow Chemical Co., 8.55% Bonds, due 5/15/19	35,000	38,161	37,894
Duke Energy Corp., 3.75% Bonds, due 4/15/24	20,000	20,349	20,789

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2017
Form 990-PF, Part II, Line 10c - Corporate Bond Investments

	Maturity Value	December 31, 2017 Cost	December 31, 2017 Market Value
Bonds (continued)			
Duke Energy Field, 8.125% Bonds, due 8/16/30	$ 50,000	$ 49,451	$ 58,500
Eaton Corp., 2.75% Bonds, due 11/02/22	15,000	14,807	15,017
Ecolab Inc., 4.35% Bonds, due 12/08/21	8,000	8,376	8,503
Enterprise Products, 5.25% Bonds, due 1/31/20	15,000	15,335	15,791
Enterprise Products, 5.20% Bonds, due 9/01/20	10,000	10,692	10,654
Enterprise Products, 4.85% Bonds, due 3/15/44	10,000	10,093	10,970
Expedia Inc., 7.456% Bonds, due 8/15/18	15,000	15,718	15,439
FedEx Corp., 4.90% Bonds, due 1/15/34	10,000	10,441	11,282
FHLMC A7-6044, 5.50%, due 4/01/38	35,000	2,173	2,458
FHLMC C0-4444, 3.00%, due 1/01/43	65,000	40,849	41,051
FHLMC C0-9022, 3.00%, due 1/01/43	90,000	58,327	57,256
FHLMC C0-9035, 3.00%, due 4/01/43	35,000	22,630	22,757
FHLMC E0-9015, 2.50%, due 12/01/27	30,000	14,268	13,768
FHLMC G0-2794, 6.00%, due 5/01/37	60,000	1,325	1,582
FHLMC G0-8062, 5.00%, due 6/01/35	125,000	4,302	5,865
FHLMC G0-8528, 3.00%, due 4/01/43	50,000	31,353	32,404
FHLMC G0-8640, 3 00%, due 5/01/45	50,000	38,760	38,748
FHLMC G0-8653, 3.00%, due 7/01/45	115,000	92,614	91,710
FHLMC G0-8710, 3.00%, due 6/01/46	25,000	21,717	22,182
FHLMC G1-1879, 5.00%, due 10/01/20	150,000	2,301	3,036
FHLMC G1-6164, 2.50%, due 1/01/30	40,000	35,086	35,017
FHLMC G1-8246, 4.50%, due 4/01/23	454,528	16,614	16,031
FHLMC G1-8461, 2.50%, due 4/01/28	85,000	43,022	43,209
Fiserv Inc., 2.70% Bonds, due 6/01/20	10,000	10,109	10,065
Fiserv Inc., 3.85% Bonds, due 6/01/25	10,000	10,008	10,403
FNMA PL AB2092, 4.00%, due 1/01/41	105,000	49,045	52,090
FNMA PL AB2172, 4.00%, due 2/01/41	40,000	17,850	18,134
FNMA PL AH2366, 3.50%, due 1/01/26	105,000	23,686	24,379
FNMA PL AH2659, 3.50%, due 1/01/26	105,000	19,097	19,073
FNMA PL AH3394, 4.00%, due 1/01/41	155,000	41,951	41,322
FNMA PL AL6290, 3.50%, due 12/01/27	25,000	13,446	13,194
FNMA PL AL9105, 4.50%, due 10/01/46	25,000	19,329	19,133
FNMA PL AS6520, 3.50%, due 1/01/46	25,000	20,370	20,394
FNMA PL AS7112, 3.50%, due 5/01/46	50,000	42,684	41,577
FNMA PL AS7343, 3.00%, due 6/01/46	65,000	59,248	57,574

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2017
Form 990-PF, Part II, Line 10c - Corporate Bond Investments

	Maturity Value	December 31, 2017 Cost	Market Value
Bonds (continued)			
FNMA PL AS8573, 3.50%, due 12/01/46	$ 35,000	$ 33,011	$ 33,215
FNMA PL BA0849, 3.50%, due 4/01/46	25,000	20,919	20,470
FNMA PL MA0533, 4.00%, due 10/01/40	65,000	12,704	13,213
FNMA PL MA2578, 3.50%, due 4/01/46	50,000	40,277	39,744
FNMA PL MA2879, 4.00%, due 1/01/47	40,000	36,270	36,458
FNMA PL MA3088, 4.00%, due 8/01/47	40,000	40,614	40,526
FNMA PL MA3120, 3.50%, due 9/01/47	135,000	137,523	136,297
FNMA PL MA3121, 4.00%, due 9/01/47	30,000	30,781	30,735
FNMA PL 735502, 6.00%, due 4/01/35	170,000	2,985	6,281
FNMA PL 735503, 6.00%, due 4/01/35	225,000	4,863	9,936
FNMA PL 745275, 5.00%, due 2/01/36	355,000	17,554	17,412
FNMA PL 745355, 5.00%, due 3/01/36	135,000	5,099	6,604
FNMA PL 942987, 6.00%, due 9/01/37	40,000	793	896
FNMA PL 948156, 5.50%, due 11/01/22	39,780	730	781
FNMA PL 995023, 5.50%, due 8/01/37	410,000	24,382	27,630
France Telecom, 9.00% Bonds, due 3/01/31	15,000	20,443	22,547
General Motors Co., 3.50% Bonds, due 10/02/18	35,000	35,229	35,344
Gilead Sciences, 3.65% Bonds, due 3/01/26	5,000	5,247	5,177
Gilead Sciences, 4.80% Bonds, due 4/01/44	5,000	5,716	5,795
GNMA PL MA0783M, 3.50%, due 2/20/43	305,000	132,400	131,314
GNMA PL MA1157M, 3.50%, due 7/20/43	85,000	40,860	40,716
Goldman Sachs, 2.625% GR Bonds, due 01/31/19	30,000	30,247	30,119
Goldman Sachs, 5.25% GR Bonds, due 7/27/21	30,000	33,236	32,518
Goodrich (B.F.), 7.00% Bonds, due 4/15/38	75,000	77,752	102,449
Government of Ontario, 4.40% Bonds, due 4/14/20	30,000	31,731	31,433
Home Depot Inc., 5.40% Bonds, due 9/15/40	15,000	17,382	19,201
Household Financing Co., 7.625% Global Bonds, due 5/17/32	240,000	250,270	321,434
HSBC Holdings PLC, 5.10% Bonds, due 04/05/21	5,000	5,383	5,369
Iberdrola USA, 6.75% Bonds, due 7/15/36	10,000	11,476	13,102
IBM Corp , 7.00% Bonds, due 10/30/25	15,000	18,849	19,223
International BK Recon & Develop., 9.75% Bonds, due 10/08/18	50,000	51,007	52,988
International Paper Co., 6.00% Bonds, due 11/15/41	10,000	10,641	12,532
Interpublic Group, 4.00% Bonds, due 3/15/22	5,000	5,178	5,169
Interpublic Group, 4.20% Bonds, Due 4/15/24	15,000	15,886	15,739
Johnson & Johnson, 4.375% Bonds, due 12/05/33	10,000	10,922	11,398

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2017
Form 990-PF, Part II, Line 10c - Corporate Bond Investments

	Maturity Value	December 31, 2017 Cost	Market Value
Bonds (continued)			
JPMorgan Chase, 4.25% Bonds, due 10/15/20	$ 5,000	$ 5,209	$ 5,242
JPMorgan Chase, 2.55% Bonds, due 3/01/21	15,000	15,086	15,017
JPMorgan Chase, 4.35% Bonds, due 08/15/21	35,000	37,495	37,060
JPMorgan Chase, 3.625% Bonds, due 5/13/24	15,000	15,472	15,544
Kroger Company, 3.30% Bonds, due 1/15/21	15,000	15,107	15,298
Lakehead Pipeline LP, 7.125% Senior Notes, due 10/01/28	50,000	48,813	58,285
Lincoln National Corp., 8.75% Bonds, due 7/01/19	4,000	4,460	4,359
Lincoln National Corp., 4.85% Bonds, due 6/24/21	10,000	10,557	10,669
Lincoln National Corp., 3.625% Bonds, due 12/12/26	10,000	10,006	10,200
Lockheed Martin Corp., 3.10% Bonds, due 1/15/23	5,000	4,978	5,078
Lockheed Martin Corp., 2.90% Bonds, due 3/01/25	10,000	10,022	9,952
Lockheed Martin Corp., 4.5% Bonds, due 5/15/36	5,000	5,417	5,591
Lowes Companies, 6.875% Debentures, due 2/15/28	79,000	75,944	102,241
LYB International, 4.00% Bonds, due 7/15/23	20,000	20,246	20,946
LYB International, 3.50% Bonds, due 3/02/27	5,000	4,928	5,006
MacMillan Bloedel LTD, 7.70% Debentures, due 2/15/26	65,000	64,513	82,176
Medtronic Inc., 4.375% Bonds, due 3/15/35	10,000	10,533	11,256
Microsoft Corp., 4.20% Bonds, due 11/03/35	15,000	15,453	16,974
MidAmerican Energy, 6.125% Bonds, due 4/01/36	25,000	26,304	33,534
Motorola, Inc., 7.50% Debentures, due 5/15/25	120,000	119,602	144,785
National Rural Utilities, 5.45% Bonds, due 2/01/18	10,000	10,203	10,028
National Rural Utilities, 2.95% Bonds, due 2/07/24	15,000	15,235	15,083
NBC Universal, 5.15% Bonds, due 4/30/20	15,000	15,928	15,945
Norsk Hydro, 7.75% Company Guaranteed, due 6/15/23	170,000	179,200	211,172
Norsk Hydro, 7 75% Debentures, due 6/15/23	15,000	16,158	18,613
Novartis, 5.125% Bonds, due 2/10/19	10,000	10,231	10,321
Nucor Corp., 4.125% Bonds, due 9/15/22	10,000	10,616	10,541
Nucor Corp., 5.20% Bonds, due 8/01/43	5,000	5,197	6,024
Nvidia Corp., 3.20% Bonds, due 9/16/26	20,000	19,489	20,008
Occidental Petroleum, 8.45% Bonds, due 2/15/29	175,000	177,802	248,469
Oracle Corp., 2.40% Bonds, due 9/15/23	5,000	4,832	4,938
Oracle Corp , 5.375% Bonds, due 7/15/40	10,000	11,412	12,610
Petroleos Mexico, 6.375% Bonds, due 02/04/21	20,000	21,950	21,781
Progress Energy Inc., 6.00% Bonds, due 12/01/39	10,000	10,931	13,050
Province De Quebec, 7.125% Debenture, due 2/09/24	35,000	43,317	43,058

	Maturity Value	December 31, 2017 Cost	Market Value
Bonds (continued)			
Public Service of New Mexico, 7.50% Senior Notes, due 8/01/18	$ 179,000	$ 179,146	$ 184,164
Reed Elsevier, 8.625% Bonds, due 1/15/19	30,000	32,334	31,877
Rio Tinto Financial, 3.75% Bonds, due 6/15/25	5,000	4,905	5,237
Rockwell Collins, 3.20% Bonds, due 3/15/24	5,000	5,100	5,032
Rockwell Collins, 3.50% Bonds, due 3/15/27	5,000	5,128	5,077
Roper Technology, 6.25% Bonds, due 9/01/19	25,000	26,031	26,569
Roper Technology, 3.125% Bonds, due 11/15/22	5,000	4,913	5,040
Roper Technology, 3.85% Bonds, due 12/15/25	15,000	15,666	15,494
Ryder System Inc., 2.25% Bonds, due 09/01/21	10,000	9,803	9,815
Ryder System Inc., 2.80% Bonds due 03/01/22	20,000	20,166	19,957
San Diego Gas & Electric, 6.00% Bonds, due 6/01/39	5,000	6,890	6,669
Shell International Finance, 6 375% Bonds, due 12/15/38	10,000	13,088	13,978
Sherman Williams, 3.125% Bonds, due 6/01/24	25,000	25,062	25,073
Southern California Gas, 5.45% Bonds, due 4/15/18	20,000	20,182	20,159
Southwest Airlines, 2.65% Bonds, due 11/05/20	25,000	25,040	25,109
Southwest Airlines, 3.00% Bonds, due 11/15/26	10,000	9,675	9,655
Southwest Airlines, 6.15% REMIC, due 2/01/24	10,000	6,921	6,503
Statoil ASA, 5.10% Bonds, due 8/17/40	5,000	5,634	6,054
Sunoco Logistics, 4.65% Bonds, due 2/15/22	15,000	15,723	15,711
Sunoco Logistics, 3.45% Bonds, due 1/15/23	10,000	9,854	9,946
Suntrust Banks, 2.35% Bonds, due 11/01/18	25,000	25,020	25,053
Suntrust Banks, 2.90% Bonds, due 3/03/21	15,000	15,290	15,089
Suntrust Banks, 2.45% Bonds, due 8/01/22	5,000	5,001	4,935
TC Pipelines LP, 4.65% Bonds, due 6/15/21	30,000	30,473	31,495
TCI, Inc., 7.875% Debentures, due 2/15/26	100,000	111,422	133,011
Telefonica EMI, 7.045% Bonds, due 6/20/36	10,000	12,881	13,375
Thermo Fisher, 3.60% Bonds, due 8/15/21	15,000	15,548	15,418
Thermo Fisher, 3.00% Bonds, due 4/15/23	5,000	4,945	5,021
Thermo Fisher, 4.15% Bonds, due 2/01/24	10,000	10,464	10,603
Toyota Auto, 3.30% Bonds, due 1/12/22	29,000	29,529	29,858
TRW, Inc., 7.75% Debentures, due 6/01/29	70,000	68,618	94,787
Twenty First Century, 3.00% Bonds, due 9/15/22	20,000	19,729	20,223
Twenty First Century, 6.20% Bonds, due 12/15/34	15,000	15,901	19,329
UBS-Barclays Co., 3.091% REMIC, due 8/12/49	30,000	30,655	30,466
United Health, 6.875% Bonds, due 2/15/38	10,000	11,208	14,434

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2017
Form 990-PF, Part II, Line 10c - Corporate Bond Investments

	Maturity Value	December 31, 2017 Cost	December 31, 2017 Market Value
Bonds (continued)			
US Treasury, 4.50% Bonds, due 8/15/39	$ 320,000	$ 411,617	$ 417,850
US Treasury, 2.00% Notes, due 2/15/22	115,000	115,231	114,425
US Treasury, 2.125% Notes, due 5/15/25	25,000	24,784	24,613
USX-Marathon Group, 8.50% Bonds, due 3/01/23	131,000	133,519	155,076
Valero Energy, 6.625% Bonds, due 6/15/37	10,000	11,120	13,228
Ventas Realty, 3.50% Bonds, due 2/01/25	10,000	9,745	10,053
Verizon Communications, 3.125% Bonds, due 3/16/22	30,000	30,556	30,390
Verizon Communications, 4.4% Bonds, due 11/01/34	15,000	14,402	15,279
Virginia Electric, 2.95% Bonds, due 1/15/22	30,000	30,260	30,429
Virginia Electric, 4.65% Bonds, due 8/15/43	5,000	5,348	5,815
Vodafone Group, 2.95% Bonds, due 2/19/23	5,000	4,932	5,027
Vodafone Group, 6.15% Unsecured, due 2/27/37	10,000	11,405	12,496
Waste Management Inc., 4.75% Bonds, due 6/30/20	10,000	10,535	10,590
Waste Management Inc., 3.125% Bonds, due 3/01/25	15,000	15,051	15,106
Wellpoint Inc., 4.35% Bonds, due 8/15/20	10,000	10,373	10,440
Wellpoint Inc., 4.625% Bonds, due 5/15/42	5,000	5,164	5,522
Wells Fargo Bank, 4.60% Bonds, due 04/01/21	35,000	37,143	37,206
Wells Fargo Bank, 3.00% Bonds, due 2/19/25	20,000	19,531	19,791
WellTower Inc., 2.25% Bonds, due 3/15/18	5,000	5,002	5,003
Westrock Co., 4.45% Bonds, due 3/01/19	20,000	20,505	20,422
Westrock Co., 3.50% Bonds, due 3/01/20	25,000	25,246	25,449
WFRBS Commercial Mortgage, 3.001% REMIC, due 8/17/45	30,000	30,771	30,400
XTO Energy Inc., 6.75% Bonds, due 8/01/37	5,000	6,811	7,077
Total bonds	$ 10,674,308	$ 7,965,530	$ 8,710,862

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2017
Form 990-PF, Part II, Line 13 - Other Investments

		December 31, 2017	
	Shares	Cost	Market Value
Mutual funds			
AQR Long Short Equity Fund	53,493	$ 750,054	$ 742,485
Credit Suisse Floating Bond Fund	183,612	1,250,054	1,257,743
Diamond Hill Long Short	28,541	750,054	753,194
Harbor Cap Appreciation Fund	29,268	1,402,623	2,032,366
Oppenheimer Developing Markets	47,660	1,559,771	2,046,026
Transamerica International Equity	193,117	3,402,018	3,769,635
Vanguard Mid Cap Index Fund	11,859	1,108,761	2,271,584
Vanguard Value Index	56,357	2,009,706	2,333,745
Vanguard 500 Index Fund	31,965	4,299,018	7,889,569
Virtus Quality Small Cap Fund	66,088	832,106	1,251,710
Wells Fargo Advantage Absolute Return	151,423	1,660,899	1,724,713
William Blair International Growth Fund	123,928	2,541,543	3,857,872
William Blair Small Cap Growth Fund	40,191	1,044,093	1,190,041
Total mutual funds		$ 22,610,700	$ 31,120,683
Alternative investments			
Alternative Investment Group	N/A	$ 70,612	$ 70,649
Buckeye Partners LP	6,200	175,984	307,210
Enbridge Energy Partners LP	7,000	159,287	96,670
Enterprise Products Partners LP	19,482	176,022	516,468
GARS Standard Life Inv Absolute	1,175	1,500,000	1,521,639
Oneok Inc (Oklahoma)	6,304	327,808	336,948
TC Pipelines LP	6,300	147,707	334,530
Weatherlow Offshore Fund I Ltd. Class IA	1,841	2,000,000	2,792,650
Total alternative investments		$ 4,557,420	$ 5,976,764

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2017
Form 990-PF, Part XV - Grants and Contributions Paid during the Year

Recipient Organization	Purpose	Foundation Status	Amount
Boys & Girls Clubs of GLBR	Triple Play/Healthy Kids Program	PC	10 000
Bridgeport Charter Township	Trailhead/Restroom at Historic Bridge	GOV	10,000
Buena Vista Charter Township	Pool Boiler	GOV	5,000
Chesaning Area Emergency Relief	Food/Consumables	PC	5,000
Children's Christmas Store	Purchase Blankets, Paper & Toiletry Items	PC	5,000
Citizens Research Council of MI	Operations	PC	5 000
City Rescue Mission of Saginaw	Food/Consumables	PC	5,000
Community Village	Health, Safety, and Beautification Project	PC	50,000
Council on Michigan Foundations	Dues	PC	6,700
Delta College	Diesel Technician Program	GOV	142,008
Delta College Foundation	Scholarships	PC	20,000
Diaper Alliance	Distribution of Diapers	PC	4,000
Downtown Saginaw Association	Riverside Saginaw Film Festival	PC	2,000
East Side Soup Kitchen	Food/Consumables	PC	5,000
Emmaus House	Food/Consumables and Renovations	PC	18,758
First Ward Community Services	Food/Consumables	PC	4,000
Great Lakes Bay Health Centers	Downtown Dental Center	PC	225,000
Hidden Harvest	Food/Consumables and New Truck	PC	9,405
Holy Cross Childrens' Services	Boiler and Building Improvements	PC	125,000
Hospital Hospitality House of Saginaw	Washers, Dryers, Carpet Cleaners, and Bed Bug Heaters	PC	11,156
Junior Achievement of Saginaw	Operations	PC	13,000
Major Chords for Minors	Furnishings and Equipment for Relocation	PC	25,000
Michigan Colleges Alliance	Operations	PC	5,000
Mid-Michigan Children's Museum	Lighting and Security Upgrades	PC	9,400
Mid-Michigan Teen Challenge	Renovations to Kitchens	PC	25,000
North Saginaw Township Little League	Concession and Pavilion Facility	PC	20,000
Old Town Soup Kitchen	Food/Consumables and Building	PC	19,000
Pit & Balcony	Lighting Equipment	PC	5,175
Power of Dad's Ministries	SOCI - Mentoring Program	PC	10 000
READ Association	Operations	PC	2 250
Saginaw Area Fireworks	2018 Fireworks Display	PC	2,000
Saginaw Arts & Enrichment Commission	Youth Series	PC	6,000
Saginaw Basin Land Conservancy	Pollinator Project	PC	20,000
Saginaw Bay Symphony Orchestra	Operations	PC	20 000
Saginaw Choral Society	Music Purchase	PC	6,000
Saginaw Community Foundation	Backpack Program	PC	4,000
Saginaw County Chamber Foundation	Saginaw Healthcare and Biosciences Industry	PC	25,000
Saginaw County Community Action Committee	Food/Consumables	PC	4,000
Saginaw County Youth Protection Council	Food/Consumables	PC	4,000
Saginaw Future, Inc	Economic Development	PC	50,000
Saginaw Township South Little League	Clay Infield Fence Repairs, and Fence Toppers	GOV	8,000
Saginaw Valley State University	Zahnow Library Renovations	GOV	450,000
Saginaw Valley State University Foundation	Braun Awards and Scholarships	PC	25 000
Salvation Army	Food/consumables	PC	4 000
Samaritis	Food/consumables	PC	5,000
SVRC Industries Inc	Farmers Market Pavilion	PC	100,000
Toys for Tots	2017 Campaign	PC	1,000
Underground Railroad, Inc	Food/consumables and Renovations	PC	16,200
United Way of Saginaw	Annual Campaign	PC	50,000
YMCA of Saginaw & Boys & Girls Club of GLBR	KidsCampUs Capital Campaign	PC	333,333
YMCA of Saginaw	SOCI - Reading Program	PC	12,000
			$ 1,947,385

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2017
Form 990-PF, Part XV - Grants and Contributions Approved for Future Payment

Recipient Organization	Purpose	Foundation Status	Amount
Citizens Research Council	Operations	PC	5,000
Council of Michigan Foundations	Dues	PC	6,900
Junior Achievement of Saginaw	Operations	PC	13,000
Michigan Colleges Alliance	Operations	PC	5,000
READ Association	Operations	PC	2,250
Saginaw Bay Symphony Orchestra	Operations	PC	20,000
Saginaw Choral Society	Music/Operations	PC	6,000
Saginaw Future, Inc	Economic Initiatives	PC	100,000
Saginaw Valley State University	Zahnow Library Renovations	GOV	300,000
SVRC Industries, Inc	Market Pavilion	PC	100,000
Temple Theater Foundation	Capital Improvements	PC	100,000
Underground Railroad, Inc	Capital Needs to Safety and Resource Center	PC	75,000
YMCA of Saginaw & Boys & Girls Club of GLBR	KidsCampUs Capital Campaign	PC	666,667
			$ 1,399,817