

Return of Private Foundation

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

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2024

Open to Public Inspection

For calendar year 2024 or tax year beginning , and ending

Name of foundation IRVING S. GILMORE FOUNDATION		A Employer identification number 23-7236057
Number and street (or P.O. box number if mail is not delivered to street address) 136 EAST MICHIGAN AVENUE STE 900	Room/suite	B Telephone number 269-342-6411
City or town, state or province, country, and ZIP or foreign postal code KALAMAZOO, MI 49007		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) \$ 352,967,314.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d), must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	333,753.	333,753.		
	4 Dividends and interest from securities	7,823,024.	8,739,659.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	18,752,120.			
	b Gross sales price for all assets on line 6a	82,448,509.			
	7 Capital gain net income (from Part IV, line 2)		19,588,985.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold ...					
c Gross profit or (loss)					
11 Other income	28,263.	21,247.		STATEMENT 2	
12 Total. Add lines 1 through 11	26,937,160.	28,683,644.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	696,904.	49,444.		647,460.
	14 Other employee salaries and wages	156,886.	0.		156,886.
	15 Pension plans, employee benefits	251,554.	6,415.		242,137.
	16a Legal fees STMT 3	6,026.	0.		6,026.
	b Accounting fees STMT 4	34,890.	17,445.		17,245.
	c Other professional fees STMT 5	1,786,006.	1,766,374.		19,415.
	17 Interest				
	18 Taxes STMT 6	419,314.	106,124.		47,421.
	19 Depreciation and depletion	5,558.	333.		
	20 Occupancy	80,862.	4,852.		70,511.
	21 Travel, conferences, and meetings	35,556.	353.		35,228.
	22 Printing and publications	7,329.	0.		7,084.
	23 Other expenses STMT 7	139,652.	77,576.		119,738.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,620,537.	2,028,916.		1,369,151.
	25 Contributions, gifts, grants paid	16,237,522.			13,677,147.
26 Total expenses and disbursements. Add lines 24 and 25	19,858,059.	2,028,916.		15,046,298.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...	7,079,101.				
b Net investment income (if negative, enter -0-)		26,654,728.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	14,056.	12,541.	12,541.
	2	Savings and temporary cash investments	17,524,043.	14,663,301.	14,663,301.
	3	Accounts receivable 567,320.			
		Less: allowance for doubtful accounts	508,054.	567,320.	567,320.
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	34,518.	58,151.	58,151.
	10a	Investments - U.S. and state government obligations STMT 8	18,156,170.	14,595,470.	14,595,470.
	b	Investments - corporate stock STMT 9	164,064,629.	180,404,361.	180,404,361.
	c	Investments - corporate bonds STMT 10	35,287,897.	36,890,282.	36,890,282.
	11	Investments - land, buildings, and equipment: basis			
Liabilities		Less: accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	96,421,351.	105,226,264.	105,226,264.
	14	Land, buildings, and equipment: basis 1,024,404.			
		Less: accumulated depreciation 989,149.	30,813.	35,255.	35,255.
	15	Other assets (describe RIGHT OF USE ASSET)	586,173.	514,369.	514,369.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	332,627,704.	352,967,314.	352,967,314.
	17	Accounts payable and accrued expenses	368,643.	481,908.	
	18	Grants payable	375,000.	2,935,375.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe STATEMENT 12)	1,001,832.	539,319.	
	23	Total liabilities (add lines 17 through 22)	1,745,475.	3,956,602.	
Net Assets or Fund Balances		Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24	Net assets without donor restrictions	330,882,229.	349,010,712.	
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.			
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg., and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds ...			
	29	Total net assets or fund balances	330,882,229.	349,010,712.	
	30	Total liabilities and net assets/fund balances	332,627,704.	352,967,314.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	330,882,229.
2	Enter amount from Part I, line 27a	2	7,079,101.
3	Other increases not included in line 2 (itemize) UNREALIZED GAINS ON INVESTMENTS	3	11,049,382.
4	Add lines 1, 2, and 3	4	349,010,712.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	349,010,712.

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 SALES OF SECURITIES					
b SPRUCEGROVE K-1					
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 82,448,509.		63,696,389.	18,752,120.		
b			836,865.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) 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			18,752,120.		
b			836,865.		
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	19,588,985.	
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	N/A	

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 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	370,501.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) 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	370,501.
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	370,501.
6 Credits/Payments:			
a 2024 estimated tax payments and 2023 overpayment credited to 2024	6a	252,000.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	252,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	118,501.	
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 2025 estimated tax Refunded	11		

Part VI-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. \$ <u>0.</u> (2) On foundation managers. \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ <u>0.</u>		
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? N/A		
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 XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <u>MI</u>		
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 2024 or the tax year beginning in 2024? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
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 <u>SEE STATEMENT 13 SEE STATEMENT 14</u>	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.ISGILMORE.ORG</u>	X	
14 The books are in care of <u>CAROL DUCK</u> Telephone no. <u>269-342-6411</u> Located at <u>136 EAST MICHIGAN AVE., SUITE 900,, KALAMAZOO, MI</u> ZIP+4 <u>49007</u>		
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 N/A		
16 At any time during calendar year 2024, 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 VI-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.

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?

1a(1) Yes No X

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

1a(2) Yes No X

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

1a(3) Yes No X

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

1a(4) X 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)?

1a(5) Yes No X

(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.)

1a(6) Yes No X

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 Yes No X

c Organizations relying on a current notice regarding disaster assistance, check here ☐**d** 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 2024?

1d Yes No 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 2024, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2024?

2a Yes No X

If "Yes," list the years _____, _____, _____, _____

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 Yes No

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. _____, _____, _____, _____**3a** Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

3a Yes No X

b If "Yes," did it have excess business holdings in 2024 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2024.)

N/A

3b Yes No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a Yes No 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 2024?

4b Yes No X

Form 990-PF (2024)

Part VI-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))?

(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**c** Organizations relying on a current notice regarding disaster assistance, check here**d** 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?**Yes No****5a(1)** ☒ ☐**5a(2)** ☐ ☒**5a(3)** ☐ ☒**5a(4)** ☐ ☒**5a(5)** ☐ ☒**5b** ☐ ☐**5d** ☐ ☐**6a** ☐ ☒**6b** ☐ ☒**7a** ☐ ☒**7b** ☐ ☐**8** ☐ ☒**Part VII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and foundation managers and their compensation.

(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 15		696,904.	154,127.	6,424.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
K BRADY - 136 E MICHIGAN AVE, STE 900, KALAMAZOO, MI 49007	PROGRAM ASSOCIATE 40.00	72,684.	31,662.	1,606.
A PORTER - 136 E MICHIGAN AVE, STE 900, KALAMAZOO, MI 49007	EXECUTIVE ASSISTANT 40.00	74,168.	29,118.	1,606.

Total number of other employees paid over \$50,000

0

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BURGUNDY ASSET MANAGEMENT LTD - 181 BAY ST. STE 4510 BAY WELLINGTON TOWER BCE PLAC, SANDS CAPITAL MANAGEMENT	INVEST MGMT	367,191.
1001 19TH ST N STE 1450, ARLINGTON, VA 22209	INVEST MGMT	322,313.
RIVERBRIDGE PARTNERS, LLC - 80 SOUTH EIGHTH ST. STE 120, MINNEAPOLIS, MN 55402	INVEST MGMT	264,967.
PZENA INVESTMENT MANAGEMENT LLC 320 PARK AVE, NEW YORK, NY 10022	INVEST MGMT	195,687.
LSV ASSET MANAGEMENT 8545 SOLUTION CENTER, CHICAGO, IL 60677	INVEST MGMT	181,644.
Total number of others receiving over \$50,000 for professional services		10

Part VIII-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 VIII-B Summary of Program-Related Investments

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	0.

Part IX 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	325,781,654.
b	Average of monthly cash balances	1b	20,987,179.
c	Fair market value of all other assets (see instructions)	1c	35,255.
d	Total (add lines 1a, b, and c)	1d	346,804,088.
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	346,804,088.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	5,202,061.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	341,602,027.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	17,080,101.

Part X 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 IX, line 6	1	17,080,101.
2a	Tax on investment income for 2024 from Part V, line 5	2a	370,501.
b	Income tax for 2024. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	370,501.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,709,600.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	16,709,600.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	16,709,600.

Part XI 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	15,046,298.
b	Program-related investments - total from Part VIII-B	1b	0.
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 XII, line 4	4	15,046,298.

Form 990-PF (2024)

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2023	(c) 2023	(d) 2024
1 Distributable amount for 2024 from Part X, line 7				16,709,600.
2 Undistributed income, if any, as of the end of 2024:				
a Enter amount for 2023 only			14,557,548.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2024:				
a From 2019				
b From 2020				
c From 2021				
d From 2022				
e From 2023				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2024 from Part XI, line 4: \$ 15,046,298.				
a Applied to 2023, but not more than line 2a ...			14,557,548.	
b Applied to undistributed income of prior years (Election required - see instructions) ...		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2024 distributable amount				488,750.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2024 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2023. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2024. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2025				16,220,850.
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)	0.			
8 Excess distributions carryover from 2019 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2025. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2020 ...				
b Excess from 2021 ...				
c Excess from 2022 ...				
d Excess from 2023 ...				
e Excess from 2024 ...				

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2024, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2024	(b) 2023	(c) 2022	(d) 2021
b 85% (0.85) of line 2a				
c Qualifying distributions from Part XI, 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 IX, 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 XIV 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).)

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

SEE STATEMENT, 269-342-6411
136 E. MICHIGAN AVE, KALAMAZOO, MI 49007

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

SEE STATEMENT

c Any submission deadlines:

SEE STATEMENT

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

SEE STATEMENT

Part XIV 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				
AACORN FARM INC 6409 S. 34TH STREET KALAMAZOO, MI 49001-4141	N/A	PC	OPERATIONAL SUPPORT	35,000.
ACTION MATTERS 701 AMSTERDAM ST KALAMAZOO, MI 49007	N/A	PC	PROGRAMMING	6,000.
AFRICAN METHODIST EPISCOPAL CHURCH 804 W NORTH ST KALAMAZOO, MI 49007	N/A	PC	YOUTH SUMMER MUSIC PROGRAMMING	10,000.
ALANO CLUB OF KALAMAZOO, INC 933 S BURDICK ST KALAMAZOO, MI 49001	N/A	PC	CAPITAL IMPROVEMENT PROJECTS	25,000.
ARC COMMUNITY ADVOCATES, THE 814 S. WESTNEDGE AVE. KALAMAZOO, MI 49008	N/A	PC	OPERATIONAL SUPPORT	35,000.
Total SEE CONTINUATION SHEET(S)			3a	13677147.
b Approved for future payment				
BUREAU OF SERVICES FOR BLIND PERSONS 201 N WASHINGTON SQUARE #2 LANSING, MI 48933	N/A	PC	ROOF REPLACEMENT FOR BUREAU OF BLIND SERVICES TRAINING CENTER	500,000.
CENTER FOR TRANSFORMATION 5047 W. MAIN STREET #211 KALAMAZOO, MI 49009	N/A	PC	OPERATIONAL SUPPORT	10,000.
FIRE HISTORICAL AND CULTURAL ARTS COLLABORATIVE 1249 PORTAGE ST KALAMAZOO, MI 49001	N/A	PC	OPERATIONAL SUPPORT	10,000.
Total SEE CONTINUATION SHEET(S)			3b	2,935,375.

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	333,753.	
4 Dividends and interest from securities				14	7,823,024.	
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				18	28,263.	
8 Gain or (loss) from sales of assets other than inventory				18	18,752,120.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		26,937,160.	0.
13 Total. Add line 12, columns (b), (d), and (e)						

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

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

[illegible]

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ARC COMMUNITY ADVOCATES, THE 814 S. WESTNEDGE AVE. KALAMAZOO, MI 49008	N/A	PC	OPERATIONAL SUPPORT	25,000.
ARTS COUNCIL OF GREATER KALAMAZOO 359 S KALAMAZOO MALL KALAMAZOO, MI 49007-4844	N/A	PC	2023 OPERATIONAL SUPPORT	25,000.
ARTS COUNCIL OF GREATER KALAMAZOO 359 S KALAMAZOO MALL KALAMAZOO, MI 49007-4844	N/A	PC	KALAMAZOO ARTISTIC DEVELOPMENT INITIATIVE	100,000.
ARTS COUNCIL OF GREATER KALAMAZOO 359 S KALAMAZOO MALL KALAMAZOO, MI 49007-4844	N/A	PC	"THEATRE KALAMAZOO"	12,378.
ARTS COUNCIL OF GREATER KALAMAZOO 359 S KALAMAZOO MALL KALAMAZOO, MI 49007-4844	N/A	PC	OPERATIONAL SUPPORT	300,000.
ARTS COUNCIL OF GREATER KALAMAZOO 359 S KALAMAZOO MALL KALAMAZOO, MI 49008-1162	N/A	PC	PROGRAMMING	214,000.
ASK FAMILY SERVICES 445 W. MICHIGAN AVE. SUITE 102 KALAMAZOO, MI 49007-3749	N/A	PC	OPERATION SUPPORT	40,000.
BALLET ARTS ENSEMBLE INC 2018 RAMBLING ROAD KALAMAZOO, MI 49008-1631	N/A	PC	OPERATIONAL SUPPORT	10,000.
BIG BROTHERS BIG SISTERS OF SOUTHWEST MICHIGAN 3501 COVINGTON RD KALAMAZOO, MI 49001	N/A	PC	KALAMAZOO COUNTY PROGRAMMING SUPPORT	50,000.
BIKE FRIENDLY KALAMAZOO PO BOX 22 PORTAGE, MI 49081-0022	N/A	PC	OPERATION SUPPORT	5,000.
Total from continuation sheets				13,566,147.

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BLACK ARTS & CULTURAL CENTER 359 S. KALAMAZOO MALL, SUITE 102 KALAMAZOO, MI 49007	N/A	PC	OPERATIONAL SUPPORT	35,000.
BLACK ARTS & CULTURAL CENTER 359 S. KALAMAZOO MALL, SUITE 102 KALAMAZOO, MI 49007	N/A	PC	2023 OPERATIONAL SUPPORT	10,000.
BOYS & GIRLS CLUBS OF GREATER KALAMAZOO INC 4000 PORTAGE ST. KALAMAZOO, MI 49001	N/A	PC	OPERATIONAL SUPPORT	75,000.
BUILDING BLOCKS OF KALAMAZOO 1009 E. STOCKBRIDGE AVE KALAMAZOO, MI 49001	N/A	PC	OPERATIONAL SUPPORT	30,000.
CALHOUN COUNTY GUARDIAN 693 CAPITAL AVE SW STE 3 BATTLE CREEK, MI 49015	N/A	PC	REBRANDING & WEBSITE REFRESH	12,000.
CAN-DO KITCHEN 3501 LAKE STREET KALAMAZOO, MI 49001	N/A	PC	OPERATIONAL SUPPORT	38,000.
CENTER STAGE THEATRE INC PO BOX 128 COMSTOCK, MI 49041-0128	N/A	PC	OPERATIONAL SUPPORT	10,000.
CENTER STAGE THEATRE INC PO BOX 128 COMSTOCK, MI 49041-0128	N/A	PC	STORAGE/PROP SHED CONSTRUCTION	53,000.
CHEF AND COOKS ASSOCIATION OF KALAMAZOO BATTLE CREEK MICHIGAN INC PO BOX 19645 KALAMAZOO, MI 49019	N/A	PC	CANADIANA FEST	9,500.
CHEFF THERAPEUTIC RIDING CENTER 8452 N. 43RD STREET AUGUSTA, MI 49012-9653	N/A	PC	CAPITAL CAMPAIGN	260,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHEFF THERAPEUTIC RIDING CENTER 8452 N. 43RD STREET AUGUSTA, MI 49012-9653	N/A	PC	OPERATIONAL SUPPORT	25,000.
COMMUNITY AIDS RESOURCE & EDUCATION SERVICES OF SOUTHWEST MICHIGAN 629 PIONEER ST KALAMAZOO, MI 49008	N/A	PC	KALAMAZOO COUNTY OPERATIONAL SUPPORT	65,000.
COMMUNITIES IN SCHOOLS OF KALAMAZOO 180 E. WATER STREET, SUITE 2000 KALAMAZOO, MI 49007	N/A	PC	OPERATIONAL SUPPORT	100,000.
COMMUNITY HEALING CENTERS 2615 STADIUM DRIVE KALAMAZOO, MI 49008-1654	N/A	PC	COMING TOGETHER CONFERENCE	8,500.
COMMUNITY HEALING CENTERS 2615 STADIUM DRIVE KALAMAZOO, MI 49008-1654	N/A	PC	S.T.R.E.E.T. AND "GIRLS OF THE HEART" PROGRAMS	50,000.
COMMUNITY HOMEWORKS 810 BRYANT ST. KALAMAZOO, MI 49001	N/A	PC	OPERATIONAL SUPPORT	25,000.
COMMUNITY OUTREACH AND PREVENTION NETWORK 6384 WILLOW BROOK DR KALAMAZOO, MI 49048	N/A	PC	OPERATION SUPPORT	23,000.
COUNCIL OF MICHIGAN FOUNDATIONS 125 OTTAWA AVE, SUITE 437 GRAND RAPIDS, MI 49503	N/A	PC	OPERATIONAL SUPPORT (MEMBERSHIP RENEWAL)	17,000.
CRESCENDO ACADEMY OF MUSIC, INC. 359 S KALAMAZOO MALL STE 12 KALAMAZOO, MI 49007-4848	N/A	PC	OPERATIONAL SUPPORT	45,000.
CRESCENDO ACADEMY OF MUSIC, INC. 359 S KALAMAZOO MALL STE 12 KALAMAZOO, MI 49007-4848	N/A	PC	MARVELOUS MUSIC PROGRAM	25,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CITIZENS RESEARCH COUNCIL OF MICHIGAN, INC. 38777 SIX MILE ROAD, SUITE 208 LIVONIA, MI 48152	N/A	PC	RESEARCH OPERATIONS RELATIVE TO KALAMAZOO COUNTY	7,000.
COMSTOCK PUBLIC SCHOOLS 3010 GULL ROAD KALAMAZOO, MI 49048	N/A	PC	SOUND BOARD REPLACEMENT	30,000.
CONFIDENT S.O.L.E. 4000 PORTAGE ST. SUITE 103 KALAMAZOO, MI 49001	N/A	PC	LEADERS IN TRAINING PROGRAMMING	8,000.
CORNERSTONE UNIVERSITY 1001 EAST BELTLINE AVENUE NE GRAND RAPIDS, MI 49525	N/A	PC	MATCHING	100.
CORNERSTONE UNIVERSITY 1001 EAST BELTLINE AVENUE NE GRAND RAPIDS, MI 49525	N/A	PC	MATCHING	200.
DOUGLASS COMMUNITY ASSOCIATION 1000 W PATERSON ST KALAMAZOO, MI 49007	N/A	PC	FORMER LIBRARY SPACE RENOVATION	537,100.
DOUGLASS COMMUNITY ASSOCIATION 1000 W PATERSON ST KALAMAZOO, MI 49007	N/A	PC	OPERATIONAL SUPPORT	65,000.
DISABILITY NETWORK SOUTHWEST MICHIGAN 517 E. CROSSTOWN PARKWAY KALAMAZOO, MI 49001	N/A	PC	KALAMAZOO COUNTY INDEPENDENT LIVING PROGRAM	25,000.
ECUMENICAL SENIOR CENTER 702 N BURDICK ST KALAMAZOO, MI 49007-3459	N/A	PC	CAPITAL CAMPAIGN	25,000.
ECUMENICAL SENIOR CENTER 702 N BURDICK ST KALAMAZOO, MI 49007-3459	N/A	PC	OPERATIONAL SUPPORT	40,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
EVERSIGHT 3985 RESEARCH PARK DR ANN ARBOR, MI 48108	N/A	PC	GIFT OF SIGHT PROGRAM (KALAMAZOO COUNTY RESIDENTS ONLY)	5,000.
EDISON NEIGHBORHOOD ASSOCIATION INC 816 WASHINGTON AVE KALAMAZOO, MI 49001-3058	N/A	PC	PROGRAM SUPPORT	15,000.
EDISON NEIGHBORHOOD ASSOCIATION INC 816 WASHINGTON AVE KALAMAZOO, MI 49001-3058	N/A	PC	THE CLOVER ROOM	4,000.
FAMILY & CHILDREN SERVICES INC 1608 LAKE STREET KALAMAZOO, MI 49001-3170	N/A	PC	WORKFORCE DEVELOPMENT/INTERNSHIP PROGRAM (OVER 2 YEARS)	200,000.
FAMILY & CHILDREN SERVICES INC 1608 LAKE STREET KALAMAZOO, MI 49001-3170	N/A	PC	MATCHING	100.
FAMILY HEALTH CENTER, INC. 1308 N BURDICK ST KALAMAZOO, MI 49007	N/A	PC	"BACK TO SCHOOL BASH" PROGRAM	5,000.
FAMILY HEALTH CENTER, INC. 1308 N BURDICK ST KALAMAZOO, MI 49007	N/A	PC	SECURITY UPGRADES - PATTERSON CAMPUS	300,000.
FARMERS ALLEY THEATRE INC 221 FARMERS ALLEY KALAMAZOO, MI 49007	N/A	PC	OPERATIONAL SUPPORT	25,000.
FARMERS ALLEY THEATRE INC 221 FARMERS ALLEY KALAMAZOO, MI 49007	N/A	PC	EQUIPMENT UPDATES	28,000.
FACE OFF THEATRE 359 S KALAMAZOO MALL KALAMAZOO, MI 49008	N/A	PC	OPERATIONAL SUPPORT	35,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FIRST CONGREGATIONAL CHURCH 345 WEST MICHIGAN AVE KALAMAZOO, MI 49007	N/A	PC	COMMUNITY OUTREACH PROGRAMS	35,000.
FIRST CONGREGATIONAL CHURCH 345 WEST MICHIGAN AVE KALAMAZOO, MI 49007	N/A	PC	DROP-IN CHILD CARE CENTER	9,900.
FIRST DAY SHOE FUND 5416 MEREDITH ST. PORTAGE, MI 49002-2104	N/A	PC	OPERATIONAL SUPPORT	20,000.
FIRST PRESBYTERIAN CHURCH 321 WEST SOUTH STREET KALAMAZOO, MI -49007	N/A	PC	MATCHING	6,000.
FONTANA CHAMBER ARTS 359 S KALAMAZOO MALL KALAMAZOO, MI 49007-4844	N/A	PC	OPERATIONAL SUPPORT	95,200.
FATHERS AGAINST DISTRACTED DRIVING, INC. 6544 CYPRESS ST PORTAGE, MI 49024	N/A	PC	OPERATIONAL SUPPORT	2,000.
FRIENDSHIP HOUSE 9540 CONANT ST HAMTRAMCK, MI 48212	N/A	PC	CHRISTIAN RESOURCE CENTER EMERGENCY NEEDS FUND	30,000.
FRIENDS WITH DISABILITIES 151 S. ROSE ST., SUITE 102 KALAMAZOO, MI 49007	N/A	PC	PROGRAMMING	5,000.
GIRL SCOUTS HEART OF MICHIGAN 601 W MAPLE ST KALAMAZOO, MI 49008	N/A	PC	HAZARD TREE PROJECT	100,000.
GLASS ART KALAMAZOO INC 326 W. KALAMAZOO AVE., SUITE 100 KALAMAZOO, MI 49007-0000	N/A	PC	20TH ANNIVERSARY CAMPAIGN MATCH	5,865.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GLASS ART KALAMAZOO INC 326 W. KALAMAZOO AVE., SUITE 100 KALAMAZOO, MI 49007-0000	N/A	PC	EQUIPMENT - HOT SHOP EXPANSION	35,000.
GLASS ART KALAMAZOO INC 326 W. KALAMAZOO AVE., SUITE 100 KALAMAZOO, MI 49007-0000	N/A	PC	OPERATIONAL SUPPORT	80,000.
GOODWILL INDUSTRIES OF SOUTHWESTERN MICHIGAN INC. 420 E. ALCOTT STREET KALAMAZOO, MI 49001	N/A	PC	GET HELP/NAVIGATION SERVICES GAP FUNDS	15,000.
GOODWILL INDUSTRIES OF SOUTHWESTERN MICHIGAN INC. 420 E. ALCOTT STREET KALAMAZOO, MI 49001	N/A	PC	2024-2026 KALAMAZOO COUNTY LIFE GUIDE PROGRAM (3 YR)	120,000.
GRAND VALLEY UNIVERSITY FOUNDATION P.O. BOX 1945 GRAND RAPIDS, MI 49501-1945	N/A	PC	MATCHING	120.
GRAND VALLEY UNIVERSITY FOUNDATION P.O. BOX 1945 GRAND RAPIDS, MI 49501-1945	N/A	PC	MATCHING	120.
GRAND VALLEY UNIVERSITY FOUNDATION P.O. BOX 1945 GRAND RAPIDS, MI 49501-1946	N/A	PC	WGVU'S "KALAMAZOO LIVELY ARTS" PRODUCTION	83,000.
GRAND VALLEY UNIVERSITY FOUNDATION P.O. BOX 1945 GRAND RAPIDS, MI 49501-1945	N/A	PC	UNDERWRITING OF WGVU'S "GREAT PERFORMANCES" SERIES	7,500.
GIRLS ON THE RUN OF GREATER KALAMAZOO 3901 EMERALD DR SUITE E KALAMAZOO, MI 49001	N/A	PC	OPERATIONAL SUPPORT	20,000.
GIRLS ON THE RUN OF GREATER KALAMAZOO 3901 EMERALD DR SUITE E KALAMAZOO, MI 49001	N/A	PC	OPERATIONAL SUPPORT	10,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GRYPHON PLACE PO BOX 378 PORTAGE, MI 49081	N/A	PC	KALAMAZOO COMMUNITY INFORMATION EXCHANGE	100,000.
GRYPHON PLACE PO BOX 378 PORTAGE, MI 49081	N/A	PC	VOLUNTEER SERVICES PROGRAM	25,000.
HELEN L FOX GOSPEL MUSIC CENTER 1000 W. PATERSON STREET KALAMAZOO, MI 49007	N/A	PC	OPERATIONAL SUPPORT	15,000.
HISPANIC AMERICAN COUNCIL INCORPORATED 930 LAKE ST., #A KALAMAZOO, MI 49001-3097	N/A	PC	FOLKLORIC DANCE GROUP PROGRAMMING	7,500.
HOUSING RESOURCES INC 420 E ALCOTT ST STE 200 KALAMAZOO, MI 49001-6152	N/A	PC	OPERATIONAL SUPPORT	75,000.
INTERFAITH STRATEGY FOR ADVOCACY AND ACTION IN THE COMMUNITY 247 W. LOVELL ST. KALAMAZOO, MI 49007-5207	N/A	PC	OPERATIONAL SUPPORT	25,000.
IRVING S. GILMORE INTERNATIONAL KEYBOARD FESTIVAL 359 S. KALAMAZOO MALL, SUITE 101 KALAMAZOO, MI 49007-4843	N/A	PC	PIANO PURCHASE	326,000.
IRVING S. GILMORE INTERNATIONAL KEYBOARD FESTIVAL 359 S. KALAMAZOO MALL, STE 101 KALAMAZOO, MI 49007	N/A	PC	OPERATIONAL SUPPORT	900,000.
JULIUS & ESTHER STULBERG COMPETITION INC 359 S. KALAMAZOO MALL, SUITE 14 KALAMAZOO, MI 49007-4842	N/A	PC	OPERATIONAL SUPPORT	25,000.
JUNIOR ACHIEVEMENT OF SOUTHWEST MICHIGAN 2785 W DICKMAN RD, STE C BATTLE CREEK, MI 49037	N/A	PC	KALAMAZOO COUNTY PROGRAMS/OPERATIONAL SUPPORT	30,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
KAIROS DWELLING 2945 GULL ROAD KALAMAZOO, MI 49048	N/A	PC	CAPITAL IMPROVEMENTS	100,000.
KAIROS DWELLING 2945 GULL ROAD KALAMAZOO, MI 49049	N/A	PC	OPERATIONAL SUPPORT	25,000.
KALAMAZOO AVIATION HISTORY MUSEUM 6151 PORTAGE ROAD PORTAGE, MI 49024	N/A	PC	STRATEGIC MASTER PLAN FOR "AIR ZOO 3.0"	200,000.
KALAMAZOO BOOK ARTS CENTER 326 W. KALAMAZOO AVENUE, STE. 422 KALAMAZOO, MI 49007	N/A	PC	OPERATIONAL SUPPORT	50,000.
KALAMAZOO CENTER FOR YOUTH & COMMUNITY PO BOX 50227 KALAMAZOO, MI 49005-1693	N/A	PC	PROGRAMMING	110,000.
KALAMAZOO CHILDRENS CHORUS PO BOX 50414 KALAMAZOO, MI 49005-0414	N/A	PC	OPERATIONAL SUPPORT	22,000.
KALAMAZOO CIVIC THEATRE 329 S. PARK STREET KALAMAZOO, MI 49007-5101	N/A	PC	OPERATIONAL SUPPORT	175,000.
KALAMAZOO COMMUNITY FOUNDATION 402 E. MICHIGAN AVE. KALAMAZOO, MI 49007-3888	N/A	PC	WATTLES/WILLEY FAMILY FUND	10,000.
KALAMAZOO COMMUNITY FOUNDATION 402 E. MICHIGAN AVE. KALAMAZOO, MI 49007-3888	N/A	PC	GRANTMAKING/DONOR SOFTWARE UPGRADES	300,000.
KALAMAZOO COMMUNITY FOUNDATION 402 E. MICHIGAN AVE. KALAMAZOO, MI 49007-3888	N/A	PC	BEAM READING FUND	1,500.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
KALAMAZOO CONCERT BAND ASSOCIATION P.O. BOX 20060 KALAMAZOO, MI 49019-1060	N/A	PC	2023-24 ADMINISTRATIVE SUPPORT	4,000.
KALAMAZOO CONCERT BAND ASSOCIATION P.O. BOX 20060 KALAMAZOO, MI 49019-1060	N/A	PC	2024 HOLIDAY CONCERT	30,000.
KALAMAZOO CONCERT BAND ASSOCIATION P.O. BOX 20060 KALAMAZOO, MI 49019-1060	N/A	PC	ADMINISTRATIVE SUPPORT	10,000.
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO, MI 49006	N/A	PC	LIGHT FINE ARTS BOILER REPLACEMENT	400,000.
KALAMAZOO COUNTY HUMANE SOCIETY 2272 RIVER ST KALAMAZOO, MI 49001	N/A	PC	MATCHING	100.
KALAMAZOO COUNTY JUVENILE HOME FOUNDATION 1424 GULL ROAD KALAMAZOO, MI 49048-1605	N/A	PC	MUSIC THERAPY PROGRAM	15,000.
KALAMAZOO CULTURAL CENTER 359 S KALAMAZOO MALL KALAMAZOO, MI 49007-4844	N/A	PC	OPERATIONAL SUPPORT	23,000.
KALAMAZOO CULTURAL CENTER 359 S KALAMAZOO MALL KALAMAZOO, MI 49007-4844	N/A	PC	PHASE II EPIC CENTER CAPITAL IMPROVEMENTS DESIGN	48,640.
KALAMAZOO EXPERIENTIAL LEARNING CENTER 1417 S. BURDICK ST. KALAMAZOO, MI 49001	N/A	PC	OPERATIONAL/PROGRAM SUPPORT	62,000.
KALAMAZOO COUNTY READY 4S 241 E MICHIGAN AVE SUITE 135 KALAMAZOO, MI 49007	N/A	PC	OPERATIONAL SUPPORT	100,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
KALAMAZOO IN BLOOM INC PO BOX 20178 KALAMAZOO, MI 49019-1178	N/A	PC	40TH ANNIVERSARY ACTIVITIES	4,000.
KALAMAZOO IN BLOOM INC PO BOX 20178 KALAMAZOO, MI 49019-1178	N/A	PC	OPERATIONAL SUPPORT	6,500.
KALAMAZOO INSTITUTE OF ARTS 314 S PARK ST KALAMAZOO, MI 49007	N/A	PC	OPERATIONS & 100TH ANNIVERSARY	125,000.
KALAMAZOO JUNIOR SYMPHONY SOCIETY 714 S WESTNEDGE AVE KALAMAZOO, MI 49007-5058	N/A	PC	OPERATIONAL SUPPORT	27,000.
KALAMAZOO HOUSING ADVOCATES 821 W SOUTH ST D KALAMAZOO, MI 49007	N/A	PC	OPERATIONAL SUPPORT	25,000.
KALAMAZOO LITERACY COUNCIL 420 E. ALCOTT STREET, SUITE 400 KALAMAZOO, MI 49001	N/A	PC	2023 OPERATIONAL SUPPORT	20,000.
KALAMAZOO LITERACY COUNCIL 420 E. ALCOTT STREET, SUITE 400 KALAMAZOO, MI 49001	N/A	PC	50TH ANNIVERSARY ALBERT WHITE LITERACY TRAIL PROJECT	8,500.
KALAMAZOO LITERACY COUNCIL 420 E. ALCOTT STREET, SUITE 400 KALAMAZOO, MI 49001	N/A	PC	OPERATIONAL SUPPORT	50,000.
KALAMAZOO LOAVES & FISHES 900 PORTAGE ST KALAMAZOO, MI 49001-3004	N/A	PC	GROCERY PANTRY PROGRAM	150,000.
KALAMAZOO LOAVES & FISHES 901 PORTAGE ST KALAMAZOO, MI 49001-3005	N/A	PC	STRATEGIC PLANNING	21,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
KALAMAZOO MALE CHORUS 5326 HARBORVIEW PATH KALAMAZOO, MI 49009	N/A	PC	OPERATIONAL SUPPORT	10,000.
KALAMAZOO NEIGHBORHOOD HOUSING SERVICES INC 1219 S PARK ST KALAMAZOO, MI 49001-5607	N/A	PC	HOME OWNERSHIP CENTER PROGRAM	30,000.
KALAMAZOO NONPROFIT ADVOCACY COALITION 315 W. MICHIGAN AVE KALAMAZOO, MI 49007-3736	N/A	PC	CAPACITY BUILDING	50,000.
KALAMAZOO POETRY FESTIVAL PO BOX 19621 KALAMAZOO, MI 49019-0621	N/A	PC	OPERATIONAL SUPPORT	15,000.
KALAMAZOO REGIONAL EDUCATIONAL SERVICE AGENCY 1819 E MILHAM AVE PORTAGE, MI 49002	N/A	GOV	WOODSEGE MUSIC THERAPY PROGRAM (3 YEARS)	105,000.
KALAMAZOO REGIONAL EDUCATIONAL SERVICE AGENCY 1819 E MILHAM AVE PORTAGE, MI 49002	N/A	GOV	EFA OPERATIONAL SUPPORT	670,000.
KALAMAZOO REGIONAL EDUCATIONAL SERVICE AGENCY 1819 E MILHAM AVE PORTAGE, MI 49002	N/A	GOV	EFA STUDENT ARTS SCHOLARSHIPS	125,000.
KALAMAZOO REGIONAL EDUCATIONAL SERVICE AGENCY 1820 E MILHAM AVE PORTAGE, MI 49003	N/A	GOV	EFA-STUDENT ARTISTIC EQUIPMENT PROGRAM	30,000.
KALAMAZOO RINGERS, INC PO BOX 19182 KALAMAZOO, MI 49019	N/A	PC	PROGRAMMING	7,700.
KALAMAZOO SCOTTISH FESTIVAL ASSOCIATION PO BOX 511 OSHTEMO, MI 49077	N/A	PC	ANNUAL FESTIVAL & HIGHLAND GAMES	3,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
KALAMAZOO SYMPHONY ORCHESTRA 359 S KALAMAZOO MALL STE 100 KALAMAZOO, MI 49007-4843	N/A	PC	"KALAMAZOO KIDS IN TUNE" AND "ORCHESTRA ROUH" AFTERSCHOOL PROGRAMS	70,000.
KALAMAZOO SYMPHONY ORCHESTRA 359 S KALAMAZOO MALL STE 100 KALAMAZOO, MI 49007-4843	N/A	PC	OPERATIONAL SUPPORT	200,000.
KALAMAZOO SYMPHONY ORCHESTRA 359 S KALAMAZOO MALL STE 100 KALAMAZOO, MI 49007-4843	N/A	PC	SHEET MUSIC ARCHIVAL EQUIPMENT	72,000.
KALAMAZOO VALLEY HABITAT FOR HUMANITY, INC. 1126 GULL ROAD KALAMAZOO, MI 49048-1726	N/A	PC	KALAMAZOO COUNTY OPERATIONS	40,000.
KALAMAZOO VALLEY BLUES ASSOCIATION 645 2ND ST KALAMAZOO, MI 49047	N/A	PC	THE KALAMAZOO BLUES FESTIVAL	4,000.
KALAMAZOO VALLEY COMMUNITY COLLEGE FOUNDATION 6767 WEST O AVENUE KALAMAZOO, MI 49009	N/A	PC	INDUSTRIAL TRADES COMPLEX RENOVATION AND EXPANSION	1,700,000.
KALAMAZOO VALLEY COMMUNITY COLLEGE FOUNDATION 6767 WEST O AVENUE KALAMAZOO, MI 49009	N/A	PC	FEASIBILITY STUDY	35,000.
KALAMAZOO YOUTH DEVELOPMENT NETWORK P.O. BOX 51221 KALAMAZOO, MI 49005	N/A	PC	KALAMAZOO COUNTY OPERATIONAL SUPPORT	150,000.
KALAMAZOO, CITY OF 241 W. SOUTH STREET KALAMAZOO, MI 49007-4796	N/A	GOV	HOLIDAY EVENTS	80,000.
KALAMAZOO, CITY OF 241 W. SOUTH STREET KALAMAZOO, MI 49007-4796	N/A	GOV	KDPS CRIME ANALYST POSITION	98,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LENDING HANDS OF MICHIGAN 4570 COMMERCIAL AVE SUITE E PORTAGE, MI 49002	N/A	PC	OPERATIONAL SUPPORT	20,000.
FRIENDSHIP VILLAGE 1400 N. DRAKE RD. KALAMAZOO, MI 49006-1978	N/A	PC	MATCHING	500.
FRIENDSHIP VILLAGE 1400 N. DRAKE RD. KALAMAZOO, MI 49006-1978	N/A	PC	MATCHING	250.
FRIENDSHIP VILLAGE 1400 N. DRAKE RD. KALAMAZOO, MI 49006-1978	N/A	PC	MATCHING	1,000.
FRIENDSHIP VILLAGE 1400 N. DRAKE RD. KALAMAZOO, MI 49006-1978	N/A	PC	MATCHING	250.
MEN OF PURPOSE INCORPORATED 114 W ALLEN ST KALAMAZOO, MI 49004	N/A	PC	OPERATIONAL SUPPORT	25,000.
MICHIGAN BLIND ATHLETIC ASSOCIATION 1903 W. MICHIGAN AVE., MAILSTOP 5218 KALAMAZOO, MI 49008	N/A	PC	KALAMAZOO COUNTY OPERATIONAL SUPPORT	15,000.
MICHIGAN BACH COLLEGIUM 310 E MICHIGAN, UNIT 50862 KALAMAZOO, MI 49007	N/A	PC	OPERATIONAL SUPPORT	10,000.
MICHIGAN FESTIVAL OF SACRED MUSIC P.O. BOX 50566 KALAMAZOO, MI 49005-0566	N/A	PC	OPERATIONAL SUPPORT	30,000.
MICHIGAN STATE TROOPERS ASSISTANCE FUND 1715 ABBEY RD STE B EAST LANSING, MI 48823	N/A	PC	MATCHING	624.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MICHIGAN STATE UNIVERSITY 426 AUDITORIUM ROAD EAST LANSING, MI 48824-2600	N/A	GOV	RXKIDS KALAMAZOO - KALAMAZOO COUNTY DIRECT PAYMENTS ONLY	250,000.
MILWOOD UNITED METHODIST CHURCH 3919 PORTAGE ROAD KALAMAZOO, MI 49001	N/A	PC	FINE ARTS SERIES	1,700.
MINISTRY WITH COMMUNITY, INC. 500 NORTH EDWARDS STREET KALAMAZOO, MI 49007	N/A	PC	OPERATIONAL SUPPORT	75,000.
NORTHSIDE ASSOCIATION FOR COMMUNITY DEVELOPMENT 612 N PARK ST A KALAMAZOO, MI 49007	N/A	PC	LEGAL AND FINANCIAL/FORENSIC ACCOUNTING NEEDS	10,000.
NEW YEAR'S FEST OF KALAMAZOO INC 1417 S. BURDICK ST. KALAMAZOO, MI 49001	N/A	PC	FESTIVAL OPERATIONS	35,000.
OPEN DOORS KALAMAZOO 1141 S. ROSE STREET, SUITE B KALAMAZOO, MI 49001	N/A	PC	OPERATIONAL SUPPORT	35,000.
OPEN DOORS KALAMAZOO 1141 S. ROSE STREET, SUITE B KALAMAZOO, MI 49001	N/A	PC	2023 OPERATIONAL SUPPORT	10,000.
OPEN ROADS BIKE PROGRAM 1523 RIVERVIEW DR, SUITE B KALAMAZOO, MI 49004-1057	N/A	PC	FEASIBILITY STUDY	10,000.
OPEN ROADS BIKE PROGRAM 1523 RIVERVIEW DR, SUITE B KALAMAZOO, MI 49004-1057	N/A	PC	OPERATIONAL SUPPORT	30,000.
PARCHMENT, CITY OF 650 S. RIVERVIEW DR. PARCHMENT, MI 49004	N/A	GOV	KINDLEBERGER SUMMER ARTS PROGRAM	30,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PLANNED PARENTHOOD OF MICHIGAN PO BOX 3673 ANN ARBOR, MI 48106	N/A	PC	KALAMAZOO COUNTY EDUCATION AND OUTREACH PROGRAMS	20,000.
PORTAGE COMMUNITY OUTREACH CENTER INC 325 E CENTRE AVE PORTAGE, MI 49002-5512	N/A	PC	PORTAGE COMMUNITY CENTER YOUTH PROGRAMS	7,500.
PRETTY LAKE VACATION CAMP 9123 W Q AVE MATTAWAN, MI 49071	N/A	PC	MATCHING	300.
PRETTY LAKE VACATION CAMP 9123 W Q AVE MATTAWAN, MI 49071	N/A	PC	SUMMER CAMP CABIN REPLACEMENT	250,000.
PORTAGE, CITY OF 7900 S. WESTNEDGE AVENUE PORTAGE, MI 49002	N/A	GOV	THE HEART OF PORTAGE	20,000.
PREVENTION WORKS OF SOUTHWEST MICHIGAN, INC. 309 N. BURDICK ST. KALAMAZOO, MI 49007	N/A	PC	HUBONE GENERAL OPERATIONS	200,000.
PREVENTION WORKS OF SOUTHWEST MICHIGAN, INC. 309 N. BURDICK ST. KALAMAZOO, MI 49007	N/A	PC	KALAMAZOO COUNTY PROGRAMS AND SERVICES	75,000.
PUBLIC MEDIA NETWORK 359 S. KALAMAZOO MALL, SUITE 300 KALAMAZOO, MI 49007	N/A	PC	ALL EARS THEATRE	38,000.
PUBLIC MEDIA NETWORK 359 S. KALAMAZOO MALL, SUITE 300 KALAMAZOO, MI 49007	N/A	PC	OPERATIONAL SUPPORT	75,000.
PUBLIC MEDIA NETWORK 359 KALAMAZOO MALL , SUITE 300 KALAMAZOO, MI 49007	N/A	PC	SW MI JOURNALISM COLLABORATIVE (FISCAL SPONSOR)	25,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
QUEER THEATRE INC 315 W. MICHIGAN AVE. KALAMAZOO, MI 49007	N/A	PC	OPERATIONAL SUPPORT	7,000.
QUENCHED MINISTRIES 3515 W. MICHIGAN AVE BATTLE CREEK, MI 49017	N/A	PC	MATCHING	500.
READ AND WRITE KALAMAZOO 802 S. WESTNEDGE AVE KALAMAZOO, MI 49008-1162	N/A	PC	OPERATION SUPPORT	20,000.
RENAISSANCE ENTERPRISES COMPANY 901 LAY BLVD KALAMAZOO, MI 49001-3898	N/A	PC	KALAMAZOO COUNTY PROGRAMMING	40,000.
RESIDENTIAL OPPORTUNITIES INCORPORATED 1100 SOUTH ROSE STREET KALAMAZOO, MI 49001-2664	N/A	PC	AFFORDABLE HOUSING PROGRAM	50,000.
RESIDENTIAL OPPORTUNITIES INCORPORATED 1100 SOUTH ROSE STREET KALAMAZOO, MI 49001-2664	N/A	PC	REPRESENTATIVE PAYEE SERVICES	15,000.
RICHLAND AREA COMMUNITY CENTER 9400 E CD AVE RICHLAND, MI 49083	N/A	PC	PROGRAMMING	9,500.
ROOTEAD ENRICHMENT CENTER 505 E. KALAMAZOO AVE., SUITE 3 KALAMAZOO, MI 49007	N/A	PC	YOUTH PROGRAMMING	30,000.
SENIOR SERVICES, INC. 918 JASPER STREET KALAMAZOO, MI 49001-2853	N/A	PC	MATCHING	100.
SHARE 471 W SOUTH ST KALAMAZOO, MI 49007	N/A	PC	GENERAL OPERATIONS	4,840.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SOUTHWEST MICHIGAN FIRST CORPORATION PO BOX 50827 KALAMAZOO, MI 49005-0827	N/A	PC	OPERATIONAL SUPPORT	350,000.
SPEAK IT FORWARD INC 617 DOUGLAS AVE, SUITE 1 KALAMAZOO, MI 49007-3109	N/A	PC	KALAMAZOO COUNTY OPERATIONS	35,000.
SPECIALIZED LANGUAGE DEVELOPMENT CENTER 5250 LOVERS LANE SUITE LL100 KALAMAZOO, MI 49002-1580	N/A	PC	KALAMAZOO COUNTY PROGRAMMING	25,000.
ST JUDE CHILDREN'S RESEARCH HOSPITAL INC 262 DANNY THOMAS PI MEMPHIS, TN 38105	N/A	PC	MATCHING	100.
ST LUKES EPISCOPAL CHURCH 247 W LOVELL ST KALAMAZOO, MI 49007-5207	N/A	PC	MATCHING	5,000.
ST LUKES EPISCOPAL CHURCH 247 W LOVELL ST KALAMAZOO, MI 49007-5207	N/A	PC	PARTNERS IN TRANSITION OUTREACH MINISTRY	15,000.
SUZUKI MUSIC ACADEMY OF KALAMAZOO 6376 QUAIL RUN DRIVE KALAMAZOO, MI 49009	N/A	PC	OPERATIONAL SUPPORT	10,000.
SUZUKI MUSIC ACADEMY OF KALAMAZOO 6376 QUAIL RUN DRIVE KALAMAZOO, MI 49009	N/A	PC	ORCHESTRA JAMMO' LAYA	8,000.
SYNERGY HEALTH CENTER 625 HARRISON ST. KALAMAZOO, MI 49007	N/A	PC	URBAN ZONE PROGRAMMING	25,000.
TOWNSHIP OF COMSTOCK 5858 KING HWY KALAMAZOO, MI 49048	N/A	GOV	HOLIDAY TREE EVENT	6,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
TIDES CENTER 1012 TORNEY AVENUE SAN FRANCISCO, CA 94129	N/A	PC	MICHIGAN TRANSFORMATION COLLECTIVE: COMMUNITY VIOLENCE INTERVENTION KVCC TRAINING	40,000.
UNITED WAY OF SOUTH CENTRAL MICHIGAN 709 SOUTH WESTNEDGE AVE. KALAMAZOO, MI 49007	N/A	PC	ANNUAL CAMPAIGN	65,000.
UNITED WAY OF SOUTH CENTRAL MICHIGAN 709 SOUTH WESTNEDGE AVE. KALAMAZOO, MI 49007	N/A	PC	LEADERSHIP CHALLENGE	50,000.
UNITED WAY OF SOUTH CENTRAL MICHIGAN 709 SOUTH WESTNEDGE AVE. KALAMAZOO, MI 49007	N/A	PC	DISASTER RELIEF FUND	100,000.
URBAN ALLIANCE 1009 E. STOCKBRIDGE AVE., SUITE 100 KALAMAZOO, MI 49001-3811	N/A	PC	BUILDING RENOVATIONS	100,120.
URBAN ALLIANCE 1010 E. STOCKBRIDGE AVE., SUITE 100 KALAMAZOO, MI 49001-3812	N/A	PC	OPERATIONAL SUPPORT	50,000.
VICKSBURG CULTURAL ARTS CENTER PO BOX 209 VICKSBURG, MI 49097	N/A	PC	OPERATIONAL SUPPORT	20,000.
VICKSBURG HISTORICAL SOCIETY 300 N RICHARDSON ST VICKSBURG, MI 49097	N/A	PC	SUMMER YOUTH HISTORY CAMP	2,000.
VINE NEIGHBORHOOD ASSOCIATION, INC. 806 SOUTH WESTNEDGE AVE. KALAMAZOO, MI 49008	N/A	PC	SOUNDS OF THE ZOO	5,000.
WELLSPRING/CORI TERRY & DANCERS 359 S. BURDICK ST., SUITE 204 KALAMAZOO, MI 49007	N/A	PC	2023 OPERATIONAL SUPPORT	25,000.
Total from continuation sheets				

Part XIV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
WELLSPRING/CORI TERRY & DANCERS 359 S. BURDICK ST., SUITE 204 KALAMAZOO, MI 49007	N/A	PC	OPERATIONAL SUPPORT	50,000.
WEST MICHIGAN CANCER CENTER 200 NORTH PARK KALAMAZOO, MI 49007-3731	N/A	PC	PATIENT CARE SERVICES AND SURVIVORSHIP PROGRAM	15,000.
WESTERN MICHIGAN UNIVERSITY FOUNDATION 1903 W. MICHIGAN AVE. KALAMAZOO, MI 49008-5403	N/A	PC	MATCHING	120.
WESTERN MICHIGAN UNIVERSITY FOUNDATION 1903 W. MICHIGAN AVE. KALAMAZOO, MI 49008-5403	N/A	PC	MATCHING	250.
WESTERN MICHIGAN UNIVERSITY FOUNDATION 1903 W. MICHIGAN AVE. KALAMAZOO, MI 49008-5403	N/A	PC	MATCHING	250.
WESTERN MICHIGAN UNIVERSITY FOUNDATION 1903 W. MICHIGAN AVE. KALAMAZOO, MI 49008-5403	N/A	PC	MATCHING	750.
WESTERN MICHIGAN UNIVERSITY FOUNDATION 1903 W. MICHIGAN AVE. KALAMAZOO, MI 49008-5403	N/A	PC	MATCHING	120.
WESTERN MICHIGAN UNIVERSITY FOUNDATION 1903 W. MICHIGAN AVE. KALAMAZOO, MI 49008-5403	N/A	PC	WMUK EXPANDED ARTS KALAMAZOO	23,000.
WESTERN MICHIGAN UNIVERSITY FOUNDATION 1903 W. MICHIGAN AVE. KALAMAZOO, MI 49008-5403	N/A	PC	WMUK UNDERWRITING	30,000.
WESTERN MICHIGAN UNIVERSITY FOUNDATION 1903 W. MICHIGAN AVE. KALAMAZOO, MI 49008-5403	N/A	PC	MATCHING	250.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XIV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
FRIENDS OF THE KALAMAZOO PUBLIC LIBRARY AND MUSEUM 315 S. ROSE STREET KALAMAZOO, MI 49001	N/A	PC	MARKETING & EQUIPMENT PROJECTS	9,700.
KALAMAZOO CHORAL ARTS 1200 ACADEMY STREET KALAMAZOO, MI 49006	N/A	PC	TECHNICAL ASSISTANCE - LEADERSHIP TRANSITION	4,300.
KALAMAZOO MALE CHORUS 5326 HARBORVIEW PATH KALAMAZOO, MI 49009	N/A	PC	"CHRISTMAS IN KALAMAZOO" CONCERT	1,375.
KALAMAZOO VALLEY COMMUNITY COLLEGE FOUNDATION 6767 WEST O AVENUE KALAMAZOO, MI 49009	N/A	PC	INDUSTRIAL TRADES COMPLEX RENOVATION AND EXPANSION	2,300,000.
PREVENTION WORKS OF SOUTHWEST MICHIGAN, INC. 309 N. BURDICK ST. KALAMAZOO, MI 49007	N/A	PC	HUBONE GENERAL OPERATIONS	100,000.
Total from continuation sheets				2,415,375.

Underpayment of Estimated Tax by Corporations

Attach to the corporation's tax return.

FORM 990-PF

OMB No. 1545-0123

2024

Go to www.irs.gov/Form2220 for instructions and the latest information.

Name IRVING S. GILMORE FOUNDATION	Employer identification number 23-7236057
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)	1	370,501.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c Credit for federal tax paid on fuels (see instructions)	2c	
d Total. Add lines 2a through 2c	2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	370,501.
4 Enter the tax shown on the corporation's 2023 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	244,142.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	244,142.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty. See instructions.

- 6 ☐ The corporation is using the adjusted seasonal installment method.
- 7 ☒ The corporation is using the annualized income installment method.
- 8 ☒ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)	
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/24	06/15/24	09/15/24	12/15/24
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	10		49,491.	85,538.	113,696.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11	62,000.		80,000.	110,000.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		62,000.	12,509.	6,971.
13 Add lines 11 and 12	13		62,000.	92,509.	116,971.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	62,000.	62,000.	92,509.	116,971.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	62,000.	12,509.	6,971.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Form 2220 (2024)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2024 and before 7/1/2024	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 8\% (0.08)}{366}$...	22 \$	\$	\$	\$
23 Number of days on line 20 after 6/30/2024 and before 10/1/2024 ...	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 8\% (0.08)}{366}$...	24 \$	\$	\$	\$
25 Number of days on line 20 after 9/30/2024 and before 1/1/2025	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 8\% (0.08)}{366}$...	26 \$	\$	\$	\$
27 Number of days on line 20 after 12/31/2024 and before 4/1/2025 ...	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 7\% (0.07)}{365}$...	28 \$	\$	\$	\$
29 Number of days on line 20 after 3/31/2025 and before 7/1/2025	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30 \$	\$	\$	\$
31 Number of days on line 20 after 6/30/2025 and before 10/1/2025 ...	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32 \$	\$	\$	\$
33 Number of days on line 20 after 9/30/2025 and before 1/1/2026	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34 \$	\$	\$	\$
35 Number of days on line 20 after 12/31/2025 and before 3/16/2026 ...	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36 \$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37 \$	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns	38			0.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120-S filers: For lines 1, 2, 3, and 21, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%.
See instructions.

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1 Enter taxable income for the following periods.					
a Tax year beginning in 2021	1a				
b Tax year beginning in 2022	1b				
c Tax year beginning in 2023	1c				
2 Enter taxable income for each period for the tax year beginning in 2024. See the instructions for the treatment of extraordinary items	2				
3 Enter taxable income for the following periods.		First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 2021	3a				
b Tax year beginning in 2022	3b				
c Tax year beginning in 2023	3c				
4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4				
5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5				
6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6				
7 Add lines 4 through 6	7				
8 Divide line 7 by 3.0	8				
9a Divide line 2 by line 8	9a				
b Extraordinary items (see instructions)	9b				
c Add lines 9a and 9b	9c				
10 Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, line 1, or comparable line of corp's return ...	10				
11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a				
b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b				
c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c				
12 Add lines 11a through 11c	12				
13 Divide line 12 by 3.0	13				
14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14				
15 Enter any alternative minimum tax for each payment period. See instructions	15				
16 Enter any other taxes for each payment period. See instr.	16				
17 Add lines 14 through 16	17				
18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	18				
19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	19				

Part II **Annualized Income Installment Method**

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20 Annualization periods (see instructions)	20				
21 Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21		847,380.	1,585,323.	2,861,421.
22 Annualization amounts (see instructions)	22	6.000000	4.000000	2.000000	1.333330
23a Annualized taxable income. Multiply line 21 by line 22 ..	23a		3,389,520.	3,170,646.	3,815,218.
b Extraordinary items (see instructions)	23b		3,731,410.	9,781,778.	14,078,631.
c Add lines 23a and 23b	23c		7,120,930.	12,952,424.	17,893,849.
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 1, or comparable line of corporation's return	24		98,981.	180,039.	248,725.
25 Enter any alternative minimum tax for each payment period. See instructions	25				
26 Enter any other taxes for each payment period. See instr.	26				
27 Total tax. Add lines 24 through 26	27		98,981.	180,039.	248,725.
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28				
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29		98,981.	180,039.	248,725.
30 Applicable percentage	30	25%	50%	75%	100%
31 Multiply line 29 by line 30	31		49,491.	135,029.	248,725.

Part III **Required Installments**

		1st installment	2nd installment	3rd installment	4th installment
Note: Complete lines 32 through 38 of one column before completing the next column.					
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	0.	49,491.	135,029.	248,725.
33 Add the amounts in all preceding columns of line 38. See instructions	33			49,491.	135,029.
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- ..	34		49,491.	85,538.	113,696.
35 Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	61,036.	124,215.	92,625.	92,626.
36 Subtract line 38 of the preceding column from line 37 of the preceding column	36		61,036.	135,760.	142,847.
37 Add lines 35 and 36	37	61,036.	185,251.	228,385.	235,473.
38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38	0.	49,491.	85,538.	113,696.

Form 2220 (2024)

** ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	4,792,195.	0.	4,792,195.	4,792,195.	
INTEREST	3,030,829.	0.	3,030,829.	3,030,829.	
TO PART I, LINE 4	7,823,024.	0.	7,823,024.	7,823,024.	

FORM 990-PF	OTHER INCOME	STATEMENT 2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT SETTLEMENTS	28,263.	28,263.	
SPRUCE GROVE K-1	0.	-7,016.	
TOTAL TO FORM 990-PF, PART I, LINE 11	28,263.	21,247.	

FORM 990-PF	LEGAL FEES	STATEMENT 3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,026.	0.		6,026.
TO FM 990-PF, PG 1, LN 16A	6,026.	0.		6,026.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT, TAX & CONSULTING SERVICES	34,890.	17,445.		17,245.
TO FORM 990-PF, PG 1, LN 16B	34,890.	17,445.		17,245.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAL FEES	80,000.	80,000.		0.
INVESTMENT FEES	1,678,323.	1,678,323.		0.
NON-TRUSTEE COMMITTEE MEMBERS	18,500.	7,500.		11,000.
OTHER	9,183.	551.		8,415.
TO FORM 990-PF, PG 1, LN 16C	1,786,006.	1,766,374.		19,415.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	370,318.	0.		0.
SPRUCEGROVE K-1 FOREIGN TAXES PD	0.	104,549.		0.
PAYROLL TAXES	48,996.	1,575.		47,421.
TO FORM 990-PF, PG 1, LN 18	419,314.	106,124.		47,421.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARKING & MILEAGE	9,970.	598.		9,390.
INSURANCE	16,897.	2,157.		14,740.
MISCELLANEOUS	52,537.	2,544.		39,268.
OFFICE & OTHER SUPPLIES	8,415.	505.		8,418.
SOFTWARE & EQUIPMENT	41,192.	2,472.		38,720.
UTILITIES	10,641.	638.		9,202.
SPRUCEGROVE K-1 OTHER EXPENSES	0.	68,662.		0.
TO FORM 990-PF, PG 1, LN 23	139,652.	77,576.		119,738.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT SECURITIES	X		14,595,470.	14,595,470.
TOTAL U.S. GOVERNMENT OBLIGATIONS			14,595,470.	14,595,470.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			14,595,470.	14,595,470.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ACUITY BRANDS (HLDG COMPANY) INC	146,094.	146,094.
ACV AUCTIONS INC CL A	586,332.	586,332.
ADT INC	162,385.	162,385.
ADTALEM GLOBAL ED INC	136,275.	136,275.
AFLAC INC	155,160.	155,160.
AGCO CORP	168,264.	168,264.
ALARM COM HLDGS INC	883,788.	883,788.
ALKAMI TECHNOLOGY INC	564,212.	564,212.
ALLISON TRANSMISSION HLDGS INC	1,023,869.	1,023,869.
ALTRIA GROUP INC	423,549.	423,549.
AMAZON.COM INC	5,743,191.	5,743,191.
AMERICAN EAGLE OUTFITTERS INC	83,350.	83,350.
AMERICAN FINL GRP	109,544.	109,544.
AMERICAN HOMES 4 RENT CL A	1,129,298.	1,129,298.
AMERICAN INTL GROUP INC	356,720.	356,720.
AMERIPRISE FINANCIAL INC	275,799.	275,799.
APA CORPORATION COM	55,416.	55,416.
APPLE INC 02/09/15 3.450 02/09/45	2,758,376.	2,758,376.
APPLIED MATLS INC	243,945.	243,945.
APPLOVIN CORP	1,330,941.	1,330,941.
ARMSTRONG WORLD INDUSTRIES	1,300,377.	1,300,377.
ARROW ELECTRS INC COM	158,368.	158,368.
ASML HOLDING	1,519,924.	1,519,924.
AT&T INC	589,743.	589,743.
ATKORE INC	91,795.	91,795.
ATLISSIAN CORPORATION CL A	2,961,448.	2,961,448.
AUTOLIV INC	168,822.	168,822.
AVNET INC	104,640.	104,640.
AVNET INC	596,500.	596,500.
AXIS CAPITAL HOLDINGS LTD	177,240.	177,240.
AXON ENTERPRISE INC	957,450.	957,450.
BANK AMER CORP	175,800.	175,800.
BANK AMER CORP	572,097.	572,097.
BANK OF NEW YORK MELLON CORP	476,346.	476,346.
BAXTER INTL INC	906,759.	906,759.
BAXTER INTL INC	134,136.	134,136.

BERRY GLOBAL GROUP, INC	174,609.	174,609.
BEST BUY INC	94,380.	94,380.
BLACKLINE INC	643,388.	643,388.
BLOCK INC CL A	1,835,359.	1,835,359.
BOISE CASCADE CO DEL	154,518.	154,518.
BORG-WARNER AUTOMOTIVE INC	117,623.	117,623.
BRINKS CO	139,155.	139,155.
BRISTOL MYERS SQUIBB CO	378,952.	378,952.
BRISTOL MYERS SQUIBB CO	453,894.	453,894.
BUNGE GLOBAL SA ISIN CH1300646267	101,088.	101,088.
CABLE ONE INC	808,252.	808,252.
CAPITAL ONE FINL CORP	918,170.	918,170.
CAPRI HOLDINGS LIMITED SHS	25,272.	25,272.
CARNIVAL CORP	234,248.	234,248.
CBIZ INC	1,486,851.	1,486,851.
CCC INTELLIGENT SOLUTIONS HLDGS INC	654,862.	654,862.
CENTENE CORP	175,682.	175,682.
CERTARA INC	182,445.	182,445.
CHAMPION HOMES INC	488,691.	488,691.
CHARTER COMMUNICATIONS INC CL A	130,253.	130,253.
CHARTER COMMUNICATIONS INC CL A	615,272.	615,272.
CHEMED CORP	590,727.	590,727.
CIRRUS LOGIC INC	79,664.	79,664.
CISCO SYSTEMS INC	503,200.	503,200.
CITIGROUP INC	450,496.	450,496.
CITIGROUP INC	1,026,286.	1,026,286.
CITIZENS FINL GROUP INC	205,672.	205,672.
CLOUDFLARE INC CL A	1,766,490.	1,766,490.
CNA FINL CORP	101,577.	101,577.
CNH INDL NV	160,886.	160,886.
COGNEX CORP	397,257.	397,257.
COGNIZANT TECHNOLOGY SOLUTIONS	653,035.	653,035.
COMCAST CORP CL A	457,866.	457,866.
CONAGRA BRANDS, INC.	160,950.	160,950.
CONOCOPHILLIPS	359,987.	359,987.
COREBRIDGE FINL INC	113,734.	113,734.
COREBRIDGE FINL INC	612,577.	612,577.
CSG SYS INTL INC COM	97,109.	97,109.
CSW INDUSTRIALS	365,854.	365,854.
CUMMINS INC	383,460.	383,460.
CVS HEALTH CORPORATION	264,851.	264,851.
CVS HEALTH CORPORATION	1,034,310.	1,034,310.
DATADOG INC CL A	2,289,241.	2,289,241.
DAVITA INC.	119,640.	119,640.
DELTA AIR LINES INC	151,250.	151,250.
DELTA AIR LINES INC	572,845.	572,845.
DESCARTES SYS GROUP INC	930,498.	930,498.
DEXCOM INC	2,051,806.	2,051,806.
DISCOVER FINANCIAL SERVICES	294,491.	294,491.
DOLLAR GEN CORP	704,899.	704,899.
DOORDASH INC	1,421,346.	1,421,346.
DOUBLEVERIFY HLDGS INC	696,286.	696,286.
DOUBLEVERIFY HLDGS INC	430,573.	430,573.
DOW INC	598,740.	598,740.
DOXIMITY INC	907,203.	907,203.
DROPBOX INC	96,128.	96,128.
DXC TECHNOLOGY CO	13,886.	13,886.
EAST WEST BANCORP INC	248,976.	248,976.

EASTMAN CHEM CO	127,848.	127,848.
EBAY INC	334,530.	334,530.
EMCOR GROUP INC	1,686,692.	1,686,692.
ENSIGN GROUP INC	945,963.	945,963.
ENTEGRIS INC	1,263,807.	1,263,807.
EQUITABLE HLDGS INC COM	514,389.	514,389.
EQUITY COMMONWEALTH	49,080.	49,080.
EURONET WORLDWIDE INC	848,327.	848,327.
EVEREST GROUP LTD	144,984.	144,984.
EVERI HLDGS INC	76,615.	76,615.
EXELIXIS INC	196,470.	196,470.
EXPONENT INC	451,915.	451,915.
EXXON MOBIL CORP	387,252.	387,252.
FEDERATED HERMES INC	172,662.	172,662.
FEDEX CORPORATION	337,596.	337,596.
FIDELITY NATIONAL FINANCIAL	325,893.	325,893.
FIFTH THIRD BANCORP	109,928.	109,928.
FIRST BANCORP PUERTO RICO	198,913.	198,913.
FIRST HORIZON CORPORATION	241,680.	241,680.
FIVE BELOW INC	838,316.	838,316.
FLEX LTD	228,152.	228,152.
FLOOR & DECOR HLDGS INC	546,356.	546,356.
FMC CORP	433,310.	433,310.
FORD MOTOR COMPANY	252,450.	252,450.
FOX CORP CL A	344,918.	344,918.
FRESENIUS MEDICAL CARE AG	579,176.	579,176.
FRESHPET INC	1,346,024.	1,346,024.
GALLAGHER ARTHUR J & CO	1,311,103.	1,311,103.
GENERAC HLDGS INC	522,208.	522,208.
GENERAL MLS INC	200,876.	200,876.
GENERAL MTRS CO	383,544.	383,544.
GENTEX CORP	1,207,005.	1,207,005.
GILEAD SCIENCES INC	461,850.	461,850.
GLAUKOS CORP	673,231.	673,231.
GLOBAL LIFE INC	523,586.	523,586.
GLOBAL PMTS INC	134,472.	134,472.
GLOBAL PMTS INC	771,197.	771,197.
GLOBANT S A COM SEDOL BP40HR4 ISIN LU0974299876	1,239,562.	1,239,562.
GLOBUS MEDICAL INC	1,632,116.	1,632,116.
GMS INC	144,211.	144,211.
GOLDMAN SACHS GROUP	400,834.	400,834.
GOODYEAR TIRE & RUBR CO	48,600.	48,600.
GOOSEHEAD INS INC COM CL A	465,228.	465,228.
GRACO INC	599,049.	599,049.
GRAND CANYON ED INC	1,065,683.	1,065,683.
GRAND CANYON ED INC	1,332,185.	1,332,185.
GRAPHIC PACKAGING HLDG CO	141,232.	141,232.
GRID DYNAMICS HLDGS INC CL A	476,247.	476,247.
GUIDEWIRE SOFTWARE INC	665,048.	665,048.
HALLIBURTON CO	184,892.	184,892.
HARLEY DAVIDSON INC	108,468.	108,468.
HCA HEALTHCARE, INC.	240,120.	240,120.
HEWLETT PACKARD ENTERPRISE CO	307,440.	307,440.
HF SINCLAIR CORP	87,625.	87,625.
HILLENBRAND INC	32,627.	32,627.
HILLMAN SOLUTIONS CORP COM	638,652.	638,652.
HILLMAN SOLUTIONS CORP COM	445,839.	445,839.
HOST HOTELS AND RESORTS	187,464.	187,464.

HOULIHAN LOKEY INC CL A	1,681,550.	1,681,550.
HP INC	378,508.	378,508.
HUMANA INC	874,792.	874,792.
HUNTINGTON INGALLS INDS INC	94,485.	94,485.
INCYTE CORPORATION	158,861.	158,861.
INGREDION INC	165,072.	165,072.
INMODE LTD SHS	63,460.	63,460.
INSPIRE MED SYS INC	389,669.	389,669.
INTEL CORP	60,150.	60,150.
INTERCONTINENTAL EXCHANGE INC	1,663,846.	1,663,846.
INTERNATIONAL BUSINESS MACHS	153,881.	153,881.
JABIL, INC.	417,310.	417,310.
JAMF HLDG CORP	305,672.	305,672.
JAZZ PHARMACEUTICALS PLC	209,355.	209,355.
JELD-WEN HLDG INC	365,503.	365,503.
JOHN WILEY & SONS INC CL A	324,590.	324,590.
JOHNSON & JOHNSON	303,702.	303,702.
KADANT INC	884,899.	884,899.
KENNAMETAL INC	856,217.	856,217.
KINDER CARE LEARNING COS INC	66,732.	66,732.
KINSALE CAP GROUP INC	887,003.	887,003.
KOHL'S CORP	43,524.	43,524.
KORNIT DIGITAL LTD SHS	525,098.	525,098.
KRAFT HEINZ CO	276,390.	276,390.
KROGER CO	507,545.	507,545.
LEAR CORP	66,290.	66,290.
LEAR CORP	708,830.	708,830.
LENNAR CORP	245,466.	245,466.
LIGHT & WONDER INC	1,030,254.	1,030,254.
LINCOLN NATL CORP IND	79,275.	79,275.
LOCKHEED MARTIN CORP	194,376.	194,376.
LYONDELLBASELL INDUSTRIES SEDOL # B3SPXZ ISIN # NL0009434992	118,832.	118,832.
M & T BK CORP	75,204.	75,204.
MAGNA INTL INC SEDOL 2554475 ISIN CA5592224011	565,043.	565,043.
MAGNERA CORP	13,555.	13,555.
MAIN STR CAP CORP	630,438.	630,438.
MARATHON PETROLEUM CORP	292,950.	292,950.
MARKETAXESS HLDGS INC	419,982.	419,982.
MCKESSON CORPORATION	170,973.	170,973.
MEDPACE HLDGS INC	1,022,936.	1,022,936.
MEDTRONIC PLC	414,178.	414,178.
MERCK & CO INC	517,296.	517,296.
META PLATFORMS INC CL A	292,755.	292,755.
META PLATFORMS INC CL A	3,208,595.	3,208,595.
METLIFE INC	644,314.	644,314.
MGIC INVT CORP WIS	189,680.	189,680.
MGM MIRAGE	145,530.	145,530.
MICROSOFT CORP	4,593,086.	4,593,086.
MOLSON COORS BEVERAGE CO	269,404.	269,404.
MOSAIC CO	125,358.	125,358.
MURPHY OIL CORP	112,870.	112,870.
NATIONAL VISION HLDGS INC	384,759.	384,759.
NCR ATLEOS CORPORATION	69,536.	69,536.
NCR VOYIX CORPORATION	13,190.	13,190.
NEOGEN CORP	148,254.	148,254.
NETAPP INC COM	162,512.	162,512.
NETFLIX INC	1,845,924.	1,845,924.

NEW YORK TIMES CO	486,772.	486,772.
NEWELL BRANDS, INC.	458,718.	458,718.
NEWMARKET CORP	158,505.	158,505.
NEXSTAR MEDIA GROUP, INC.	142,173.	142,173.
NOV INC	315,477.	315,477.
NRG ENERGY INC	396,968.	396,968.
NU HLDGS LTD ORD SHS CL A ISIN KYG6683N1034		
SEDOL BN6NP19	1,464,790.	1,464,790.
NVIDIA CORP	6,619,154.	6,619,154.
OMEGA HEALTHCARE INVS INC	151,400.	151,400.
OPENLANE, INC.	1,423,203.	1,423,203.
OPTION CARE HEALTH INC	318,652.	318,652.
ORGANON & CO	38,792.	38,792.
ORTHOPEDIATRICS CORP	135,510.	135,510.
OSHKOSH CORPORATION	133,098.	133,098.
OWENS CORNING INC	204,384.	204,384.
PAYCOR HCM INC	609,505.	609,505.
PAYLOCITY HLDG CORP	979,797.	979,797.
PAYPAL HLDGS INC	230,445.	230,445.
PENNANT GROUP INC	385,839.	385,839.
PENSKE AUTO GROUP INC	966,317.	966,317.
PFIZER INC	360,808.	360,808.
PFIZER INC	327,062.	327,062.
PHILLIPS 66 COM	262,039.	262,039.
PHINIA INC	35,646.	35,646.
PHREESIA INC	248,178.	248,178.
POWER INTEGRATIONS INC	456,025.	456,025.
PRIMERICA INC	2,684,615.	2,684,615.
PRIVIA HEALTH GROUP INC	723,291.	723,291.
PULTE GROUP INC	326,700.	326,700.
PVH CORP	84,600.	84,600.
PVH CORP	362,405.	362,405.
QUALCOMM INC	522,308.	522,308.
RADIAN GROUP INC	234,728.	234,728.
RB GLOBAL INC	746,307.	746,307.
REGIONS FINL CORP	324,576.	324,576.
REPLIGEN CORP COMMON	660,829.	660,829.
ROBERT HALF INC.	659,435.	659,435.
ROBLOX CORP CL A	1,031,181.	1,031,181.
SAMSARA INC CL A	1,875,874.	1,875,874.
SEA LTD ADR	1,931,338.	1,931,338.
SERVICE PPTYS TR COM SH BEN INT	10,668.	10,668.
SERVICENOW INC	3,548,222.	3,548,222.
SHELL PLC ADR	303,539.	303,539.
SHOPIFY INC	2,850,069.	2,850,069.
SIMPSON MFG INC COM	806,265.	806,265.
SIMPSON MFG INC COM	433,645.	433,645.
SIXTH STR SPECIALTY LENDING INC	328,595.	328,595.
SKYWORKS SOLUTIONS INC	106,416.	106,416.
SKYWORKS SOLUTIONS INC	424,511.	424,511.
SMUCKER JM CO	155,269.	155,269.
SNAP ON INC	135,792.	135,792.
SNOWFLAKE INC CL A	911,482.	911,482.
SPARTANNASH CO	64,120.	64,120.
SPOTIFY TECHNOLOGY	2,046,316.	2,046,316.
SPS COMMERCE INC	1,204,583.	1,204,583.
SS&C TECHNOLOGIES HLDGS INC	2,042,044.	2,042,044.
SS&C TECHNOLOGIES HLDGS INC	692,326.	692,326.

IRVING S. GILMORE FOUNDATION23-7236057

STATE STREET CORP	480,935.	480,935.
STEEL DYNAMICS INC	125,477.	125,477.
STEVANATO GROUP S P A ORD SHS SEDOL BNM0752 ISIN IT0005452658	332,363.	332,363.
STIFEL FINL CORP	105,337.	105,337.
STRATEGIC ED INC	894,029.	894,029.
SYLVAMO CORP	173,844.	173,844.
SYNCHRONY FINL	169,000.	169,000.
TD SYNEX CORP	127,014.	127,014.
TD SYNEX CORP	152,464.	152,464.
TE CONNECTIVITY LTD REG SHS SEDOL B62B7C3 ISIN CH0102993182	429,482.	429,482.
TEGNA INC	188,387.	188,387.
TERADATA CORP DEL	167,899.	167,899.
TEXTRON INC	244,768.	244,768.
THE CAMPBELL'S COMPANY	146,580.	146,580.
THE HARTFORD INSURANCE GROUP INC	393,840.	393,840.
TIMKEN CO	78,507.	78,507.
TRANSCAT INC	385,740.	385,740.
TYSON FOODS INC	601,052.	601,052.
U S PHYSICAL THERAPY	379,324.	379,324.
UBER TECHNOLOGIES INC	1,169,424.	1,169,424.
UGI CORP NEW COM	67,752.	67,752.
ULTRAGENYX PHARMACEUTICAL INC	877,791.	877,791.
UNITED AIRLINES HOLDINGS, INC.	291,300.	291,300.
UNIVERSAL HEALTH SVCS	365,479.	365,479.
UNUM GROUP	153,363.	153,363.
VALERO ENERGY	196,144.	196,144.
VERIZON COMMUNICATIONS INC	523,869.	523,869.
VIATRIS INC	100,845.	100,845.
VISA INC CL A	1,316,623.	1,316,623.
VISTRA CORP.	82,722.	82,722.
VOYA FINL INC	373,540.	373,540.
WALGREENS BOOTS ALLIANCE INC	36,387.	36,387.
WELLS FARGO & COMPANY	597,040.	597,040.
WELLS FARGO & COMPANY	1,038,288.	1,038,288.
WESTERN UNION CO	68,900.	68,900.
WHIRLPOOL CORP	137,376.	137,376.
WILLSCOT MOBILE MINI HLDGS	492,785.	492,785.
WORKIVA INC COM CL A	1,083,174.	1,083,174.
WYNDHAM HOTELS & RESORTS INC	1,734,193.	1,734,193.
XEROX HOLDINGS CORP	33,931.	33,931.
ZIONS BANCORPORATION, N.A.	146,475.	146,475.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>180,404,361.</u>	<u>180,404,361.</u>

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AT&T INC 05/04/15 4.750 05/15/46	197,911.	197,911.
AT&T INC 02/19/19 4.350 03/01/29	127,184.	127,184.
ABBVIE INC 02/26/24 5.050 03/15/34	44,459.	44,459.
AMERICAN EXPRESS CO 08/03/22 3.950 08/01/25 OPT CALL 07/01/2025 @ 100.00	214,134.	214,134.
AMERICAN TOWER CORP 03/29/21 2.700 04/15/31	330,648.	330,648.
ANHEUSER-BUSCH INBEV FIN 01/25/16 4.900 02/01/46	322,814.	322,814.
APPLE INC 02/09/15 3.450 02/09/45	269,646.	269,646.
BK OF AMERICA CORP 04/27/22 VAR 04/27/28	402,678.	402,678.
BROADCOM INC 07/12/24 5.050 07/12/29 OPT CALL 06/12/2029 @ 100.00	310,174.	310,174.
CVS HEALTH CORP SR NT 06/02/23 5.300 06/01/33	448,644.	448,644.
CITIGROUP INC SR GLBL NT 02/13/24 VAR 02/13/30 OPT CALL 02/13/2029 @ 100.00	418,682.	418,682.
COMCAST CORP NEW 02/08/18 3.550 05/01/28	391,656.	391,656.
COMCAST CORP NEW SR NT 10/05/18 4.700 10/15/48	170,672.	170,672.
COMMONWEALTH EDISON CO 1M GLBL 08/14/18 3.700 08/15/28	300,106.	300,106.
DIAMONDBACK ENERGY INC 04/18/24 5.150 01/30/30 OPT CALL 12/30/2029 @ 100.00	360,767.	360,767.
ENTERGY MISS INC 1ST MTG BD 05/13/16 2.850 06/01/28	262,556.	262,556.
ENTERPRISE PRODS OPER LLC 01/13/11 5.950 02/01/41	222,861.	222,861.
GOLDMAN SACHS GROUP INC 10/24/23 VAR 10/24/34	543,915.	543,915.
HEWLETT PACKARD ENTERPRISE CO 09/26/24 4.550 10/15/29 OPT CALL 09/15/2029 @	170,588.	170,588.
HOME DEPOT INC SR NT 09/21/21 2.750 09/15/51	100,660.	100,660.
HOME DEPOT INC 06/25/24 4.750 06/25/29 OPT CALL 05/25/2029 @ 100.00	182,393.	182,393.
JPMORGAN CHASE & CO 07/24/23 VAR 07/24/29	737,344.	737,344.
KINDER MORGAN INC 02/01/24 5.000 02/01/29 OPT CALL 01/01/2029 @ 100.00	392,660.	392,660.
LOCKHEED MARTIN CORP 05/25/23 4.750 02/15/34	261,024.	261,024.
MICROSOFT CORP 06/01/20 2.525 06/01/50	143,388.	143,388.
MORGAN STANLEY 01/22/20 VAR 01/22/31	592,636.	592,636.
ORACLE CORP 03/24/21 2.875 03/25/31	359,895.	359,895.
PNC FINL SVCS GROUP INC 01/22/24 VAR 01/21/28 OPT CALL 01/21/2027 @ 100.00	114,978.	114,978.
PPL ELEC UTILS CORP 01/05/24 4.850 02/15/34 OPT CALL 11/15/2033 @ 100.00	376,884.	376,884.
PHILIP MORRIS INTL INC 02/13/24 4.750 02/12/27	186,413.	186,413.
SIMON PPTY GROUP L P 01/11/22 2.650 02/01/32	374,480.	374,480.
T-MOBILE USA INC 02/09/23 4.950 03/15/28	257,121.	257,121.
TRUIST FINL CORP 06/08/23 6.047 06/08/27	198,208.	198,208.
UBER TECHNOLOGIES INC 09/09/24 4.300 01/15/30 OPT CALL 12/15/2029 @ 100.00	358,045.	358,045.
UNITEDHEALTH GROUP INC 07/25/24 4.800 01/15/30 OPT CALL 12/15/2029 @ 100.00	354,188.	354,188.
VERIZON COMMUNICATIONS INC 03/22/21 3.550 03/22/51	241,674.	241,674.
VISA INC SR GLBL NT 12/14/15 4.300 12/14/45	230,240.	230,240.

IRVING S. GILMORE FOUNDATION

23-7236057

WALMART INC 06/27/18 4.050 06/29/48	221,786.	221,786.
WELLS FARGO & CO MEDIUM TERM NT 02/11/20 VAR 02/11/31	327,177.	327,177.
ENBRIDGE INC 11/09/23 6.000 11/15/28	136,625.	136,625.
PFIZER INVT ENTERPRISES PTE 05/19/23 4.450 05/19/28	593,735.	593,735.
SHELL INTL FIN B V 05/10/16 4.000 05/10/46	176,779.	176,779.
AES CORP 05/17/23 5.450 06/01/28	105,569.	105,569.
AMERICAN EXPRESS CO 07/28/23 VAR 07/28/34 OPT CALL 07/28/2033 @ 100.00	136,315.	136,315.
APOLLO DEBT SOLUTIONS BDC 07/29/24 6.700 07/29/31 OPT CALL 05/29/2031 @ 100.	71,890.	71,890.
APPLOVIN CORP 12/05/24 5.500 12/01/34 OPT CALL 09/01/2034 @ 100.00	267,989.	267,989.
ARTHUR J GALLAGHER & CO 12/19/24 5.550 02/15/55 OPT CALL 08/15/2054 @ 100.00	206,428.	206,428.
ASHTAD CAP INC SR SEC GLBL NT 11/04/19 4.000 05/01/28	206,510.	206,510.
BANK AMER CORP SR NT FXD/FLTG 04/22/21 VAR 04/22/32 OPT CALL 04/22/2031 @ 10	85,959.	85,959.
BANK AMER CORP 08/15/24 5.425 08/15/35 OPT CALL 08/15/2034 @ 100.00	116,798.	116,798.
BOEING CO 05/04/20 5.930 05/01/60 OPT CALL 11/01/2059 @ 100.00	69,398.	69,398.
BOEING CO 05/04/20 5.150 05/01/30	133,107.	133,107.
BOSTON PPTYS LTD PARTNERSHIP 06/21/19 3.400 06/21/29	142,234.	142,234.
BROADCOM INC SR 144A NT 03/31/21 3.419 04/15/33 OPT CALL 01/15/2033 @ 100.00	153,183.	153,183.
BROADCOM INC 10/02/24 4.550 02/15/32 OPT CALL 12/15/2031 @ 100.00	116,044.	116,044.
CRH AMER FIN INC 05/21/24 5.400 05/21/34 OPT CALL 02/21/2034 @ 100.00	135,258.	135,258.
CAPITAL ONE FINL CORP SR NT 11/02/21 VAR 11/02/32 OPT CALL 11/02/2031 @ 100.	103,521.	103,521.
CAPITAL ONE FINL CORP 06/08/23 VAR 06/08/34 OPT CALL 06/08/2033 @ 100.00	134,976.	134,976.
CHARTER COMMUNICATIONS OPER NT 10/24/19 4.800 03/01/50 OPT CALL 09/01/2049 @	206,569.	206,569.
CITIGROUP INC 09/29/15 4.450 09/29/27	103,577.	103,577.
CITIGROUP INC SUB GLB NT 05/25/23 VAR 05/25/34 OPT CALL 05/25/2033 @ 100.00	173,184.	173,184.
CONCENTRIX CORP 08/02/23 6.650 08/02/26	133,199.	133,199.
CONSTELLATION ENERGY 03/15/24 5.750 03/15/54 OPT CALL 09/15/2053 @ 100.00	97,226.	97,226.
CUBESMART L P 10/11/19 3.000 02/15/30	134,973.	134,973.
DIAMONDBACK ENERGY INC 10/28/22 6.250 03/15/33	259,880.	259,880.
F&G ANNUITIES & LIFE INC 06/04/24 6.500 06/04/29 OPT CALL 05/04/2029 @ 100.0	275,659.	275,659.
FERGUSON ENTERPRISES INC 10/03/24 5.000 10/03/34 OPT CALL 07/03/2034 @ 100.0	81,231.	81,231.
FISERV INC 03/04/24 5.450 03/15/34 OPT CALL 12/15/2033 @ 100.00	140,085.	140,085.
FLORIDA PWR & LT CO 1M GLBL BD 06/03/24 5.300 06/15/34 OPT CALL 03/15/2034 @	200,568.	200,568.
GLENCORE FDG LLC 04/04/24 5.634 04/04/34 OPT CALL 01/04/2034 @ 100.00	253,868.	253,868.

GOLDMAN SACHS GROUP INC SR NT 04/25/24 VAR		
04/25/35 OPT CALL 04/25/2034 @ 10	35,662.	35,662.
GOLDMAN SACHS GROUP INC 04/23/18 VAR 05/01/29	97,301.	97,301.
HCA INC 02/23/24 5.450 04/01/31 OPT CALL		
02/01/2031 @ 100.00	269,457.	269,457.
HYUNDAI CAP AMER MTN 02/10/20 3.000 02/10/27	120,039.	120,039.
HYUNDAI CAP AMER 09/17/21 2.100 09/15/28	22,398.	22,398.
HYUNDAI CAP AMER MEDIUM TERM 11/03/23 6.500		
01/16/29	120,036.	120,036.
IDEX CORP 08/21/24 4.950 09/01/29 OPT CALL		
08/01/2029 @ 100.00	25,887.	25,887.
INGERSOLL RAND INC 05/10/24 5.450 06/15/34 OPT		
CALL 03/15/2034 @ 100.00	95,641.	95,641.
INTEL CORP 02/21/24 5.600 02/21/54 OPT CALL		
08/21/2053 @ 100.00	118,386.	118,386.
JPMORGAN CHASE & CO 11/16/16 3.625 12/01/27	97,137.	97,137.
KEYSPAN GAS EAST CORP 03/06/23 5.994 03/06/33	136,904.	136,904.
KIMCO RLTY CORP 08/24/22 4.600 02/01/33	133,269.	133,269.
LEIDOS INC 02/28/23 5.750 03/15/33	101,369.	101,369.
WARNERMEDIA HLDGS INC SR GLBL 03/15/23 5.050		
03/15/42	68,245.	68,245.
WARNERMEDIA HLDGS INC SR GLBL NT 03/15/23 5.141		
03/15/52 OPT CALL 09/15/2051	66,870.	66,870.
MARRIOTT INTL INC NEW 03/05/21 2.850 04/15/31	139,774.	139,774.
MASTEC INC SR NT 08/04/20 4.500 08/15/28 OPT		
CALL 04/10/2025 @ 100.00	150,273.	150,273.
MICROCHIP TECHNOLOGY INC 03/07/24 5.050 03/15/29		
OPT CALL 02/15/2029 @ 100.0	124,744.	124,744.
MORGAN STANLEY 07/20/21 VAR 07/21/32	74,522.	74,522.
MORGAN STANLEY 09/16/21 VAR 09/16/36 OPT CALL		
09/16/2031 @ 100.00	162,666.	162,666.
MORGAN STANLEY 04/21/23 VAR 04/20/29	50,141.	50,141.
NNN REIT INC 05/29/24 5.500 06/15/34 OPT CALL		
03/15/2034 @ 100.00	134,444.	134,444.
OCCIDENTAL PETE CORP 07/26/24 5.550 10/01/34 OPT		
CALL 07/01/2034 @ 100.00	131,310.	131,310.
ORACLE CORP 04/01/20 3.600 04/01/50	133,116.	133,116.
PACIFIC GAS & ELEC CO 01/06/23 6.750 01/15/53		
OPT CALL 07/15/2052 @ 100.00	141,639.	141,639.
PACIFICORP 12/01/22 5.350 12/01/53	137,888.	137,888.
PEPSICO INC 03/19/20 2.750 03/19/30	90,832.	90,832.
PHILLIPS 66 11/17/14 4.650 11/15/34 OPT CALL		
05/15/2034 @ 100.00	209,756.	209,756.
PLAINS ALL AMERICAN PIPELINE 04/23/14 4.700		
06/15/44 OPT CALL 12/15/2043 @ 1	136,176.	136,176.
REGAL REXNORD CORP DUE 04/15/28	152,568.	152,568.
SABINE PASS LIQUEFACTION LLC 03/06/17 4.200		
03/15/28	97,635.	97,635.
SABINE PASS LIQUEFACTION LLC 05/08/20 4.500		
05/15/30 OPT CALL 11/15/2029 @ 1	48,434.	48,434.
SAFEHOLD GL HLDGS LLC 03/04/24 6.100 04/01/34		
OPT CALL 01/01/2034 @ 100.00	132,258.	132,258.
SAN DIEGO GAS & ELEC CO 03/10/23 5.350 04/01/53	141,143.	141,143.
SOCIETE GENERALE MEDIUM TERM 12/14/20 VAR		
12/14/26 OPT CALL 12/14/2025 @ 100	193,012.	193,012.
SONOCO PRODS CO 09/19/24 4.600 09/01/29 OPT CALL		
08/01/2029 @ 100.00	209,373.	209,373.
SYNCHRONY FINL 10/28/21 2.875 10/28/31	103,604.	103,604.

T MOBILE USA INC SR SEC GLBL NT 04/15/21 3.875		
04/15/30	272,887.	272,887.
TAPESTRY INC 12/01/21 3.050 03/15/32	85,189.	85,189.
TARGA RES CORP SR NT 04/06/22 4.950 04/15/52 OPT		
CALL 10/15/2051 @ 100.00	189,495.	189,495.
THE WILLIAMS COS INC 01/05/24 5.150 03/15/34 OPT		
CALL 12/15/2033 @ 100.00	272,227.	272,227.
TRUIST FINL CORP SR MED TERM 10/27/23 VAR		
10/30/29	181,781.	181,781.
TRUIST FINL CORP 01/24/24 VAR 01/24/35 OPT CALL		
01/24/2034 @ 100.00	85,650.	85,650.
U S BANCORP MEDIUM TERM NTS- 07/22/22 VAR		
07/22/33	210,729.	210,729.
VISTRA OPERATIONS CO LLC SR SEC 12/04/24 5.700		
12/30/34 OPT CALL 09/30/2034	133,584.	133,584.
WEA FIN LLC 10/15/19 2.875 01/15/27	142,754.	142,754.
WELLS FARGO & CO MEDIUM TERM 03/02/22 VAR		
03/02/33	284,911.	284,911.
WESTERN MIDSTREAM OPER LP SR NT 01/13/20 4.050		
02/01/30	136,003.	136,003.
WESTERN UN CO 03/09/21 2.750 03/15/31	148,232.	148,232.
AERCAP IRELAND CAPITAL LIMITED 10/29/21 3.300		
01/30/32 OPT CALL 10/30/2031 @	148,124.	148,124.
AERCAP IRELAND CAP DESIGNATED 09/10/24 4.950		
09/10/34 OPT CALL 06/10/2034 @	57,124.	57,124.
AVOLON HLDGS FDG LTD SR 144A NT 08/18/21 2.528		
11/18/27	46,365.	46,365.
AVOLON HLDGS FDG LTD 05/15/24 5.750 11/15/29 OPT		
CALL 10/15/2029 @ 100.00	86,037.	86,037.
AVOLON HLDGS FDG LTD 12/12/24 5.150 01/15/30 OPT		
CALL 12/15/2029 @ 100.00	68,608.	68,608.
BPCE S A FR 01/18/23 VAR 01/18/27	125,968.	125,968.
BARCLAYS PLC 11/24/21 VAR 11/24/27	118,896.	118,896.
BARCLAYS PLC 11/02/22 VAR 11/02/33	82,515.	82,515.
DEUTSCHE BK AG N Y BRANCH 02/10/23 VAR 02/10/34		
OPT CALL 11/10/2032 @ 100.00	205,862.	205,862.
ENEL FIN INTL S A 10/07/09 6.000 10/07/39	60,048.	60,048.
ENEL FIN INTL N V 06/15/22 5.500 06/15/52	60,032.	60,032.
ENGIE SA 04/10/24 5.625 04/10/34 OPT CALL		
01/10/2034 @ 100.00	125,048.	125,048.
HSBC HOLDINGS PLC FXD-FRN SNR 06/04/20 VAR		
06/04/31 OPT CALL 06/04/2030 @ 10	21,950.	21,950.
HSBC HLDGS PLC 05/24/21 VAR 05/24/32	182,683.	182,683.
HSBC HLDGS PLC 11/19/24 VAR 11/19/30 OPT CALL		
11/19/2029 @ 100.00	69,535.	69,535.
IMPERIAL BRANDS FIN PLC 07/01/24 5.500 02/01/30		
OPT CALL 01/01/2030 @ 100.00	141,484.	141,484.
MIZUHO FINL GROUP INC 09/13/21 2.564 09/13/31	209,148.	209,148.
NATWEST GROUP PLC 03/01/24 VAR 06/01/34 OPT CALL		
03/01/2029 @ 100.00	133,446.	133,446.
NISSAN MTR LTD 09/17/20 4.810 09/17/30 OPT CALL		
06/17/2030 @ 100.00	136,275.	136,275.
NOMURA HLDGS INC 07/12/21 2.172 07/14/28	112,878.	112,878.
ROYALTY PHARMA PLC SR GLBL 03/02/21 3.300		
09/02/40 OPT CALL 03/02/2040 @ 100	133,944.	133,944.
ROYALTY PHARMA PLC SR NT 06/10/24 5.400 09/02/34		
OPT CALL 06/02/2034 @ 100.0	126,495.	126,495.

IRVING S. GILMORE FOUNDATION

23-7236057

SMITH & NEPHEW PLC 03/20/24 5.400 03/20/34 OPT CALL 12/20/2033 @ 100.00	124,079.	124,079.
SOCIETE GENERALE MEDIUM TERM 01/10/23 6.691 01/10/34 OPT CALL 01/10/2033 @ 1	20,512.	20,512.
STANDARD CHARTERED PLC 11/18/20 VAR 02/18/36 OPT CALL 11/18/2030 @ 100.00	86,364.	86,364.
STANDARD CHARTERED PLC 01/14/21 VAR 01/14/27 OPT CALL 01/14/2026 @ 100.00	48,158.	48,158.
TOTALENERGIES CAP 04/05/24 5.488 04/05/54 OPT CALL 10/05/2053 @ 100.00	196,474.	196,474.
UBS GROUP AG 01/11/22 VAR 02/11/33 OPT CALL 02/11/2032 @ 100.00	187,841.	187,841.
VODAFONE GROUP PLC GLBL NT 06/28/24 5.875 06/28/64 OPT CALL 12/28/2063 @ 100	120,945.	120,945.
BB-UBS TR 12/01/12 2.8922 06/07/30 SER 2012-TFT CL A	110,986.	110,986.
BBCMS MTG 03/28/18 VAR 03/16/37 SER 2018-TALL CL A	189,250.	189,250.
BX TR 2019-IMC 05/17/19 VAR 04/17/34 SER 2019-IMC CL A	128,570.	128,570.
BX TRUST 05/17/19 VAR 04/17/34 SER 2019-IMC CL B COLONY MORTGAGE CAPITAL LTD 12/055/19 VAR	198,124.	198,124.
11/15/38 SER 19-IKPR CL A	229,541.	229,541.
HUDSONS BAY SIMON JV TR 11/01/15 4.154 08/07/34 SER 2015-HBS CL A-10	145,679.	145,679.
SMB PRIVATE ED LN TR 2017-B 11/08/17 VAR 10/15/35 SER 2017-B CL A-2B	30,151.	30,151.
VERUS SECURITIZATION TR 2021-3 06/01/21 1.046 06/25/66 SER 21-3 CL A1	261,062.	261,062.
OTHER TO BALANCE CORPORATE BONDS	57,821.	57,821.
VIRTUS NEWFLEET HIGH YIELD-R6	4,153,267.	4,153,267.
VIRTUS STONE HARBOR LOCAL MARKETS I	890,790.	890,790.
VIRTUS STONE HARBOR EMERGING MARKETS DEBT INCOME FUND CLASS I	4,037,226.	4,037,226.
TOTAL TO FORM 990-PF, PART II, LINE 10C	36,890,282.	36,890,282.

FORM 990-PF					OTHER INVESTMENTS		STATEMENT 11	
DESCRIPTION					VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
FG	D83122	10/01/97	8.000	10/01/27	FMV	655.	655.	
FG	G0-5646	09/01/09	4.500	10/01/39	FMV	31,177.	31,177.	
FG	G0-8542	08/01/13	4.000	08/01/43	FMV	46,866.	46,866.	
FG	G08605	09/01/14	3.500	09/01/44	FMV	61,642.	61,642.	
FG	C00556	10/01/97	8.000	10/01/27	FMV	553.	553.	
FG	C00632	07/01/98	7.000	07/01/28	FMV	74.	74.	
FG	C00701	01/01/99	6.500	01/01/29	FMV	363.	363.	
FG	C01188	06/01/01	7.000	06/01/31	FMV	174.	174.	
FG	A9-5861	12/01/10	4.000	12/01/40	FMV	47,397.	47,397.	
FG	A9-6413	01/01/11	4.000	01/01/41	FMV	35,379.	35,379.	
FG	C41019	08/01/00	8.000	08/01/30	FMV	9.	9.	
FR	SD8201	02/01/22	3.000	03/01/52	FMV	124,961.	124,961.	
FR	SD8220	05/01/22	3.000	06/01/52	FMV	74,028.	74,028.	

IRVING S. GILMORE FOUNDATION

23-7236057

FR SD8299 01/01/23 5.000 02/01/53	FMV	1,849,029.	1,849,029.
FR SD8316 03/01/23 5.500 04/01/53	FMV	1,090,000.	1,090,000.
FG Q4-3734 10/01/16 3.000 10/01/46	FMV	145,869.	145,869.
FG Q46801 03/01/17 4.000 03/01/47	FMV	49,643.	49,643.
FH QB0130 05/01/20 2.500 06/01/50	FMV	394,515.	394,515.
FR RA8252 11/01/22 2.500 09/01/52	FMV	1,093,494.	1,093,494.
FN 250914 04/01/97 8.500 05/01/27	FMV	32.	32.
FN 335977 03/01/96 7.000 03/01/26	FMV	217.	217.
FN 429024 06/01/98 7.000 06/01/28	FMV	785.	785.
FN 443606 10/01/98 6.500 10/01/28	FMV	574.	574.
FN 545759 06/01/02 6.500 07/01/32	FMV	1,602.	1,602.
FN 603476 09/01/01 6.500 09/01/31	FMV	1,935.	1,935.
FN AH8932 03/01/11 4.500 04/01/41	FMV	16,463.	16,463.
FN AI1059 06/01/11 4.500 06/01/41	FMV	10,955.	10,955.
FN AI1888 05/01/11 4.500 05/01/42	FMV	71,943.	71,943.
FN AK3406 01/01/12 4.500 01/01/42	FMV	31,687.	31,687.
FN AO9140 06/01/12 3.500 07/01/42	FMV	82,881.	82,881.
FN AP4961 09/01/12 3.000 09/01/42	FMV	5,512.	5,512.
FN AQ0546 11/01/12 3.500 11/01/42	FMV	14,020.	14,020.
FN AS3467 09/01/14 4.000 10/01/44	FMV	19,185.	19,185.
FN AS4789 03/01/15 3.000 04/01/45	FMV	6,193.	6,193.
FN AT1714 03/01/13 3.500 04/01/43	FMV	9,734.	9,734.
FN AT7277 09/01/13 4.000 09/01/43	FMV	11,951.	11,951.
FN AU3753 08/01/13 4.000 08/01/43	FMV	19,749.	19,749.
FN AU3751 08/01/13 4.000 08/01/43	FMV	9,749.	9,749.
FN AV2340 12/01/13 4.000 12/01/43	FMV	22,836.	22,836.
FN AV6103 12/01/13 4.000 01/01/44	FMV	48,549.	48,549.
FN BJ9169 05/01/18 4.000 05/01/48	FMV	205,251.	205,251.
FN BM1768 09/01/17 4.500 05/01/47	FMV	196,131.	196,131.
FN BW1433 05/01/22 4.000 05/01/52	FMV	357,025.	357,025.
FN CA4358 09/01/19 3.500 07/01/49	FMV	139,417.	139,417.
FN CB1066 06/01/21 2.500 07/01/51	FMV	1,086,836.	1,086,836.
FN CB3914 05/01/22 4.000 06/01/52	FMV	303,539.	303,539.
FN FS2603 08/01/22 4.500 08/01/52	FMV	56,805.	56,805.
FN FS5890 09/01/23 6.000 10/01/53	FMV	897,830.	897,830.
FN 890289 02/01/11 4.500 02/01/41	FMV	11,762.	11,762.
FN AB1051 04/01/10 4.500 05/01/40	FMV	17,879.	17,879.
FN AB7733 12/01/12 3.000 01/01/43	FMV	4,054.	4,054.
FN AC8280 12/01/09 5.000 05/01/39	FMV	151,870.	151,870.
FN MA2371 07/01/15 4.000 07/01/45	FMV	90,571.	90,571.
FN MA3210 11/01/17 3.500 11/01/47	FMV	150,096.	150,096.
FN MA3745 07/01/19 3.500 07/01/49	FMV	96,336.	96,336.
FN MA3937 01/01/20 3.000 01/01/49	FMV	180,790.	180,790.
FN MA4238 12/01/20 2.500 01/01/51	FMV	403,132.	403,132.
FN MA4654 06/01/22 3.500 06/01/52	FMV	231,210.	231,210.
FN MA4978 03/01/23 5.000 04/01/53	FMV	68,252.	68,252.
FN MA5071 06/01/23 5.000 07/01/53	FMV	628,340.	628,340.
FN MA5388 05/01/24 5.500 06/01/54	FMV	1,350,757.	1,350,757.
FN AE5147 11/01/10 4.000 11/01/40	FMV	3,423.	3,423.
G2 2729 03/01/99 6.500 03/20/29	FMV	178.	178.
GN 410304 12/01/95 7.500 12/15/25	FMV	49.	49.
GN 460832 05/01/98 7.000 05/15/28	FMV	1,826.	1,826.
GN 460941 11/01/97 7.000 11/15/27	FMV	1,169.	1,169.
GN 531143 05/01/00 8.000 05/15/30	FMV	1,904.	1,904.
GN 544481 04/01/01 7.000 04/15/31	FMV	1,413.	1,413.
FN AR8557 05/01/13 3.000 07/01/27	FMV	14,621.	14,621.
FN AA1007 12/01/08 5.000 04/01/36	FMV	12,465.	12,465.
FN AA3495 02/01/09 4.500 02/01/39	FMV	13,162.	13,162.

IRVING S. GILMORE FOUNDATION				23-7236057	
FN AD6946 06/01/10 5.500 06/01/40	FMV	26,914.		26,914.	
GN 796807X 02/01/12 5.000 02/15/42	FMV	7,098.		7,098.	
GN 736520 04/01/10 4.500 04/15/40	FMV	12,312.		12,312.	
FNMA CONV 15-30YR TBA	FMV	6,084,488.		6,084,488.	
WILLIAM BLAIR INST INTL GROWTH	FMV	24,251,913.		24,251,913.	
VANGUARD INSTITUTIONAL INDEX	FMV	36,563,330.		36,563,330.	
SPRUCEGROVE ALL COUNTRY WORLD EX	FMV				
U.S. FUND		26,169,736.		26,169,736.	
TOTAL TO FORM 990-PF, PART II, LINE 13				105,226,264.	105,226,264.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12	
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
LEASE LIABILITY	605,624.	539,319.	
CONTRIBUTIONS HELD FOR OTHERS	396,208.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 22	1,001,832.	539,319.	

FORM 990-PF	EXPLANATION CONCERNING PART VI-A, LINE 12 QUALIFYING DISTRIBUTION STATEMENT	STATEMENT 13
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EXPLANATION

GRANT TO KALAMAZOO COMMUNITY FOUNDATION-WATTLES/WILLEY FAMILY FUND FOR \$10,000. THE IRVING S. GILMORE FOUNDATION MATCHES EMPLOYEE/TRUSTEE CONTRIBUTIONS MADE TO ELIGIBLE 503 (C)(3) ORGANIZATIONS. THIS GRANT HAS BEEN TREATED AS A QUALIFYING DISTRIBUTION OVER WHICH A TRUSTEE HAS ADVISORY PRIVILEGES.

FORM 990-PF	EXPLANATION CONCERNING PART VI-A, LINE 12 SECTION 170(C)(2)(B) STATEMENT	STATEMENT 14
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EXPLANATION

THE DONOR ADVISED FUND MAKES GRANTS TO 501(C)(3) ORGANIZATIONS AS REQUIRED BY THE KALAMAZOO COMMUNITY FOUNDATION WHICH HOLDS THE DONOR ADVISED FUND.

FORM 990-PF

PART VII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FL PARKS 136 E MICHIGAN AVE, STE 900 KALAMAZOO, MI 49007	CHAIRMAN 25.00	27,800.	0.	1,606.
MG COLEMAN 136 E MICHIGAN AVE, STE 900 KALAMAZOO, MI 49007	PRESIDENT 5.00	30,000.	0.	0.
JH MOORE 136 E MICHIGAN AVE, STE 900 KALAMAZOO, MI 49007	1ST VP 5.00	28,600.	0.	0.
CD WATTLES 136 E MICHIGAN AVE, STE 900 KALAMAZOO, MI 49007	TREASURER 5.00	28,400.	0.	0.
RM BEAM 136 E MICHIGAN AVE, STE 900 KALAMAZOO, MI 49007	SECRETARY 5.00	29,100.	0.	0.
RT EZELLE 136 E MICHIGAN AVE, STE 900 KALAMAZOO, MI 49007	TRUSTEE 5.00	27,900.	0.	0.
RM HUGHEY JR 136 E MICHIGAN AVE, STE 900 KALAMAZOO, MI 49007	EXEC VP/CEO 40.00	245,997.	52,064.	1,606.
CE DUCK 136 E MICHIGAN AVE, STE 900 KALAMAZOO, MI 49007	VP-ADMIN 40.00	148,572.	44,848.	1,606.
CR SNAPP 136 E MICHIGAN AVE, STE 900 KALAMAZOO, MI 49007	VP-PROGRAM 40.00	130,535.	57,215.	1,606.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII		696,904.	154,127.	6,424.

GENERAL EXPLANATION

STATEMENT 16

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

PART XIV, LINE 2 - GRANT APPLICATION GUIDELINES

EXPLANATION:

GRANT APPLICATION GUIDELINES

PLEASE READ THIS PAGE FOR HELPFUL INFORMATION, THEN DOWNLOAD THE OFFICIAL GRANT APPLICATION GUIDELINES BELOW. REVIEW THE GUIDELINES THOROUGHLY AND PROVIDE ALL THE INFORMATION REQUESTED IN YOUR APPLICATION. THE IRVING S. GILMORE FOUNDATION REQUIRES GRANT APPLICATIONS TO BE SUBMITTED ON PAPER AND DOES NOT ACCEPT APPLICATIONS ONLINE, OR VIA EMAIL. THESE GUIDELINES WERE UPDATED IN FEBRUARY 2025.

PLEASE NOTE: ORGANIZATIONS THAT ARE FIRST-TIME FOUNDATION APPLICANTS OR HAVE NOT RECEIVED FOUNDATION FUNDING IN THE PAST FIVE YEARS MUST CONTACT THE FOUNDATION'S VP-PROGRAM CAROL SNAPP AT LEAST FOUR WEEKS PRIOR TO SUBMITTING AN APPLICATION.

PROPOSAL DEADLINE FOR TRUSTEE REVIEW ON:

JANUARY 6, 2025 - MARCH 18, 2025
MARCH 3, 2025 - MAY 20, 2025
MAY 1, 2025 - JULY 22, 2025
JULY 1, 2025 - SEPTEMBER 16, 2025
SEPTEMBER 1, 2025 - NOVEMBER 18, 2025
NOVEMBER 3, 2025 - JANUARY 27, 2026

PLEASE SUBMIT ONE SINGLE-SIDED PAPER COPY OF YOUR APPLICATION. YOU MAY EITHER MAIL IN YOUR APPLICATION OR DROP IT OFF IN OUR LOBBY ON THE 9TH FLOOR OF THE HINMAN/FIFTH THIRD BANK BUILDING LOCATED AT 136 EAST MICHIGAN AVENUE, WHERE THERE IS A DROP BOX FOR YOUR CONVENIENCE. PLEASE NOTE, THE BUILDING HOURS ARE 9AM-5PM, MONDAY THROUGH FRIDAY. AS NOTED ABOVE, THE FOUNDATION DOES NOT ACCEPT APPLICATIONS ONLINE OR VIA EMAIL.

ADDITIONAL QUESTIONS REGARDING YOUR APPLICATION MAY BE DIRECTED TO:

KRISTY BRADY
PROGRAM ASSOCIATE
KRISTY@ISGILMORE.ORG
269-342-6411

IRVING S. GILMORE FOUNDATION
136 E. MICHIGAN AVE., SUITE 900
KALAMAZOO, MI 49007-3915
(269) 342-6411

IN ACCORDANCE WITH THE EXAMPLE AND DIRECTIVES OF ITS FOUNDER, THE IRVING S. GILMORE FOUNDATION ENCOURAGES GRANT APPLICATIONS FROM KALAMAZOO AREA NONPROFIT, TAX-EXEMPT ORGANIZATIONS WHOSE WORK BENEFITS OR WILL BENEFIT THE COMMUNITY. THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS. THE FOUNDATION TRUSTEES WILL MAKE ALL DECISIONS REGARDING THE FUNDING OF PROPOSALS WITHOUT DISCRIMINATION ON THE BASIS OF RACE, RELIGION, COLOR, SEX, HEIGHT, AGE, SEXUAL ORIENTATION, GENDER IDENTITY,

WEIGHT, MARITAL STATUS, GENETIC INFORMATION, DISABILITY, MILITARY STATUS OR NATIONAL ORIGIN OF THE ORGANIZATION'S STAFF OR VOLUNTEERS. IT IS EXPECTED THAT ALL BENEFICIARIES OF FUNDING FROM THE IRVING S. GILMORE FOUNDATION WILL ADHERE TO EXISTING STATE AND FEDERALLY MANDATED AFFIRMATIVE ACTION POLICIES.

GENERAL EXPLANATION

STATEMENT 17

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

PART XIV, LINE 2 - GRANT APPLICATION GUIDELINES

EXPLANATION:

GRANT APPLICATION GUIDELINES

ORGANIZATIONS SEEKING FUNDING MUST SUBMIT A SINGLE-SIDED PAPER COPY OF THE GRANT APPLICATION AND SUPPORTING DOCUMENTS, INCLUDING:

I. COVER LETTER: PLEASE PREFACE YOUR GRANT PROPOSAL WITH A 1-2 PAGE COVER LETTER ON THE

ORGANIZATION'S LETTERHEAD WHICH SERVES AS A SUMMARY OF YOUR APPLICATION. THE COVER LETTER

MUST INCLUDE THE FOLLOWING:

- A. A BRIEF DESCRIPTION OF THE REQUEST;
- B. THE DOLLAR AMOUNT BEING SOUGHT;
- C. YOUR ORGANIZATION'S FISCAL YEAR;
- D. THE TIMELINE DURING WHICH THE REQUESTED FUNDS WILL BE UTILIZED;
- E. INFORMATION FOR THE ORGANIZATION'S GRANT PROPOSAL CONTACT, INCLUDING NAME, TITLE, EMAIL AND PHONE NUMBER;
- F. SIGNATURES OF THE ORGANIZATION'S BOARD PRESIDENT, BOARD TREASURER AND EXECUTIVE DIRECTOR/CEO.

II. NARRATIVE DESCRIPTION: THE NARRATIVE IS A WRITTEN DESCRIPTION OF YOUR REQUEST AND MUST

INCLUDE THE FOLLOWING: (PLEASE LIMIT THIS SECTION TO FOUR PAGES)

- A. MISSION STATEMENT;
- B. ORGANIZATIONAL HISTORY;
- C. NATURE OF THE FUNDING BEING SOUGHT (E.G., OPERATIONS, PROJECT/PROGRAM, EQUIPMENT):
 - 1. THE PERCEIVED NEED/OPPORTUNITY AND POPULATION TO BE SERVED;
 - 2. THE RESULTS BEING SOUGHT;
 - 3. THE PLANNED MEANS TO ACHIEVE RESULTS, INCLUDING STRATEGIES, RESOURCES AND PERSONNEL;
 - 4. TIMELINE DURING WHICH THE REQUESTED FUNDS WILL BE SPENT, IF AWARDED;
 - 5. METHOD(S) OF EVALUATING PROGRAM SUCCESS.

III. FINANCIAL DOCUMENTS: FINANCIAL DOCUMENTS SERVE TO GIVE US A VIEW INTO YOUR ORGANIZATION'S GOVERNANCE PRACTICES AND EFFECTIVENESS. THIS SECTION SHOULD BE REVIEWED BY YOUR BOARD TREASURER (AND CFO IF APPLICABLE). PLEASE PROVIDE THE FOLLOWING:

STATEMENT(S) 16, 17

A. ORGANIZATION'S GENERAL OPERATING BUDGET FOR THE FISCAL YEAR(S) IN WHICH THE GRANT FUNDS WILL

BE SPENT; THIS BUDGET MUST INCLUDE ALL REVENUE SOURCES AND EXPENSES.

B. LINE-ITEM BUDGET OF PROPOSED PROGRAM OR PROJECT, IF OTHER THAN OPERATING FUNDS ARE BEING

SOUGHT;

C. MOST RECENT, RECONCILED FINANCIAL STATEMENTS (REPRESENTING YOUR CURRENT FISCAL YEAR),

INCLUDING:

1. CURRENT BALANCE SHEET VS. PRIOR YEAR (SOMETIMES KNOWN AS STATEMENT OF FINANCIAL POSITION);

2. CURRENT PROFIT & LOSS VS. PRIOR YEAR (SOMETIMES KNOWN AS STATEMENT OF ACTIVITIES OR OPERATING STATEMENT);

D. MOST RECENT AUDIT, THIRD-PARTY REVIEW/COMPILATION, OR IRS FORM 990.

IV. ADMINISTRATIVE INFORMATION:

A. MOST RECENT IRS 501(C)(3) TAX EXEMPTION LETTER (FIRST-TIME APPLICANTS ONLY);

B. LIST OF BOARD OF DIRECTORS WITH CONTACT INFORMATION AND PRIMARY ORGANIZATIONAL

AFFILIATION(S);

C. LIST OF FINANCE COMMITTEE MEMBERS (IF APPLICABLE).

V. OPTIONAL ATTACHMENTS: EXAMPLES INCLUDE MARKETING MATERIALS, MEDIA COVERAGE, LETTERS OF SUPPORT, AMONG OTHERS.

SPECIAL NOTES:

FISCAL SPONSORS: GRANT APPLICATIONS FOR FISCALLY-SPONSORED PROJECTS MUST BE SUBMITTED BY THE "HOST" ORGANIZATION, AND CONTAIN REQUESTED INFORMATION RELATING TO BOTH THE HOST ORGANIZATION AND THE FISCALLY SPONSORED PROJECT. THE COVER LETTER MUST SET FORTH THE HOST ORGANIZATION'S WILLINGNESS TO SERVE AS FISCAL SPONSOR. IMPORTANTLY, THE PROPOSAL COVER LETTER MUST BE SUBMITTED ON THE FISCAL SPONSOR'S LETTERHEAD.

EDUCATIONAL INSTITUTION INDIRECT COSTS: THE FOUNDATION STRONGLY DISCOURAGES THE ADDITION OF INDIRECT COSTS .SOMETIMES KNOWN AS FACILITIES AND ADMINISTRATIVE (F&A) EXPENSES— TO PROJECT BUDGETS FOR APPLICATIONS SUBMITTED BY EDUCATIONAL INSTITUTIONS.

THE FOLLOWING ITEMS ARE MOST FREQUENTLY OMITTED OR MISSING COMPONENTS:

COVER LETTER

FINANCIAL DOCUMENTS

BOARD ROSTER

MOST RECENT AUDIT OR IRS FORM 990

INCOMPLETE PROPOSALS ARE SUBJECT TO DECLINATION OR SCHEDULED FOR A LATER MEETING PENDING ADDITIONAL INFORMATION.

FINAL REPORT: UNLIKE MOST FUNDERS, WE DO NOT REQUIRE AN ORGANIZATION TO SUBMIT A FINAL REPORT FROM A PREVIOUS GRANT BEFORE SUBMITTING A NEW PROPOSAL. HOWEVER, IF YOUR FINAL REPORT IS OVERDUE, PLEASE MAKE SURE TO SUBMIT IT ALONG WITH YOUR NEW PROPOSAL.

PLEASE SUBMIT ONE SINGLE-SIDED PAPER COPY OF YOUR APPLICATION. YOU MAY

EITHER MAIL IN YOUR APPLICATION OR DROP IT OFF IN OUR LOBBY ON THE 9TH FLOOR OF THE HINMAN/FIFTH THIRD BANK BUILDING LOCATED AT 136 EAST MICHIGAN AVENUE, WHERE THERE IS A DROP BOX FOR YOUR CONVENIENCE. PLEASE NOTE, THE BUILDING HOURS ARE 9AM-5PM, MONDAY THROUGH FRIDAY. THE FOUNDATION DOES NOT ACCEPT APPLICATIONS ONLINE OR VIA EMAIL. ADDITIONAL QUESTIONS REGARDING YOUR APPLICATION MAY BE DIRECTED TO: KRISTY BRADY PROGRAM ASSOCIATE 269-342-6411 KRISTY@ISGILMORE.ORG

GENERAL EXPLANATION

STATEMENT 18

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

PART VIII, LINE 1 - INFORMATION ABOUT OFFICERS AND DIRECTORS

EXPLANATION:

EACH OF THE DIRECTORS DEVOTES AN AVERAGE OF ONE TO FIVE HOURS OR MORE PER WEEK TO HIS/HER POSITION WITH THE FOUNDATION. THE DIRECTORS PROVIDED THE FOLLOWING SERVICES TO THE FOUNDATION:

THE DIRECTORS MET AT THE FOUNDATION'S OFFICE OR VIA CONFERENCE CALL ELEVEN TIMES DURING THE YEAR (NO MEETING IN AUGUST). BOARD MEETINGS ARE GENERALLY ON THE THIRD TUESDAY OF THE MONTH AND LAST FOR FOUR TO FIVE HOURS. MEETINGS HELD IN THE ODD MONTHS (JANUARY, MARCH, ETC.) INCLUDED THE REVIEW OF ALL GRANT REQUESTS. THE WEEK PRIOR TO EACH MEETING, THE FOUNDATION'S STAFF DELIVERS TO EACH DIRECTOR EXTENSIVE REPORTS FOR REVIEW PRIOR TO THE MEETINGS. THESE REPORTS INCLUDE, AT A MINIMUM:

- A) MONTHLY REPORTS ON FOUNDATION ASSETS MANAGED BY OUTSIDE MONEY MANAGERS;
- B) SOURCES AND USES OF CASH;
- C) STATUS OF GRANTS (AMOUNTS APPROVED, PAID AND PAYABLE);
- D) FUNDS AVAILABLE FOR DISTRIBUTION;
- E) STATUS OF QUALIFYING DISTRIBUTIONS;
- F) MINUTES OF PRIOR MEETING AND COMMITTEE MEETINGS;
- G) APPLICABLE UPDATES AND VARIOUS EXTERNAL COMMUNICATIONS; AND
- H) DETAILED STAFF-PREPARED ANALYSES OF FUNDING PROPOSALS FOR GRANT MEETINGS.

IT IS NECESSARY FOR EACH DIRECTOR TO DEVOTE SEVERAL HOURS (TWO TO EIGHT HOURS EACH MONTH DEPENDING ON THE MONTH'S AGENDA) MONTHLY TO THE REVIEW OF THESE MATERIALS IN ORDER TO EXERCISE JUDGMENT ON MATTERS TO BE CONSIDERED BY THE DIRECTORS AT THEIR MEETINGS.

EACH MEETING ALSO INCLUDES A PERIOD OF TIME FOR THE EXECUTIVE COMMITTEE TO MEET AND DISCUSS VARIOUS TOPICS. THE EXECUTIVE COMMITTEE IS MADE UP OF THE DIRECTORS AND NO STAFF IS PRESENT DURING THIS PORTION OF THE MEETINGS.

THERE IS ALSO AN ANNUAL MEETING HELD IN OCTOBER, IMMEDIATELY PRECEDING THE REGULAR BOARD MEETING. THE PURPOSE OF THE ANNUAL MEETING IS TO ELECT DIRECTORS AND OFFICERS FOR THE ENSUING YEAR AND TO TRANSACT ANY

OTHER BUSINESS BROUGHT BEFORE THE MEETING.

STRATEGIC PROGRAMMING BOARD MEETINGS ARE HELD AT LEAST ONCE A YEAR FOR THE PURPOSE OF DISCUSSING AND DEVELOPING THE FOUNDATION'S STRATEGIC APPROACH TO GRANTMAKING AND ENSURING THAT ACTIVITIES AND SHORT-TERM OBJECTIVES PROMOTE AND ARE CONSISTENT WITH LONG-TERM GOALS AND THE MISSION OF THE FOUNDATION. THERE WERE TWO SUCH MEETINGS HELD IN 2024. THE STRATEGIC PROGRAMMING MEETINGS REQUIRE APPROXIMATELY ONE HOUR OF PREPARATION EACH.

IN ADDITION TO THE MEETINGS DESCRIBED ABOVE, DIRECTORS ARE MEMBERS OF VARIOUS COMMITTEES AS FOLLOWS:

1. MANAGEMENT COMMITTEE: MEETINGS WERE HELD TO DISCUSS AND REVIEW OPERATIONAL, MANAGEMENT AND GRANT MAKING ISSUES. THIS COMMITTEE'S ROLE IS TO PROVIDE THE BOARD OF DIRECTORS WITH THE OPPORTUNITY TO CONNECT WITH COMMUNITY LEADERS WHO SHARE INFORMATION REGARDING NEEDS AND OPPORTUNITIES IN THE COMMUNITY. THERE WERE ELEVEN MANAGEMENT COMMITTEE MEETINGS IN 2024 INCLUDING GRANTEE EVENTS.

2. INVESTMENT COMMITTEE: RESPONSIBLE FOR RECOMMENDING TO THE DIRECTORS INVESTMENT POLICIES AND STRATEGIES AND THE SELECTION OF INVESTMENT MANAGERS AND/OR ADVISORS, AND OTHER FIDUCIARIES WITH RESPECT TO FINANCIAL ASSETS. THIS COMMITTEE ALSO MONITORS THE PERFORMANCE OF THE CUSTODIANS, MANAGERS, ADVISORS AND OTHER FIDUCIARIES WITH RESPECT TO THESE ASSETS. THIS COMMITTEE IS MADE UP OF AT LEAST TWO DIRECTORS, CERTAIN SENIOR STAFF OF THE FOUNDATION AND AT LEAST TWO COMMITTEE MEMBERS WHO ARE "OUTSIDE" NON-BOARD MEMBERS. THERE WERE THREE REGULAR INVESTMENT COMMITTEE MEETINGS AND 1 SPECIAL MEETING IN 2024.

3. AUDIT COMMITTEE: ASSISTS THE DIRECTORS IN FULFILLING ITS OVERALL RESPONSIBILITIES WITH RESPECT TO (A) THE AUDIT OF THE FOUNDATION'S BOOKS AND RECORDS, AND (B) THE SYSTEM OF INTERNAL CONTROLS THAT THE FOUNDATION HAS ESTABLISHED. THE AUDIT COMMITTEE ALSO REVIEWS THE FORM 990-PF PREPARED BY THE OUTSIDE ACCOUNTANTS. THIS COMMITTEE IS MADE UP OF AT LEAST TWO DIRECTORS PLUS AT LEAST ONE COMMITTEE MEMBER WHO IS A "FINANCIAL EXPERT" (NON-BOARD MEMBER). THIS COMMITTEE MEETS TWO TIMES EACH YEAR.

4. PROGRAM COMMITTEE: RESPONSIBLE FOR ADDRESSING PROGRAMMATIC CONCERNS, SUCH AS GRANTMAKING AND COMMUNITY INVOLVEMENT. THIS COMMITTEE IS MADE UP OF AT LEAST TWO DIRECTORS, CERTAIN SENIOR STAFF OF THE FOUNDATION AND THREE "OUTSIDE" NON-BOARD MEMBERS. THIS COMMITTEE MET FIVE TIMES IN 2024.

CERTAIN DIRECTORS ATTENDED, IN PERSON OR VIRTUALLY, EDUCATIONAL CONFERENCES, SEMINARS AND LIKE ACTIVITIES, SUCH AS THE COUNCIL OF MICHIGAN FOUNDATIONS ANNUAL CONFERENCE AND THE FOUNDATIONS ON THE HILL CONFERENCE, IN ORDER TO STAY ABREAST OF DEVELOPMENTS IN THE NONPROFIT, FOUNDATION AND INVESTMENT AREAS. THE DIRECTORS FREQUENTLY, IN PERSON OR VIRTUALLY, ATTENDED EVENTS, FUNCTIONS AND OTHER ACTIVITIES RELATED TO THE FOUNDATION'S GRANT MAKING ACTIVITIES IN ORDER TO EVALUATE THE GRANTEE'S PROGRAM AND OFFERINGS.

THE DIRECTORS WERE COMPENSATED ON A PER DIEM BASIS, APPLICABLE TO OFFICIAL BOARD (ADMINISTRATIVE, GRANT MAKING AND STRATEGIC PROGRAMMING) AND COMMITTEE (MANAGEMENT, INVESTMENT, AUDIT, AND PROGRAM) MEETINGS, SUBJECT TO AN OVERALL ANNUAL CAP IN FEES OF \$30,000 PLUS REIMBURSEMENT FOR REASONABLE EXPENSES. THE DIRECTORS WERE NOT COMPENSATED FOR ATTENDANCE AT CONFERENCES, SITE VISITS, ETC. NON-BOARD COMMITTEE

MEMBERS ARE ALSO COMPENSATED ON A PER DIEM BASIS OF \$500 PER MEETING ATTENDED.

EACH BOARD MEMBER ANNUALLY DISCLOSES THEIR AFFILIATIONS WITH OTHER ORGANIZATIONS (BOTH FOR-PROFIT AND NOT-FOR-PROFIT). THESE AFFILIATION LISTINGS ARE REVIEWED AT EACH BOARD MEETING AND BOARD MEMBERS ABSTAIN FROM VOTING ON ANY MATTER WHERE A CONFLICT OF INTEREST MAY EXIST.