

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

2001

Department of the Treasury
Internal Revenue Service

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2001, or tax year beginning MARCH 1, 2001, and ending FEBRUARY 28, 2002

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	53092 *****AUTO**3-DIGIT 492	P 55	I R S	A Employer identification number 38:2476813
	ORVILLE D & RUTH A MERILLAT FOUNDATION 1800 W US 223 ADRIAN MI 49221-8479	B 86		B Telephone number (see page 10 of the instructions) (517)265-5425

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 85,298,952**

J Accounting method. Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

E if private foundation status was terminated under section 507(b)(1)(A), check here

F if the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) Check <input type="checkbox"/> if the foundation is not required to attach Sch B	-			
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments	1,027,005	1,027,005	-	
	4 Dividends and interest from securities	885,507	885,507	-	
	5a Gross rents	-	-	-	
	b (Net rental income or (loss) _____)				
	6a Net gain or (loss) from sale of assets not on line 10	<6,943,489>			
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2)		-0-		
	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) (attach schedule)					
11 Other income (attach schedule)	308,071	308,071			
12 Total. Add lines 1 through 11	<4,722,906>	2,220,583			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	857,771	857,771		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	291,816	291,816		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	462	462		
	24 Total operating and administrative expenses. Add lines 13 through 23	1,150,049	1,150,049		
	25 Contributions, gifts, grants paid	10,309,650			10,309,650
26 Total expenses and disbursements. Add lines 24 and 25	11,459,699	1,150,049		10,309,650	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<16,182,605>				
b Net investment income (if negative, enter -0-)		1,070,534			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,105,413	<136,700>	<136,700>
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	99,194,372	96,963,971	76,684,628
	c Investments—corporate bonds (attach schedule)	5,185,590	9,695,165	8,751,024
	11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see page 16 of the instructions Also, see page 1, item I)	105,485,375	106,522,436	85,298,952	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	105,485,375	106,522,436		
30 Total net assets or fund balances (see page 17 of the instructions)	105,485,375	106,522,436		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	105,485,375	106,522,436		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	105,485,375
2 Enter amount from Part I, line 27a	2	<16,132,605>
3 Other increases not included in line 2 (itemize) ▶ BOOK VALUE ADJUSTMENT	3	17,219,666
4 Add lines 1, 2, and 3	4	106,522,436
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30.	6	106,522,436

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<6,943,489>
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the organization does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2000	10,770,727	112,296,210	.0959135
1999	15,451,179	109,551,422	.1410404
1998	16,999,338	107,073,681	.1587630
1997	13,541,389	116,044,507	.1166913
1996	7,734,978	72,423,145	.1068026

2 Total of line 1, column (d)	2	.6192108
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.1238422
4 Enter the net value of noncharitable-use assets for 2001 from Part X, line 5	4	89,640,298
5 Multiply line 4 by line 3	5	11,101,252
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,705
7 Add lines 5 and 6	7	11,111,957
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18	8	10,309,650

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 letter (attach copy of ruling letter if necessary—see instructions)	
b Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1 21,411
c All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2 -
3 Add lines 1 and 2	3 21,411
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4 -
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5 21,411
6 Credits/Payments	
a 2001 estimated tax payments and 2000 overpayment credited to 2001	6a 270,000
b Exempt foreign organizations—tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c
d Backup withholding erroneously withheld	6d
7 Total credits and payments Add lines 6a through 6d	7 270,000
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 248,589
11 Enter the amount of line 10 to be Credited to 2002 estimated tax Refunded	11 248,589

Part VII-A Statements Regarding Activities		Yes	No
1a During the tax year, did the organization 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 page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities</i>			X
c Did the organization 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 organization. ▶ \$ _____ (2) On organization managers ▶ \$ _____			
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ▶ \$ _____			
2 Has the organization engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>			X
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>			X
4a Did the organization have unrelated business gross income of \$1,000 or more during the year?			X
b If "Yes," has it filed a tax return on Form 990-T for this year?			
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>			X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X	
7 Did the organization have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MICHIGAN			
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		X	
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2001 or the taxable year beginning in 2001 (see instructions for Part XIV on page 25)? <i>If "Yes," complete Part XIV</i>			X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>			X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address ▶			
12 The books are in care of ▶ JOHN D THURMAN Telephone no ▶ Located at ▶ 810 RICHLYN DRIVE ADRIAN, MI ZIP+4 ▶ 49221-			
13 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 ▶ 13			<input type="checkbox"/>

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

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

1a During the year did the organization (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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 page 19 of the instructions)?
c Did the organization 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 2001?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2001, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2001?
b Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
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 organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2001 as a result of (1) any purchase by the organization 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?
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the organization 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 2001?
5a During the year did the organization 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 509(a)(1), (2), or (3), or section 4940(d)(2)?
(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 page 20 of the instructions)?
c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?
6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions):

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 21 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

3 Five highest-paid independent contractors for professional services—(see page 21 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE NORTHERN TRUST COMPANY 50 SOUTH LASALLE ST. CHICAGO, IL 60615	INVESTMENT MANAGEMENT FEES	857.75

Total number of others receiving over \$50,000 for professional services ▶ - 0 -

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 21 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 22 of the instructions.	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 22 of the 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	90,043,264
b Average of monthly cash balances	1b	962,115
c Fair market value of all other assets (see page 22 of the instructions)	1c	
d Total (add lines 1a, b, and c)	1d	91,005,379
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	91,005,379
4 Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 23 of the instructions)	4	1,365,081
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	89,640,298
6 Minimum investment return. Enter 5% of line 5	6	4,482,015

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	4,482,015
2a Tax on investment income for 2001 from Part VI, line 5	2a	21,411	
b Income tax for 2001 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c		21,411
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		4,460,604
4a Recoveries of amounts treated as qualifying distributions	4a		
b Income distributions from section 4947(a)(2) trusts	4b		
c Add lines 4a and 4b	4c		
5 Add lines 3 and 4c	5		4,460,604
6 Deduction from distributable amount (see page 23 of the instructions)	6		
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7		4,460,604

Part XII Qualifying Distributions (see page 23 of the 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	10,309,650
b Program-related investments—Total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Surtability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,309,650
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,309,650

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2000	(c) 2000	(d) 2001
1 Distributable amount for 2001 from Part XI, line 7				4,460,604
2 Undistributed income, if any, as of the end of 2000				
a Enter amount for 2000 only				
b Total for prior years 19____, 19____, 19____				
3 Excess distributions carryover, if any, to 2001				
a From 1996	4,734,552			
b From 1997	8,487,884			
c From 1998	11,751,772			
d From 1999	10,285,146			
e From 2000	5,388,058			
f Total of lines 3a through e	40,647,412			
4 Qualifying distributions for 2001 from Part XII, line 4 ▶ \$ <u>10,309,650</u>				
a Applied to 2000, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 24 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 24 of the instructions)				
d Applied to 2001 distributable amount				4,460,604
e Remaining amount distributed out of corpus	5,849,046			
5 Excess distributions carryover applied to 2001 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	46,496,458			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 25 of the instructions				
e Undistributed income for 2000 Subtract line 4a from line 2a. Taxable amount—see page 25 of the instructions				
f Undistributed income for 2001 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2002				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)				
8 Excess distributions carryover from 1996 not applied on line 5 or line 7 (see page 25 of the instructions)	4,734,552			
9 Excess distributions carryover to 2002. Subtract lines 7 and 8 from line 6a	41,761,906			
10 Analysis of line 9				
a Excess from 1997	8,487,884			
b Excess from 1998	11,751,772			
c Excess from 1999	10,285,146			
d Excess from 2000	5,388,058			
e Excess from 2001	5,849,046			

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2001, enter the date of the ruling ▶
- b** Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2001	(b) 2000	(c) 1999	(d) 1998	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— Enter 1/2 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 26 of the 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))

RUTH A MERILLAT

- 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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 26 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number of the person to whom applications should be addressed
- b** The form in which applications should be submitted and information and materials they should include
- c** Any submission deadlines
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

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

Recipient 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
<p>a Paid during the year</p> <p>SEE ATTACHED SCHEDULE</p>				
Total				▶ 3a 10,309,650
<p>b Approved for future payment</p>				
Total				▶ 3b

ORVILLE D. & RUTH A. MERILLAT FOUNDATION (38-2476813)
FISCAL YEAR ENDED FEBRUARY 28, 2002
FORM 990-PF, Part I, Line 11
Other Income/(Loss)

<u>Description</u>	<u>Amount</u>
Tax refund FY 2/28/01	\$262,858
Misc. income - Driehaus Small Growth Fund	\$14,182
Misc. income - Pactual Latin American Fund	\$31,031
Total	<u>\$308,071</u>

ORVILLE D. & RUTH A. MERILLAT FOUNDATION (38-2476813)
FISCAL YEAR ENDED FEBRUARY 28, 2002
FORM 990-PF, Part I, Line 16a & 16c
Legal Fees & Other Professional Fees

	<u>Description</u>	<u>Amount</u>
Line 16a		<u>\$-0-</u>
Line 16c	Investment management fees	<u>\$857,771</u>

ORVILLE D. & RUTH A. MERRILLAT FOUNDATION (38-2476813)
FISCAL YEAR ENDED FEBRUARY 28, 2002
FORM 990-PF, Part I, Line 18
Taxes

<u>Description</u>	<u>Amount</u>
Excise tax estimates on 2001 investment income	\$270,000
Foreign taxes paid	<u>\$21,816</u>
Total	<u>\$291,816</u>

ORVILLE D. & RUTH A. MERILLAT FOUNDATION (38-2476813)
FISCAL YEAR ENDED FEBRUARY 28, 2002
FORM 990PF, Part I, Line 23
Other Expenses

<u>Description</u>	<u>Amount</u>
State Annual Fee	\$10
Subscription	\$276
Bank Fees	\$96
PO Box Fee	<u>\$80</u>
Total	<u>\$462</u>

ORVILLE D. & RUTH A. MERILLAT FOUNDATION (38-2476813)
FISCAL YEAR ENDED FEBRUARY 28, 2002
FORM 990-PF, Part II, Lines 10 a, b, c
Columns b & c
Investments

	(b) Book Value	(c) FMV
U.S. & State Gov't. Obligations (10a) 26-39100	-	-
Corporate Stocks (10b) 26-39100	<u>96,963,971</u>	<u>76,684,628</u>
Corporate Bonds (10c) 26-39100	<u>9,695,165</u>	<u>8,751,024</u>

Note: See account detail attached

Portfolio Statement

28 FEB 2002

Account number 2639100
Account Name MERILLAT O & R FDN

Page 4 of 7

◆ Asset Detail

Description Asset ID	Shares/PAR value	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
<i>Equities</i>								
Common stock								
MERILLAT FNDTN S&P FD 590899777	869 570 90	6 282 328 01	7 225	7 929 558 00	1 647 229 99	0 00	6 282 328 01	0 00
NTPIF INTL GLOBALVEST 665889234	1 00	1 571 433 00	1 571 433 000	1 509 796 00	61 637 00	0 00	1 571 433 00	0 00
NTPIF INTL INVESCO 665889212	1 00	806 419 00	806 419 000	705 813 00	100 606 00	0 00	806 419 00	0 00
NTPIF INTL MALABAR 665889259	1 00	6 898 641 00	6 898 641 000	8 878 114 00	1 979 473 00	0 00	6 898 641 00	0 00
NTPIF INTL MERCURY 665889287	1 00	1 354 972 00	1 354 972 000	1 730 716 00	375 744 00	0 00	1 354 972 00	0 00
NTPIF INTL TT 665889275	1 00	5 105 214 00	5 105 214 000	7 934 210 00	2 828 986 00	0 00	5 105 214 00	0 00
NTPIF US EQUINOX 665887998	1 00	6 981 703 00	6 981 703 000	7 548 410 00	- 566,707 00	0 00	6 981 703 00	0 00
NTPIF US FISHER 665887980	1 00	7 344 472 00	7 344 472 000	8 319 991 00	- 975 519 00	0 00	7 344 472 00	0 00
NTPIF US BRAMWELL 665889143	1 00	7 878 684 00	7 878 684 000	9 380 300 00	1 520,616 00	0 00	7 878 684 00	0 00
NTPIF US DRIEHAUS 665889150	1 00	6 805 773 00	6 805 773 000	11 390 873 00	- 4 585 100 00	0 00	6 805 773 00	0 00
NTPIF US KEELEY 665889184	1 00	8 803 077 00	8 803 077 000	11 922 666 00	3 119 589 00	0 00	8 803,077 00	0 00
NTPIF US MARSICO 665889192	1 00	7 995 840 00	7 995 840 000	9 880 090 00	- 1 890 250 00	0 00	7 995 840 00	0 00
NTPIF US PZENA 665889218	1 00	8 856 072 00	8 856 072 000	9 808 434 00	952 362 00	0 00	8 856 072 00	0 00
Total common stock		76,684 628 01		96,963 971 00	- 20,279,342 99	0 00	76,684 628 01	0 00
Total equities		76,684 628 01		96,963,971 00	- 20 279,342 99	0 00	76 684 628 01	0 00

Portfolio Statement

26 FEB 2002

Account number 2639100
Account Name MERILLAT O & R FDN

Page 5 of 7

Asset Detail

Description Asset ID	Shares/PAR value	Market value	Market price	Cost	Unrealized gain/loss	Accrued Income/expense	Market value including accruals	Estimated annual income
Fixed Income								
Corporate bonds								
NTPIF FIXED HUFF 88588881	1 00	8 751 024 00	8 751 024 000	9 895 165 00	- 844,141 00	0 00	8 751 024 00	0 00
Total corporate bonds		8,751,024 00		9,895,165 00	- 844,141 00	0 00	8,751,024 00	0 00
Total fixed income		8,751,024 00		9,895,165 00	- 844,141 00	0 00	8,751,024 00	0 00

Cash and Cash Equivalents

Short term investment funds

MFB NORTHN FDS MONEY MKT FD 885182855		160 436 33		- 160 436 33	0 00	22 62	160 413 71	2 885 38
Total short term investment funds		- 160,436 33		- 160,436 33	0 00	22 62	- 160,413 71	- 2,885 38
Total cash and cash equivalents		- 160,436 33		- 160,436 33	0 00	22 62	- 160,413 71	- 2,885 38
Total		85,275,215 88		108,488,888 87	- 21,223,483 99	22.62	85,275,238 30	- 2,885.38

ORVILLE D. & RUTH A. MERILLAT FOUNDATION (38-2476813)**FISCAL YEAR ENDED FEBRUARY 28, 2002****FORM 990-PF, Part IV****Capital Gains & Losses**

Description	ID Number	Short-Term Gain/(Loss)	Long-Term Gain/(Loss)	Total Gain/(Loss)
From the Northern Trust Co., Agent	36-7158276		610	610
*NTPIF - Fisher	52-2082001	(128,255)	937,941	809,686
*NTPIF - Marsico	51-0378959	(620,030)	77,241	(542,789)
*NTPIF - Huff	52-2082259	(26,477)	(406,481)	(432,958)
*NTPIF - MLIM	51-0378955	(365,110)	(264,563)	(629,673)
*NTPIF - TT	51-0378952	(2,176,366)	(260,470)	(2,436,836)
*NTPIF - Driehaus	52-2082287	(3,284,931)	5,059	(3,279,872)
*NTPIF - Equinox	51-0378953	(445,497)	46,558	(398,939)
*NTPIF - Keeley	52-2082267	16,410	459,125	475,535
*NTPIF - Malabar	52-2082265	(1,356,018)	(140,986)	(1,497,004)
*NTPIF - Invesco	51-0378956	(50,093)	(117,563)	(167,656)
*NTPIF - Pactual	51-0378954	-	-	-
*NTPIF - Bramwell	51-0378958	(292,252)	731,682	439,430
*NTPIF - Pzena	51-0378960	506,764	825,677	1,332,441
*NTPIF - Merillat S&P	36-7280626	(500,247)	(115,217)	(615,464)
Totals		(8,722,102)	1,778,613	(6,943,489)

***Northern Trust Private Investment Funds per Schedule K (Form 1065)**

ORVILLE D. & RUTH A. MERRILLAT FOUNDATION (38-2476813)
FISCAL YEAR ENDED FEBRUARY 28, 2002
FORM 990-PF, Part VIII
Information About Officers & Directors

<u>Name & Address</u>	<u>Title</u>	<u>Contributions to Employee Benefit Plans</u>	<u>Expense Account</u>	<u>Compensation</u>
Ruth A. Merrillat 860 Richlyn Drive Adrian, MI 49221	President, Secretary & Director	None	None	-0-
Richard D. Merrillat 2600 Gordon Drive Naples, FL 34102	VP & Director	None	None	-0-
John D. Thurman 810 Richlyn Drive Adrian, MI 49221	Treasurer	None	None	-0-

ORVILLE D. & RUTH A. MERILLAT FOUNDATION (38-2476813)
FISCAL YEAR ENDED FEBRUARY 28, 2002
FORM 990-PF, Part XV,3a
CONTRIBUTIONS PAID

Recipient Name & Address	Foundation Status	Purpose of Contribution	Amount
Adrian Community Nursery Corp. Adrian, MI 49221	Private	Support	\$500
American Cancer Society, Inc. Jackson, MI 49201	Private	Support	\$3,000
Adrian Church of God Adrian, MI 49221	Private	Support	\$15,000
Adrian College Adrian, MI 49221	Private	Support	\$300
Adrian Dominican Sisters Adrian, MI 49221	Private	Support	\$15,000
Avlon Church of the UB in Christ Bremen, OH 43107	Private	Support	\$5,000
American Red Cross, Lenawee County Chapter Adrian, MI 49221	Private	Support	\$2,500
Anchor Community Church (UB) Fort Wayne, IN 46808	Private	Support	\$30,000
Associated Charities of Lenawee County Adrian, MI 49221	Private	Support	\$20,000
American Bible Society New York, NY 10023-0022	Private	Support	\$100,000
American Christian Television Service, Inc. Lima, OH 45807	Private	Support	\$40,000
Bible Literature International Columbus, OH 43214	Private	Support	\$25,000
Boysville of Michigan, Inc. Clinton, MI 49236	Private	Support	\$25,000
City of Adrian, Adrian, MI 49221	Private	Support	\$41,500
Campus Crusade for Christ International Orlando, FL 32809	Private	Support	\$109,000
Christian Family Foundation Adrian, MI 49221	Private	Support	\$3,089,000
Christian College Southern Africa Wheaton, IL 60189-0305	Private	Support	\$25,000

Recipient Name & Address	Foundation Status	Purpose of Contribution	Amount
Coral Ridge Ministries Media, Inc. Fort Lauderdale, FL 33302	Private	Support	\$300,000
Church of the UB In Christ Huntington, IN 46750	Private	Support	\$30,000
Christian Mission Adrian, MI 49221	Private	Support	\$2,500
Cherry Street Mission Ministries Toledo, OH 43624	Private	Support	\$20,000
Christian Service, Inc. Toledo, OH 43606	Private	Support	\$20,000
Christian Helpline Jackson, MI 49204	Private	Support	\$20,000
Cornerstone Schools Assoc. Detroit, MI 49503	Private	Bldg.	\$70,000
Christian Festival Choir & Orchestra Sylvania, OH 43560	Private	Support	\$2,000
Children's Scholarship Fund (The) Grand Rapids, MI 49503	Private	Support	\$2,000
Cumberland College Williamsburg, KY 49503	Private	Bldg.	\$25,000
Children's Bible Hour Grand Rapids, MI 49503	Private	Support	\$5,000
Camp Catubic (UB) Bellefontaine, OH 43311	Private	Support	\$80,000
Daytona Church of the UB in Christ Holly Hill, FL 32117	Private	Support	\$15,000
Daily Bread of Lenawee, Inc. Adrian, MI 49221	Private	Support	\$25,000
DAWN Projects for Jesus Perrysburg, OH 43551	Private	Support	\$15,000
DaySpring International Virginia Beach, VA 23454	Private	Support	\$25,000
Dove Counseling, Inc. Jackson, MI 49238	Private	Support	\$20,000
English Language Institute China San Dimas, CA 91773	Private	Support	\$20,000
Eagle Forum Educational & Legal Defense Fund Alton, IL 62002-9903	Private	Support	\$5,000

Recipient Name & Address	Foundation Status	Purpose of Contribution	Amount
Evangelism Explosion International Fort Lauderdale, FL 33302	Private	Support	\$3,000
Fellowship of Christian Athletes Oregon, OH 43616	Private	Support	\$10,000
Family Research Council, Inc. Washington, DC 20001	Private	Support	\$30,000
Foundation for Traditional Values Lansing, MI 48917	Private	Support	\$40,000
Family Counseling & Children's Service Adrian, MI 49221	Private	Support	\$25,000
Goodwill Industries of Southern Michigan Adrian, MI 49221	Private	Support	\$1,000
Great Commission Ministries Inc. Winter Park, FL 32793-7101	Private	Support	\$47,500
Grace Life Ministries Lincoln Park, MI 48146	Private	Support	\$30,000
Genesis Foundation (The) Birmingham, MI 48009	Private	Bldg.	\$130,000
GERONTOLOGY Network of Western Michigan Adrian, MI 49221	Private	Support	\$500
Gospel Communication International, Inc. Muskegon, MI 49443-0455	Private	Support	\$1,500
Huntington College Huntington, IN 46750	Private	Bldg. Support	\$2,250,000 \$1,007,000
Heartbeat International Columbus, OH 43229-3245	Private	Support	\$5,000
Habitat for Humanity of Lenawee Adrian, MI 49221	Private	Bldg.	\$15,000
HOPE Community Center Adrian, MI 49221	Private	Support	\$10,000
Heritage Foundation (The) Washington, DC 20002	Private	Support	\$25,000
InterVarsity Christian Fellowship Madison, WI 53707-7895	Private	Support	\$10,000
International Service of Hope, Inc. Waterville, OH 43566	Private	Support	\$10,000
Idaville Church of the UB in	Private	Support	\$20,000

Recipient Name & Address	Foundation Status	Purpose of Contribution	Amount
Christ Idaville, PA 17337			
International Foundation Washington, DC 20026-3813	Private	Support	\$25,000
Jerusalem UB in Christ Church Churchville, VA 24421	Private	Support	\$26,250
Just As I Am Christian Church Toledo, OH 43603	Private	Support	\$2,000
Jamaica Bible College Mandeville, Jamaica	Private	Support	\$15,000
Kingdom Building Ministries, Inc. Denver, CO 80014	Private	Support	\$100,000
Lenawee Emergency & Affordable Housing Corp. Adrian, MI 49221	Private	Support	\$20,000
Lighthouse Community Church (UB) Williamston, MI 48895	Private	Support	\$5,000
Living Water Works, Inc. Adrian, MI 49221	Private	Support	\$20,000
Lenawee United Way Adrian, MI 49221	Private	Support	\$5,500
Lighthouse Inn Programs, Inc. Adrian, MI 49221	Private	Support	\$5,000
Mount Olivet Church of the UB in Christ Chambersburg, PA 17201	Private	Support	\$7,500
Murk Family Ministries, Inc. New Auburn, WI 54757	Private	Support	\$5,000
Mackinac Center for Public Policy Midland, MI 48640	Private	Support	\$50,000
Michigan Family Forum Lansing, MI 48933	Private	Support	\$30,000
National Prayer Committee, Inc. Colorado Springs, CO 80935-5616	Private	Support	\$15,000
New Hope UB in Christ Church, Inc. Camden, MI 49232	Private	Support	\$28,000
New Horizons Community Church, Inc. (UB) Rockford, OH 45882	Private	Bldg.	\$100,000

Recipient Name & Address	Foundation Status	Purpose of Contribution	Amount
New Hope Community Church (UB) Bryan, OH 43506	Private	Bldg.	\$500,000
National Community Resource Center Rochester, MN 55903	Private	Support	\$15,000
National Right to Work Legal Defense Springfield, VA 22160	Private	Support	\$40,000
National Institute of Youth Ministries San Clement, CA 92673	Private	Support	\$15,000
Oak Harbor UB in Christ Church Oak Harbor, OH 43449	Private	Support	\$7,500
Prescott Ave Church of the UB in Christ Dayton, OH 45406	Private	Support	\$15,000
Rhodes Grave Camp (UB) Chambersburg, PA 17201-9251	Private	Bldg.	\$350,000
Rutherford Institute Charlottesville, VA 22906	Private	Support	\$15,000
Right to Life of Michigan Educational Fund Grand Rapids, MI 49509-0901	Private	Support	\$55,000
Restoration of the Family Inc. Oviedo, FL 32762-1342	Private	Support	\$10,000
St. Peter's United Methodist Church Wellington, FL 33414	Private	Bldg.	\$300,000
Siena Heights University Adrian, MI 49221	Private	Support	\$15,000
Side by Side Inc. Maumee, OH 48332	Private	Support	\$100,000
South Mountain Union UB in Christ Church Dillaburg, PA 17019	Private	Support	\$12,500
South Scipio UB Church Harlan, IN 46743	Private	Support	\$20,000
Salvation Army Adrian, MI 49221	Private	Support	\$15,000
Teen Ranch Inc. Marlette, MI 48453	Private	Support	\$100,000
Toledo Christian Schools, Inc.	Private	Support	\$70,000

Recipient Name & Address	Foundation Status	Purpose of Contribution	Amount
Toledo, OH 43614			
Taylor University Upland, IN 46989	Private	Bldg.	\$200,000
Toledo Cultural Arts Center Inc. Toledo, OH 43604-1407	Private	Support	\$10,000
Taylor University Broadcasting Inc. Fort Wayne, IN 46807	Private	Support	\$15,000
The Evangelical Alliance Mission (TEAM) Wheaton, IL 60189-0969	Private	Support	\$2,000
Trenton Hills UB Church Adrian, MI 49221	Private	Support	\$3,500
World Evangelical Fellowship Wheaton, IL 60189-8004	Private	Support	\$1,600
World Vision Tacoma, WA 94881	Private	Support	\$15,000
Word of Life Fellowship, Inc. Schoon Lake, NY 12870	Private	Support	\$4,000
World Eye Mission Albion, MI 49224	Private	Support	\$3,000
Youth Haven Ranch, Inc. Rives Jct. MI 49277	Private	Support	\$7,000
Young Life Adrian, MI 49221	Private	Support	\$13,000
YMCA of Lenawee County Adrian, MI 49221	Private	Support	\$1,500
Your Story Hour Berrien Springs, MI 49103	Private	Support	\$2,000
TOTAL CONTRIBUTIONS PAID			<u>\$10,309,650</u>