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Form **990-PF**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2018Department of the Treasury
Internal Revenue ServiceDo 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.

Open to Public Inspection

For calendar year 2018 or tax year beginning 07/01/18, and ending 06/30/19

Name of foundation THE WHITING FOUNDATION		A Employer identification number 38-6056693
Number and street (or P.O. box number if mail is not delivered to street address) G-9460 S SAGINAW ROAD SUITE J	Room/suite	B Telephone number (see instructions) 810-767-3600
City or town, state or province, country, and ZIP or foreign postal code GRAND BLANC MI 48439		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 18,167,439	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,042	1,042	1,042	
	4 Dividends and interest from securities	681,455	674,506	681,455	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-29,824			
	b Gross sales price for all assets on line 6a	203,933			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	652,673	675,548	682,497	
	13 Compensation of officers, directors, trustees, etc	15,000	15,000		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	1,235	1,235		
	16a Legal fees (attach schedule) SEE STMT 1	50,000	5,000		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	3,519	1,041		
	19 Depreciation (attach schedule) and depletion STMT 3				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch) STMT 4	15,956	754		2,761
	24 Total operating and administrative expenses. Add lines 13 through 23	85,710	23,030	0	2,761
	25 Contributions, gifts, grants paid	644,017			644,017
	26 Total expenses and disbursements. Add lines 24 and 25	729,727	23,030	0	646,778
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-77,054			
	b Net investment income (if negative, enter -0-)		652,518		
	c Adjusted net income (if negative, enter -0-)			682,497	

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2018)

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					
	2	Savings and temporary cash investments			211,428	272,456	272,456
	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 5			7,587,957	7,471,565	15,259,401
	c	Investments – corporate bonds (attach schedule) SEE STMT 6			2,558,425	2,537,164	2,635,582
	11	Investments – land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach sch) ▶						
12	Investments – mortgage loans						
13	Investments – other (attach schedule)						
14	Land, buildings, and equipment basis ▶	9,729					
	Less accumulated depreciation (attach sch) ▶	9,729					
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)			10,357,810	10,281,185	18,167,439	
Liabilities	17	Accounts payable and accrued expenses				500	
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)			0	500	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ▶ <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds			10,357,810	10,280,685	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see instructions)			10,357,810	10,280,685	
31	Total liabilities and net assets/fund balances (see instructions)			10,357,810	10,281,185		

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	10,357,810
2	Enter amount from Part I, line 27a	2	-77,054
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,280,756
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	71
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	10,280,685

Form 990-PF (2018) **THE WHITING FOUNDATION****38-6056693**Page **3****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 SEE WORKSHEET				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	-29,824
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8.			3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation 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))
2017	851,089	17,241,636	0.049362
2016	603,586	11,612,367	0.051978
2015	536,704	10,545,246	0.050895
2014	550,926	10,982,283	0.050165
2013	406,805	10,824,142	0.037583
2 Total of line 1, column (d)			2 0.239983
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 0.047997
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 17,344,522
5 Multiply line 4 by line 3			5 832,485
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,525
7 Add lines 5 and 6			7 839,010
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 646,778

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	13,050
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	13,050
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	13,050
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	7,716
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	7,716
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	5,334
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 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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 <input type="checkbox"/> 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 2018 or the taxable year beginning in 2018? See instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of THE WHITING FOUNDATION Telephone no 810-767-3600 G-9460 S SAGINAW, STE J Located at GRAND BLANC MI ZIP+4 48439		
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		<input type="checkbox"/>
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	N/A	1b
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 2018?	N/A	1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2018 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 2018)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2018?		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		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?								
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?								
	(3) Provide a grant to an individual for travel, study, or other similar purposes?								
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions								
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?								
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions								
	Organizations relying on a current notice regarding disaster assistance, check here								
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?								
	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?								
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?								
	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?								
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?								
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?								

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
JOHN T. LINDHOLM G9460 S SAGINAW, STE J MI 48439	EX DIRECTOR 1.00	0	0	0
LINDA J. LEMIEUX G9460 S SAGINAW, STE. J MI 48439	PRESIDENT 1.00	0	0	0
LORA M. ZIEMBO G9460 S SAGINAW, STE J MI 48439	SECRETARY 5.00	15,000	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

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(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		

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	

Form **990-PF** (2018)

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	17,440,600
b	Average of monthly cash balances	1b	168,052
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	17,608,652
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	17,608,652
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	264,130
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,344,522
6	Minimum investment return. Enter 5% of line 5	6	867,226

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	867,226
2a	Tax on investment income for 2018 from Part VI, line 5	2a	13,050
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,050
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	854,176
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	854,176
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	854,176

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	646,778
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	646,778
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	646,778

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.

Form 990-PF (2018) **THE WHITING FOUNDATION**
Part XIII Undistributed Income (see instructions)

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	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				854,176
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				201,167
e From 2017				4,435
f Total of lines 3a through e		205,602		
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 646,778				
a Applied to 2017, 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 2018 distributable amount				646,778
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	205,602			205,602
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 2017. Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				1,796
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 2013 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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				
GENESEE AREA FOCUS FUND 519 S SAGINAW ST, STE 200 FLINT MI 48502		SEE NOTE 1 SEE NOTE 2 - YOUTHQUEST		10,000
MAKE A WISH MICHIGAN 7600 GRAND RIVER AVE, STE BRIGHTON MI 48114		SEE NOTE 1	SEE NOTE 2	8,000
MIRACLE FLIGHTS 5740 S EASTERN AVE. LAS VEGAS NV 89119		SEE NOTE 1	SEE NOTE 2	10,000
GENESEE COUNTY HABITAT FOR HUMANITY 101 BURTON ST FLINT MI 48503		SEE NOTE 1	SEE NOTE 2	12,000
GIRL SCOUTS OF SE MICHIGAN 1333 BREWERY PARK BLVD DETROIT MI 48207		SEE NOTE 1	SEE NOTE 2	10,000
LIFELINE PILOTS 6100 W. DIRKSEN PARKWAY PEORIA IL 61607		SEE NOTE 1	SEE NOTE 2	10,000
THE NEW MCCREE THEATRE 2040 W CARPENTER ROAD FLINT MI 48505	SEE NOTE 2	SEE NOTE 1	- SPECIAL SUMMER CAMP	10,000
BOYS & GIRLS CLUBS OF GREATER FLINT 3701 N. AVERILL AVE FLINT MI 48506		SEE NOTE 1	SEE NOTE 2	10,000
FOOD BANK OF EASTERN MICHIGAN 2300 LAPEER ROAD FLINT MI 48503		SEE NOTE 1	SEE NOTE 2	10,000
NEW DIRECTION YOUTH PROGRAM PO BOX 321011 FLINT MI 48532		SEE NOTE 1	SEE NOTE 2	10,000
Total			▶ 3a	644,017
b Approved for future payment N/A				
Total			▶ 3b	

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					
FLINT INSTITUTE OF ARTS 1120 E. KEARSLEY ST FLINT MI 48503			SEE NOTE 1	SEE NOTE 2	50,000
FLINT CULTURAL CENTER CORP 1310 E. KEARSLEY ST FLINT MI 48503		SEE NOTE 2 -	SEE NOTE 1 SLOAN LONGWAY CAPITAL		50,000
MICHIGAN DYSLEXIA INSTITUTE 532 SHIAWASEE ST LANSING MI 48912			SEE NOTE 1	SEE NOTE 2	5,000
LIONS VISUALLY IMPAIRED YOUTH CAMP 3409 N. FIVE LAKES ROAD LAPEER MI 48446			SEE NOTE 1	SEE NOTE 2	10,000
LEADER DOGS FOR THE BLIND 1039 S. ROCHESTER ROAD ROCHESTER HILLS MI 48307			SEE NOTE 1	SEE NOTE 2	10,000
AMERICAN DIABETES ASSOCIATION 20700 CIVIC CENTER DR SOUTHFIELD MI 48076			SEE NOTE 1 SEE NOTE 2-CAMP MIDICHA		10,000
HOPE NETWORK 70 LAFAYETTE ST PONTIAC MI 48342		SEE NOTE 2-NEW	SEE NOTE 1 PASSAGES CHILDRENS CL		10,000
FRANKLIN AVENUE MISSION 2210 N. FRANKLIN AVENUE FLINT MI 48506			SEE NOTE 1	SEE NOTE 2	10,000
FLINT INSTITUTE OF MUSIC 1125 E. KEARSLEY ST FLINT MI 48503			SEE NOTE 1	SEE NOTE 2	50,000
FLINT CULTURAL CENTER CORPORATION 601 E SECOND ST FLINT MI 48503			SEE NOTE 1	SEE NOTE 2	200,000
Total				► 3a	
b Approved for future payment N/A					
Total				► 3b	

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

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

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

[illegible]

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

☐ Yes ☒ No

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

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

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

**Sign
Here**

May the IRS discuss this return with the preparer shown below?
See instructions ☒ Yes

Linda J. LeMieux
Signature of officer or trustee / Linda J. LeMieux

110-23-19
Date

PRESIDENT

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

John T. Lindholm

Firm's name ► WINEGARDEN HALEY LINDHOLM ~~TUCKER~~ & HIMELHOCH, PLC

PTIN P01250629

Firm's address ▶ G9460 S SAGINAW RD, STE A
GRAND BLANC, MI 48439

Firm's EIN ► 38-1427796

Phone no 810-767-3600

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2018
For calendar year 2018, or tax year beginning 07/01/18 , and ending 06/30/19		
Name THE WHITING FOUNDATION		Employer Identification Number 38-6056693

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
(1) BARCLAYS BANK PLC CLD	P	09/07/11	12/17/18
(2) JP MORGAN CHASE & CO CLD	P	01/23/14	03/01/19
(3) FIRSTENERGY SOLUTIONS 6.8%	P	05/20/15	04/29/19
(4) NOKIA CORP 5.37%	P	04/17/12	05/15/19
(5) FIRSTENERGY SOLUTIONS 6.8%	P	05/20/15	04/29/19
(6) BUCKEYE PARTNERS LP	P	05/27/11	03/20/19
(7) CENTURYLINK INC	P	09/16/16	09/30/18
(8) DIGITAL REALTY TR INC	P	01/17/18	01/31/19
(9) TRITON INTL LTD	P	06/10/13	01/31/19
(10) BLACKROCK RES	P	03/28/11	01/31/19
(11) GABELLI DIVIDEND	P	11/24/03	01/31/19
(12) KINDER MORGAN INC	P	12/03/14	06/24/18
(13) COHEN & STEER	P	11/23/10	01/31/19
(14) CORP OFFICE PPTYS	P	02/27/17	01/31/19
(15) REALTY INCOME CORP REIT	P	01/17/18	01/31/19

(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)
(1) 25,000		25,088	-88
(2) 50,000		50,000	
(3) 43,842		49,079	-5,237
(4) 25,000		23,509	1,491
(5) 42,904		48,172	-5,268
(6) 17,187		31,927	-14,740
(7)		1,944	-1,944
(8)		330	-330
(9)		581	-581
(10)		1,086	-1,086
(11)		102	-102
(12)		703	-703
(13)		146	-146
(14)		186	-186
(15)		603	-603

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			-88
(2)			
(3)			-5,237
(4)			1,491
(5)			-5,268
(6)			-14,740
(7)			-1,944
(8)			-330
(9)			-581
(10)			-1,086
(11)			-102
(12)			-703
(13)			-146
(14)			-186
(15)			-603

Capital Gains and Losses for Tax on Investment Income			
Form 990-PF	For calendar year 2018, or tax year beginning 07/01/18 , and ending 06/30/19	2018	
Name THE WHITING FOUNDATION		Employer Identification Number 38-6056693	
(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) ALLIANCE BERNSTEIN	P	05/27/11	01/31/19
(2) EATON VANCE LTD	P	05/27/11	01/31/19
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1)		14	-14
(2)		287	-287
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			-14
(2)			-287
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Form 990-PF - General Footnote

Description

NOTE 1 - ALL OF THE NAMED ARE PUBLIC CHARITIES DESCRIBED IN SECTION 509(A)
(1) OF THE CODE.

NOTE 2 - UNLESS OTHERWISE STATED ALL GIFTS WERE GIVEN FOR THE GENERAL
PURPOSE OF THE RECIPIENT IN EACH CASE, WITHOUT LIMITATION.

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 50,000	\$ 5,000	\$	\$
TOTAL	\$ 50,000	\$ 5,000	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX	\$ 1,041	\$ 1,041	\$	\$
ESTIMATED TAX	2,478			
TOTAL	\$ 3,519	\$ 1,041	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
12/31/00	EQUIPMENT	\$ 5,718	\$ 5,718	200DB	7	\$	\$	\$
7/06/01	TELEPHONES	1,162	1,162	200DB	7			
12/14/00	COMPUTER - 1999-2000	2,849	2,849	200DB	5			
TOTAL		\$ 9,729	\$ 9,729			\$ 0	\$ 0	\$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
CHECKING ACCOUNT FEES	401	401		
DEPOSITORY BANK FEES	353	353		
INSURANCE	818			
OFFICE EXPENSE	13,807			2,761
AMORTIZATION EXPENSE	577			
TOTAL	15,956	754	0	2,761

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AFLAC INC - 1750 SHARES	\$ 50,445	\$ 50,445		\$ 95,918
AFLAC INC - 1750 SHARES	50,441	50,441		95,918
ALCON SA ACT NOM		9,228		12,410
ALLIANCEBERNSTEIN GLOBAL - 2000 SHAR	31,200	31,185		23,560
ALLIANT ENERGY CORP - 8400 SHARES	122,132	122,132		412,272
ALTRIA GROUP INC - 1400 SHARES	13,315	13,315		66,290
AMBEV SA SHS ADR - 9,000 SHARES	50,088	50,088		42,030
AMERICAN ELECTRIC POWER INC - 610 SH	24,839	24,839		53,686
ANALOG DEVICES INC COM - 400 SHARES	33,352	33,352		45,148
APPLE INC - 500 SHARES	72,898	72,898		98,960
ASTRAZENECA PLC ADR - 3300 SHARES	98,829	98,829		136,224
AT&T	74,881	74,881		400,713
AT&T	4,622	4,622		47,953
BARCLAYS BANK PLC	25,087			
BLACKROCK LTD DUR INC TR	36,764	36,764		30,000
BLACKROCK RES & COMMODITIES STRATEGY	39,769	38,684		20,450
BP PLC	110,959	110,959		136,776
BP PLC -	110,707	110,707		136,776
BRISTOL MYERS SQUIBB	68,805	68,805		181,400
BUCKEYE PARTNERS LP	31,927			
CALAMOS CONV & HIGH INC FUND	31,911	31,911		27,575

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CAMPBELL SOUP CO	\$ 63,034	\$ 63,034		\$ 80,140
CARS.COM INC	38,021	38,021		13,134
CENTERPOINT ENERGY INC.	79,808	79,808		114,520
CENTURYLINK INC	25,074	23,130		10,584
CHEVRON CORP	29,340	29,340		191,638
CISCO SYSTEMS INC	56,363	56,363		93,041
CISCO SYSTEMS INC	31,381	31,381		54,730
COCA COLA COM	59,059	59,059		63,650
COHEN & STEER SELECT PFD & INCOME	50,000	49,854		56,340
CONOCOPHILLIPS	42,466	42,466		30,500
CONSOLIDATED EDISON INC	17,708	17,708		61,376
CONSUMERS ENERGY COMPANY SER B 4.5%	10,495	10,495		30,156
CORTEVA IN REG SHS		1,426		26,613
CORP OFFICE PPTYS TRUST REIT	35,210	35,024		26,370
DEERE & CO	76,061	76,061		662,840
DIGITAL RLTY TR INC	58,810	58,480		64,785
DOMINION ENERGY INC		2,791		37,500
DOWDUPONT INC COM	7,934	2,576		44,379
DPS LEHMAN BROS HOLDING PFD STK	50,000	50,000		267,397
DTE ENERGY CO	58,802	58,802		55,591
DUKE ENERGY CORP NEW	26,153	26,153		21,874
DUPONT E I DE NEMOURS & CO PFD CUM S	12,229	12,229		67,563
DUPONT E I DE NEMOURS & CO PFD CUM S		3,932		25,300
EATON VANCE LTD DUR INC FUND	33,062	32,775		104,143
ELI LILLY & CO	37,933	37,933		110,790
ELI LILLY & CO	38,374	38,374		13,819
ENBRIDGE INC COM	5,631	5,631		51,465
ENTERGY CORP NEW	17,653	17,653		191,760
EXELON CORPORATION	63,076	63,076		47,940
EXELON CORPORATION	14,990	14,990		632,657
EXXON MOBILE	9,783	9,783		153,260
EXXON MOBILE	28,898	28,898		128,430
FIRSTENERGY CORP	62,287	62,287		56,980
FIRSTENERGY CORP	27,857	27,857		21,739
FORD MOTOR COMPANY	24,938	24,938		108,350
GABELLI DIVIDEND & INCOME TRUST	94,225	94,123		24,480
GANNETT CO INC	48,138	48,138		

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GARMIN LTD.	\$ 97,169	\$ 97,169		\$ 207,480
GENERAL MOTORS COMPANY	93,782	93,782		77,060
GLAXOSMITHKLINE PLC	76,774	76,774		70,035
GOLUB CAP BDC INC	49,468	49,468		49,840
HP INC	27,796	27,796		41,580
HUNTINGTON BANCSHS INC	729,994	729,994		1,096,576
INTEL CORP	123,396	123,396		162,758
INTEL CORP	50,257	50,257		95,740
INTERNATIONAL PAPER CO	106,100	106,100		86,640
INTL BUSINESS MACHINES CORP	56,966	56,966		48,265
INTRPUBLIC GRP OF CO	97,714	97,714		88,101
INTRPUBLIC GRP OF CO	200,911	200,911		180,720
ISHARES INTL SELECT	257,737	257,737		245,760
ISHARES S&P 500	194,315	194,315		250,936
ISHARES S&P 500 VALUE	198,103	198,103		221,483
ISHARES S&P MIDCAP 400	98,171	98,171		113,135
ISHARES S&P MIDCAP 400	102,856	102,856		111,629
ISHARES TR RUSSELL 2000	96,050	96,050		108,850
JP MORGAN CHASE & CO	53,163	53,163		1,492,530
JP MORGAN CHASE & CO 6.7% SERIES T	50,000			
KINDER MORGAN INC DEL	60,101	59,355		30,213
KRAFT	6,208	6,208		14,309
LOCKHEED MARTIN CORP	49,772	49,772		167,228
LYONDELIBASELL INDUSTRIES	56,158	56,158		55,985
MDU RESOURCES GROUP INC	3,650	3,650		52,245
MERCK AND CO INC	36,332	36,332		83,850
MONDELEZ INTERNATIONAL INC	12,818	12,818		74,598
MOTORS LIQUIDATIONG CO GUC TR	1	1		1,336
MOTORS LIQUIDATIONG CO GUC TR				1,070
NEXTRA ENERGY CAP HLDGS SERIES J JR	49,980	49,980		49,520
NOVARTIS ADR	75,957	66,729		91,310
PAYCHEX INC	40,976	40,976		82,290
PFIZER INC	69,009	69,009		170,681
PFIZER INC	34,505	34,505		85,340
PHILIP MORRIS INTL INC	21,849	21,849		78,530
PIONEER BOND FUND CLASS Y	7,508	7,507		6,518
PITNEY BOWES INC	63,693	63,693		6,420

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PPL CORPORATION	\$ 38,063	\$ 38,063		\$ 124,040
PPL CORPORATION	11,594	11,594		31,010
PPLUS TR SERIES RRD-1 CLASS A TR CER	20,245	20,245		13,185
PROCTOR & GAMBLE CO	146,704	146,704		438,600
PS BUSINESS PARKS INC 5.2% SERIES W	49,197	49,197		49,860
PUBLIC SVC ENTERPRISE GRP	50,535	50,535		235,280
PUBLIC SVC ENTERPRISE GRP	12,687	12,687		58,820
QUALCOMM INC	124,705	124,705		171,158
QUALCOMM INC	18,736	18,736		26,625
RAYTHEON CO. DELAWARE NEW	23,108	23,108		287,598
REALTY INCM CRP MD PVS 1 REIT	32,965	32,361		68,970
ROYAL DUTCH SHELL PLC	104,983	104,983		131,480
SCANA CORP NEW	2,791			
SCE TRUST II PFD STOCK 5.1%	50,000	50,000		45,100
SOUTHERN COMPANY	41,385	41,385		55,280
SOUTHERN COMPANY	1,161	1,161		22,112
STANLEY BLACK & DECKER JR SUB DEB	50,378	50,347		48,222
TEGNA INC	66,977	66,977		30,300
TRANSCANADA CORP	57,960	57,960		59,424
TRITON INTL LTD SHS CL A	78,979	75,122		68,796
UNITED PARCEL SVC CL B	35,207	35,207		51,635
UNITED TECHS CORP	61,677	61,677		260,400
US CELLULAR SR NOTES 6.95%	75,591	75,548		67,743
VANGUARD FTSE EMERGING MARKETS ETF	102,848	102,848		106,325
VENTAS INC REIT	99,425	99,425		129,865
VERIZON COMMUNICATIONS	40,552	40,552		198,927
VERIZON COMMUNICATIONS	7,496	7,495		79,068
VODAFONE GROUP PLC	56,290	56,290		35,110
WASTE MANAGEMENT INC	102,510	102,510		415,328
WEC ENERGY GROUP INC	23,254	23,254		75,199
WELLS FARGO & CO 5.125% PFD. SER O	75,000	75,000		75,300
WEYERHAEUSER CO	136,054	136,054		128,697
XCEL ENERGY INC	21,897	21,897		59,490
TOTAL	\$ 7,587,957	\$ 7,471,565		\$ 15,259,401

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ABBEY NATIONAL PLC 7.95%	\$ 47,306	\$ 47,169		\$ 55,685
ARCELORMITTAL 5.5%	49,655	49,655		54,349
ASSOCIATED BANC-CORP PFD SERIES D 5.	112,800	112,800		126,900
ALLSTATE CORPORATION - 2,000 SHARES	50,000	50,000		50,760
AXIS CAPITAL HLDS LTD	116,404	116,404		123,850
AMERICAN FINANCIAL GROUP SUB DEB	100,511	100,508		105,960
BB&T CORPORATION 5.85% PFD	90,994	90,994		91,080
BOK FINANCIAL CORP SUB NOTES 5.375%	99,321	99,321		109,326
BANCO SANDERS SA NEW MONEY	108,702	108,702		101,160
CAPITAL ONE FINCL CORP	50,461	50,461		50,540
DEUTSCHE BANK CAPITAL TR V 8.05% PFD	49,518	49,518		53,466
FIRST REPUBLIC BANK SER F NON-CUM PF	100,530	100,530		103,480
DTE ENERGY JR SUB DEB SER B 5.375%	100,000	100,000		103,840
DOMINION ENERGY INC	98,223	98,223		108,360
ENERGY NEW ORLEANS INC FIRST MORTGAG	99,771	99,771		107,994
FIRST REPUBLIC BANK NON CUM SR	50,000	50,000		50,640
GOLDMAN SACHS GROUP INC 6.3% SER N	100,000	100,000		106,000
JP MORGAN CHASE & CO 6.3% SERIES T	50,000	50,000		51,760
LEGG MASON INC JUNIOR SUB NOTES	116,887	116,887		125,650
NEXTERA ENERGY CAP HLDS SERIES J	25,000	25,000		24,760
LEHMAN BROS HLDG CP TR V 6.0%	50,000	50,000		86
PUBLIC STORAGE 5.875% PFD SER A	49,645	49,645		51,080
OAKTREE CAPITAL GRP LLC PREFERRED UN	100,000	100,000		103,800
PS BUSINESS PARKS INC 5.2% SERIES W	49,200	49,200		49,860
SENIOR HOUSING 6.25% SR. NOTE DUE 2/	25,000	25,000		24,380
SOUTHERN CO SER 2016A JR SUB NOTES	98,976	98,976		109,200
WELLS FARGO & CO 5.125% PFD. SER O	50,000	50,000		50,200
TORCHMARK CORPORATION JR SUB DEB	100,000	100,000		106,200
US CELLULAR 6.95% PFD	72,625	72,622		72,134
WELLS FARGO & CO 5.5% PFD SER X	50,000	50,000		50,800
WESTERN ALLIANCE BANCORP	50,479	50,479		54,747
DELL COMPUTER CORP 7.1%	29,220	29,128		31,220
FIRST ENERGY SOLUTIONS CO 6.8%	49,120			
FIRST ENERGY SOLUTIONS CO 6.8%	48,215			
GOLDMAN SACHS GROUP INC 6.75%	49,917	49,917		65,398
MORGAN STANLEY 5.75%	49,714	49,715		52,517
NEXEN INC 6.4%	24,257	24,187		29,257

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
NOKIA CORP 5.375% SENIOR NOTE	\$ 23,509		\$	
PROTECTIVE LIFE CORP 8.45%	23,847	23,734		28,306
TELECOM ITALIA CAPITAL CO GLB 6.375%	48,618	48,618		50,837
TOTAL	\$ 2,558,425	\$ 2,537,164	\$	\$ 2,635,582

Statement 7 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
MISCELLANEOUS	\$ 71
TOTAL	\$ 71

Statement 8 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
IN CONCISE FORM DESCRIPTION OF ACTIVITIES, AND AN EXPLANATION OF NEEDS, A CURRENT AND ENSUING BUDGET AND DETAIL OF ADMIN EXPENSES AND SALARIES

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

Description
APRIL 30 OF EACH YEAR

Statement 9 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
GENESEE COUNTY AREA, INCLUDING THE CITY OF FLINT, WITH AN EMPHASIS ON (1) BASIC HUMAN NEEDS FOR UNDERPRIVILEGED AND (2) CULTURAL ACTIVITIES