

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

2003

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.

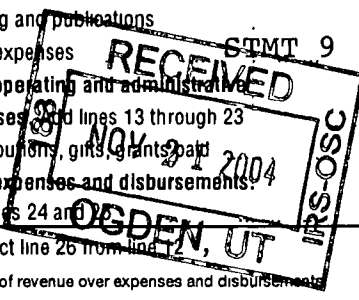
For calendar year 2003, or tax year beginning _____, and ending _____

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.	Name of organization RICHARD & HELEN DEVOS FOUNDATION Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 126 OTTAWA AVENUE, N.W., SUITE 500 City or town, state, and ZIP code GRAND RAPIDS, MI 49503	A Employer identification number 23-7066873 B Telephone number (616) 454-4114
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		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 95,613,488. (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received <small>Check <input type="checkbox"/> if the foundation is not required to attach Sch. B</small>	32,208,394.		N/A	
2 Distributions from split-interest trusts				
3 Interest on savings and temporary cash investments	2,646.	2,646.		STATEMENT 2
4 Dividends and interest from securities	4,240,581.	3,011,559.		STATEMENT 3
5a Gross rents				
b (Net rental income or (loss))				
6a Net gain or (loss) from sale of assets not on line 10	-3,315,215.			STATEMENT 1
b Gross sales price for all assets on line 6a	8,263,211.			
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)				
11 Other income	16,323.	12,321.		STATEMENT 4
12 Total. Add lines 1 through 11	33,152,729.	3,026,526.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 5	1,935.	0.		1,935.
b Accounting fees STMT 6	2,800.	280.		2,520.
c Other professional fees STMT 7	975,822.	110,510.		865,312.
17 Interest	9,119.	0.		0.
18 Taxes STMT 8	313,633.	13,633.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	11,308.	0.		11,308.
22 Printing and publications				
23 Other expenses STMT 9	944,628.	47,876.		896,752.
24 Total operating and administrative expenses (add lines 13 through 23)	2,259,245.	172,299.		1,777,827.
25 Contributions, gifts, grants paid	31,911,100.			31,911,100.
26 Total expenses and disbursements (Add lines 24 and 25)	34,170,345.	172,299.		33,688,927.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,017,616.			
b Net investment income (if negative, enter -0-)		2,854,227.		
c Adjusted net income (if negative, enter -0-)			N/A	

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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				
	2	Savings and temporary cash investments		5,696,245.	-266,280.	-265,514.
	3	Accounts receivable ▶ 221,147.				
		Less allowance for doubtful accounts ▶		289,454.	221,147.	221,147.
	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				
	10a	Investments - U.S. and state government obligations STMT 12		0.	10,210,000.	10,210,000.
	b	Investments - corporate stock STMT 13		16,859,946.	10,571,611.	71,866,262.
	c	Investments - corporate bonds STMT 14		1,267,675.	6,400,000.	6,400,000.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 15		9,382,657.	8,017,974.	7,181,593.	
14	Land, buildings, and equipment basis ▶ 12,250.					
	Less accumulated depreciation STMT 16 ▶ 12,250.					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		33,495,977.	35,154,452.	95,613,488.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
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 checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		33,495,977.	35,154,452.		
30	Total net assets or fund balances		33,495,977.	35,154,452.		
31	Total liabilities and net assets/fund balances		33,495,977.	35,154,452.		

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	33,495,977.
2	Enter amount from Part I, line 27a	2	-1,017,616.
3	Other increases not included in line 2 (itemize) ▶ BOOK/TAX DIFFERENCE	3	2,676,121.
4	Add lines 1, 2, and 3	4	35,154,482.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	30.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,154,452.

Part IV Capital Gains and Losses for Tax on Investment Income

1a	(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)
b	SEE ATTACHED STATEMENT			
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	8,263,211.	9,382,806.	-3,315,215.

(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			-3,315,215.

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	-3,315,215.
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) If (loss), enter -0- in Part I, line 8	3	N/A

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 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))
2002	35,172,663.	94,188,491.	.3734285
2001	28,629,612.	101,879,800.	.2810136
2000	35,582,583.	136,084,305.	.2614746
1999	27,611,062.	122,728,772.	.2249763
1998	19,219,424.	145,198,775.	.1323663

2	Total of line 1, column (d)	2	1.2732593
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	.2546519
4	Enter the net value of noncharitable-use assets for 2003 from Part X, line 5	4	88,707,332.
5	Multiply line 4 by line 3	5	22,589,491.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	28,542.
7	Add lines 5 and 6	7	22,618,033.
8	Enter qualifying distributions from Part XII, line 4	8	33,688,927.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	28,542.
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	0.
3 Add lines 1 and 2		3	28,542.
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	28,542.
6 Credits/Payments			
a 2003 estimated tax payments and 2002 overpayment credited to 2003	6a	24,791.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	25,791.	
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	2,751.	
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 2004 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the 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 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 <input type="checkbox"/> \$ 0. (2) On organization managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers <input type="checkbox"/> \$ 0.		
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?	X	
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 instructions) <input type="checkbox"/> 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 2003 or the taxable year beginning in 2003 (see instructions for Part XIV)? <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 <input type="checkbox"/> N/A	X	
12 The books are in care of <input type="checkbox"/> JERRY L. TUBERGEN Telephone no. <input type="checkbox"/> (616) 454-4114 Located at <input type="checkbox"/> 126 OTTAWA NW, STE 500, GRAND RAPIDS, MI ZIP+4 <input type="checkbox"/> 49503		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 13 <input type="checkbox"/> N/A		

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.

Table with columns for question descriptions, Yes/No checkboxes, and a grid for Yes/No answers. Includes questions 1a through 6b regarding disqualifying activities, tax distribution, and charitable purposes.

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:

(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
HELEN J. DEVOS 126 OTTAWA NW, SUITE 500 GRAND RAPIDS, MI 49503	PRESIDENT NOMINAL	0.	0.	0.
JERRY L. TUBERGEN 126 OTTAWA NW, SUITE 500 GRAND RAPIDS, MI 49503	VP/SEC NOMINAL	0.	0.	0.
ROBERT H. SCHIERBEEK 126 OTTAWA NW, SUITE 500 GRAND RAPIDS, MI 49503	TREASURER NOMINAL	0.	0.	0.
WILLIAM J. BOER 126 OTTAWA NW, SUITE 500 GRAND RAPIDS, MI 49503	ASST SEC/VP NOMINAL	0.	0.	0.

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
NONE				

Total number of other employees paid over \$50,000 ▶ 0

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
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 URBAN LEADERSHIP INITIATIVE - SEE ATTACHED STATEMENT 19	
	888,454.
2	
3	
4	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	18,623,957.
b	Average of monthly cash balances	1b	3,357,046.
c	Fair market value of all other assets	1c	68,077,202.
d	Total (add lines 1a, b, and c)	1d	90,058,205.
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	90,058,205.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,350,873.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	88,707,332.
6	Minimum investment return. Enter 5% of line 5	6	4,435,367.

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

1	Minimum investment return from Part X, line 6	1	4,435,367.
2a	Tax on investment income for 2003 from Part VI, line 5	2a	28,542.
b	Income tax for 2003 (This does not include the tax from Part VI)	2b	374,209.
c	Add lines 2a and 2b	2c	402,751.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,032,616.
4a	Recoveries of amounts treated as qualifying distributions	4a	0.
b	Income distributions from section 4947(a)(2) trusts	4b	0.
c	Add lines 4a and 4b	4c	0.
5	Add lines 3 and 4c	5	4,032,616.
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 XIII, line 1	7	4,032,616.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	33,688,927.
b	Program-related investments - Total from Part IX-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 V, line 8, and Part XIII, line 4	4	33,688,927.
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	5	28,542.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	33,660,385.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2002	(c) 2002	(d) 2003
1 Distributable amount for 2003 from Part XI, line 7				4,032,616.
2 Undistributed income, if any, as of the end of 2002				
a Enter amount for 2002 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2003				
a From 1998	12,321,805.			
b From 1999	22,267,697.			
c From 2000	29,366,981.			
d From 2001	23,933,958.			
e From 2002	30,925,049.			
f Total of lines 3a through e	118,815,490.			
4 Qualifying distributions for 2003 from Part XII, line 4 ▶ \$	33,688,927.			
a Applied to 2002, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	33,688,927.	SEE STATEMENT 10		
d Applied to 2003 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2003 (If an amount appears in column (d), the same amount must be shown in column (a))	4,032,616.			4,032,616.
6 Enter the net total of each column as indicated below:	148,471,801.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2002 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2003 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2004				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	32,208,394.	SEE STATEMENT 10		
8 Excess distributions carryover from 1998 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2004. Subtract lines 7 and 8 from line 6a	116,263,407.			
10 Analysis of line 9				
a Excess from 1999				
b Excess from 2000	27,715,473.			
c Excess from 2001	23,933,958.			
d Excess from 2002	30,925,049.			
e Excess from 2003	33,688,927.			

Part XIV Private Operating Foundations (see instructions and Part VII-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 2003, 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) 2003	(b) 2002	(c) 2001	(d) 2000	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year-see page 25 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).)

SEE STATEMENT 17

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 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
 RICHARD M AND HELEN J DEVOS, 126 OTTAWA NW, STE 500, GRAND RAPIDS, MI 49503

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

c Any submission deadlines
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT 20				31911100.
Total			▶ 3a	31911100.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting organization to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 3 columns: Question, Yes, No. Rows include 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), and 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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

Signature area with 'Sign Here' label, 'Paid Preparer's Use Only' box, and signature of DELOITTE TAX LLP.

Schedule B
(Form 990, 990-EZ, or
990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2003

Name of organization

Employer identification number

RICHARD & HELEN DEVOS FOUNDATION

23-7066873

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General Rule and a Special Rule-see instructions.)

General Rule-

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules-

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions
for Form 990 and Form 990-EZ

Schedule B (Form 990, 990-EZ, or 990-PF) (2003)

Name of organization

Employer identification number

RICHARD & HELEN DEVOS FOUNDATION

23-7066873

Part I Contributors (See Specific Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	RICHARD M. DEVOS CLAT #2 126 OTTAWA AVENUE N.W., SUITE 500 GRAND RAPIDS, MI 49503	\$ 7,208,394.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ALTICOR, INC. 7575 FULTON ADA, MI 49301	\$ 25,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

RICHARD & HELEN DEVOS FOUNDATION

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 FROM THE NORTHERN TRUST - VARIOUS SHORT TERM	P	VARIOUS	VARIOUS
b FROM THE NORTHERN TRUST - VARIOUS LONG TERM	P	VARIOUS	VARIOUS
c FROM ALTERRA BONDS	P	VARIOUS	VARIOUS
d FROM LOEB ARBITRAGE FUND	P	VARIOUS	VARIOUS
e FROM CASTLE CREEK CAPITAL PARTNERS FUND IIA LP K-	P	VARIOUS	VARIOUS
f FROM CASTLE CREEK CAPITAL PARTNERS FUND IIA LP K-	P	VARIOUS	VARIOUS
g FROM CASTLE CREEK CAPITAL PARTNERS FUND IIA LP K-	P	VARIOUS	VARIOUS
h FROM RDV ALTCO K-1 LONG TERM	P	VARIOUS	VARIOUS
i			
j			
k			
l			
m			
n			
o			

(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 157,906.		167,111.	-9,205.
b 6,538,030.		6,498,121.	39,909.
c		1,000,000.	-1,000,000.
d 1,567,275.		1,717,574.	-150,299.
e			54,800.
f			-11,756.
g			-2,772.
h			-2,235,892.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			-9,205.
b			39,909.
c			-1,000,000.
d			-150,299.
e			54,800.
f			-11,756.
g			-2,772.
h			-2,235,892.
i			
j			
k			
l			
m			
n			
o			

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	-3,315,215.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

2003 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Amount Of Depreciation
1	SOFTWARE	06/01/96	SL	3.00	16	12,250.			12,250.	12,250.		0.
	* TOTAL 990-PF PG 1					12,250.		0.	12,250.	12,250.	0.	0.
	DEPR											

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM THE NORTHERN TRUST - VARIOUS SHORT TERM	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
157,906.	167,111.	0.	0.
			-9,205.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM THE NORTHERN TRUST - VARIOUS LONG TERM	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
6,538,030.	6,498,121.	0.	0.
			39,909.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM ALTERRA BONDS	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	1,000,000.	0.	0.
			-1,000,000.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM LOEB ARBITRAGE FUND	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
1,567,275.	1,717,574.	0.	0.
			(F) GAIN OR LOSS
			-150,299.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM CASTLE CREEK CAPITAL PARTNERS FUND IIA LP K-1 SHORT TERM	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
0.	0.	0.	0.
			(F) GAIN OR LOSS
			54,800.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM CASTLE CREEK CAPITAL PARTNERS FUND IIA LP K-1 LONG TERM	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
0.	0.	0.	0.
			(F) GAIN OR LOSS
			-11,756.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM CASTLE CREEK CAPITAL PARTNERS FUND IIA LP K-1 SECTION 1256	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
0.	0.	0.	0.
			(F) GAIN OR LOSS
			-2,772.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM RDV ALTCO K-1 LONG TERM	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
0.	0.	0.	0.
(F) GAIN OR LOSS	-2,235,892.		

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-3,315,215.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
MACATAWA BANK	2,646.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,646.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALTICOR EXPORT DV DIVIDENDS	480,169.	0.	480,169.
ALTICOR, INC.	2,620,609.	0.	2,620,609.
AMWAY EXPORT VA DIVIDENDS	748,853.	0.	748,853.
CASTLE CREEK CAPITAL PARTNERS FUND IIA LP K-1 DIVIDENDS	19,331.	0.	19,331.
CASTLE CREEK CAPITAL PARTNERS FUND IIA LP K-1 INTEREST	11,440.	0.	11,440.
DVULI - INTEREST	148.	0.	148.
FAITH FAMILY FREEDOM BLDG. K-1 DIVIDEND	205.	0.	205.
INNER CITY CHRISTIAN FEDERATION	3,150.	0.	3,150.
THE AMERICAN FUNDS - CAPITAL WORLD GROWTH & INCOME FUND	48,538.	0.	48,538.
THE AMERICAN FUNDS - EUROPACIFIC GROWTH FUND	70,500.	0.	70,500.
THE AMERICAN FUNDS - SMALLCAP WORLD FUND	4,238.	0.	4,238.
THE NORTHERN TRUST - AG EDWARDS	124,716.	0.	124,716.

THE NORTHERN TRUST - DIVIDENDS	23,707.	0.	23,707.
THE NORTHERN TRUST - INTEREST	84,977.	0.	84,977.
TOTAL TO FM 990-PF, PART I, LN 4	4,240,581.	0.	4,240,581.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	AMOUNT
ROYALTY INCOME	100.
CASTLE CREEK CAPITAL PARTNERS FUND IIA LP K-1 ORDINARY INCOME	8,496.
CASTLE CREEK CAPITAL PARTNERS FUND IIA LP K-1 PORTFOLIO INCOME	12,221.
FAITH FAMILY FREEDOM BLDG. K-1 ORDINARY INCOME	-4,494.
TOTAL TO FORM 990-PF, PART I, LINE 11, COLUMN A	16,323.

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,935.	0.		1,935.
TO FM 990-PF, PG 1, LN 16A	1,935.	0.		1,935.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,800.	280.		2,520.
TO FORM 990-PF, PG 1, LN 16B	2,800.	280.		2,520.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAL FEES	15,753.	15,753.		0.
MANAGEMENT FEES	947,569.	94,757.		852,812.
CONSULTING FEES	12,500.	0.		12,500.
TO FORM 990-PF, PG 1, LN 16C	975,822.	110,510.		865,312.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME & EXCISE TAXES	300,000.	0.		0.
STATE TAX	100.	100.		0.
FOREIGN TAXES	13,533.	13,533.		0.
TO FORM 990-PF, PG 1, LN 18	313,633.	13,633.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	556.	0.		556.
MISCELLANEOUS EXPENSE	3,962.	0.		3,962.
BANK FEES	927.	927.		0.
FILING FEES	20.	0.		20.
URBAN LEADERSHIP INITIATIVE	888,454.	0.		888,454.
PORTFOLIO DEDUCTIONS	46,949.	46,949.		0.
TELEPHONE EXPENSE	208.	0.		208.
MEALS AND ENTERTAINMENT	3,552.	0.		3,552.
TO FORM 990-PF, PG 1, LN 23	944,628.	47,876.		896,752.

FOOTNOTES

STATEMENT 10

RICHARD & HELEN DEVOS FOUNDATION
126 OTTAWA AVENUE, N.W., SUITE 500
GRAND RAPIDS, MI 49503
EIN 23-7066873, FORM 990-PF
YEAR ENDED DECEMBER 31, 2003

PART XIII, LINE 4(C) - COMPUTATION OF UNDISTRIBUTED INCOME
(ELECTION): PURSUANT TO REG. SEC. 53.4942(A)-3(D)(2)
TAXPAYER HEREBY ELECTS TO APPLY ITS 2003 QUALIFYING
DISTRIBUTION TO CORPUS.



SIGNATURE - FOUNDATION MANAGER

PART XIII, LINE 7 - COMPUTATION OF UNDISTRIBUTED INCOME
(ELECTION): PURSUANT TO REG. SEC. 53.4942(A)-3(C)(2)(IV),
THE TAXPAYER HEREBY ELECTS TO TREAT DISTRIBUTIONS UNDER
TREASURY REGULATION SECTION 53.4942(A)-3(D)(1)(III) AS A
DISTRIBUTION OUT OF CORPUS FROM 1998 TO 1999, TO SATISFY
THE REQUIREMENT IMPOSED BY IRC SECTION 170(B)(1)(E)(III).



SIGNATURE - FOUNDATION MANAGER

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	11
DESCRIPTION			AMOUNT
ADJUSTMENTS TO INVESTMNET ACCOUNT BOOK BALANCES			30.
TOTAL TO FORM 990-PF, PART III, LINE 5			30.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	12	
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US AND STATE OBLIGATIONS SEE STMT 18	X		10,210,000.	10,210,000.
TOTAL U.S. GOVERNMENT OBLIGATIONS			10,210,000.	10,210,000.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			10,210,000.	10,210,000.

FORM 990-PF	CORPORATE STOCK	STATEMENT	13	
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK SEE STMT 18			10,571,611.	71,866,262.
TOTAL TO FORM 990-PF, PART II, LINE 10B			10,571,611.	71,866,262.

FORM 990-PF	CORPORATE BONDS	STATEMENT	14	
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS SEE STMT 18			6,400,000.	6,400,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C			6,400,000.	6,400,000.

FORM 990-PF OTHER INVESTMENTS STATEMENT 15

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS SEE STMT 18	8,017,974.	7,181,593.
TOTAL TO FORM 990-PF, PART II, LINE 13	8,017,974.	7,181,593.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 16

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
SOFTWARE	12,250.	12,250.	0.
TOTAL TO FM 990-PF, PART II, LN 14	12,250.	12,250.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 17

NAME OF MANAGER

HELEN J. DEVOS
 JERRY L. TUBERGEN

The Richard and Helen DeVos Foundation
EIN 23-7066873
Year Ended 12/31/03
Form 990PF - Part II Supplementary Information
Line 10b - Investments

Description	12/31/03 Book Value	12/31/03 Fair Market Value
<u>US and State Obligations:</u>		
Azusa Pac Univ Cal Taxable-Var Due 04-01-2028	400,000	400,000
CA Statewide Crmntys Dev Auth Taxable Put	400,000	400,000
Cook Cnty ILL Var-Taxable Due 11-02-2023	500,000	500,000
Gainesville Eye Cap LLC Var Taxable Demand	800,000	800,000
IL EDL FACS Auth Revs Adj Taxable Due 3-1-34	800,000	800,000
IL Stud Assistance Commn Stud Ln Rev	1,000,000	1,000,000
Kent Cnty Mich Var Ltd Tx Nts Due 03-01-2005	400,000	400,000
Knox Cnty Tenn Hlth Edl & Hsg Facs Brd	625,000	625,000
L A Cnty Fair Assn due 11-01-2016	100,000	100,000
MA St Dev Fin Agy Rev Var-Tx-Assumption	345,000	345,000
Manhattan Kans Incl Dev Rev Var	300,000	300,000
Milpitas Cal Mltifam Rev Var	600,000	600,000
Minneapolis Minn Taxable-Pension-MPRA	1,100,000	1,100,000
MS Business Fin Corp Miss Incl Taxable	400,000	400,000
NM Hsg Auth Region III M/F	375,000	375,000
Olivehain Mun Wtr Dist Cal Wtr	200,000	200,000
Portland Ore Pars-Taxable-Pension Oblig	1,000,000	1,000,000
Portsmouth Va Incl Dev AuthPub Fac Rev	500,000	500,000
Tioga Cnty N Y Incl Dev Agy	365,000	365,000
	<u>10,210,000</u>	<u>10,210,000</u>
<u>Corporate Stock:</u>		
Amway Corporation Class A & Class B	358,572	49,556,741
Amway Japan Ltd.	316,499	9,865,440
Net TV	1,000,000	0
State National Bancshares	883,350	1,473,428
Euro Pacific Growth	4,332,928	5,942,275
Smallcap World Fund	3,503,438	3,837,454
Fifth Third Bancorp	176,825	1,190,924
	<u>10,571,611</u>	<u>71,866,262</u>
<u>Corporate Bonds:</u>		
Bloomingtondale Life Time Fitness LLC Due 01-01-2020	600,000	600,000
Cap 1 Fdg Corp Opt NT Ser 1999-D due 10-01-2014	600,000	600,000
EDL Mgmt Corp Taxable Var RT Demand	1,000,000	1,000,000
Guilford Cap LLC Taxable Variable Rate	100,000	100,000
Mason Cy Clinic P C Taxable Due 09-01-2022	400,000	400,000
Nelnet Ed Ln Fdg Inc Due 07-01-2043	1,000,000	1,000,000
O F C Corp Var Rate Taxable Due 01-01-2026	1,400,000	1,400,000
Riddle Mem Hosp Hlth Care Ctr due 07-01-2013	1,000,000	1,000,000
Tacoma Goodwill Inds Taxable Var Rate	300,000	300,000
	<u>6,400,000</u>	<u>6,400,000</u>
<u>Other Investments</u>		
Faith Family Freedom Building LLC	3,880,096	4,906,524
Castle Creek Capital Fund II LP	1,637,878	1,816,000
RDV Altco LLC	2,500,000	459,069
	<u>8,017,974</u>	<u>7,181,593</u>

RICHARD & HELEN DEVOS FOUNDATION
EIN 23-7066873
FORM 990-PF, PART IX-A
DECEMBER 31, 2003

SUMMARY OF DIRECT CHARITABLE ACTIVITIES:

IMPLEMENTED A PROGRAM TO IDENTIFY AND TRAIN EMERGING YOUTH MINISTRY LEADERS IN LOCAL URBAN, INNER-CITY COMMUNITIES. DURING 2002, 59 PARTICIPATED FROM KANSAS CITY, BIRMINGHAM, SAN DIEGO, SAN ANTONIO AND PETERSON COMPLETED THEIR FINAL THREE MONTHS OF TRAINING. IN ADDITIONAL 57 PARTICIPANTS FROM ALBURQUERQUE, DETROIT, MEMPHIS, CHICAGO, AND PHILADELPHIA COMPLETED THE FIRST 12 MONTHS OF THEIR 15 MONTH TRAINING CYCLE. AND FINALLY, THE SLECTION PROCESS WAS COMPLETED FOR 55 NEW PARTICIPANTS FROM KANSAS CITY, PORTLAND, DENVER, HOUSTON, AND LOS ANGELES TO BEGIN THEIR TRAINING IN 2003. THE CURRICULUM WAS DELIVERED THROUGH NATIONAL CONFERENCES AND LOCAL WORKSHOPS TO BENEFIT PERSONS IN LEADERSHIP POSITIONS WORKING WITH AT-RISK YOUTH IN THEIR RESPECTIVE ORGANIZATIONS AND CITIES.

The Richard and Helen DeVos Foundation

EIN 23-7066873

Year Ended 12/31/03

Form 990PF - Part XV Supplementary Information

Line 3 - Grants and Contributions Paid during the Year or Approved for Future Payments

Recipient Name & Address	Relationship to Donor	Foundation Status of Recipient	Purpose of Grant	Amount
Acton Institute For The Study of Religion and Liberty 161 Ottawa Avenue NW, Suite 301 The Waters Building Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	25,000
Ada Christian School 6206 Ada Dr. SE Grand Rapids, MI 49546	None	501©(3)	Unrestricted Grant to General Fund	505,000
Alliance Defense Fund 15333 N. Pima Rd Suite 165 Scottsdale, AZ 85260	None	501©(3)	Unrestricted Grant to General Fund	50,000
American Cancer Society - Great Lakes Division, Inc. West Michigan Area Service Center 400 Ann NW Grand Rapids, MI 49504	None	501©(3)	Unrestricted Grant to General Fund	5,000
American Cancer Society- Palm Beach 235 S. County Road, Suite 20 Palm Beach, FL	None	501©(3)	Unrestricted Grant to General Fund	7,500
American Enterprise Institute for Public Policy Research 1150 Seventeenth Street NW Washington, DC 20036	None	501©(3)	Unrestricted Grant to General Fund	7,500
American Heart Association, Florida Affiliate, Inc. 2300 Centrepark West Drive West Palm Beach, FL 33409	None	501©(3)	Unrestricted Grant to General Fund	20,000
American Heart Association, Michigan Affiliate, Inc. 3940 Peninsular Dr. SE Suite 180 Grand Rapids, MI 49546-6107	None	501©(3)	Unrestricted Grant to General Fund	50,000
American Red Cross, Greater Palm Beach Area Chapter 825 Fern St. West Palm Beach, FL 33401	None	501©(3)	Unrestricted Grant to General Fund	10,000
American Red Cross, West Central Michigan 1050 Fuller NE Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	10,000
American Symphony Orchestra League 33 West 60th St. 5th Floor New York, NY 10023-7905	None	501©(3)	Unrestricted Grant to General Fund	70,000
Arthritis Foundation - West Michigan Region 3226 28th St. SE Suite 1 Grand Rapids, MI 49512-1643	None	501©(3)	Unrestricted Grant to General Fund	500

The Richard and Helen DeVos Foundation
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Recipient Name & Address	Relationship to Donor	Foundation Status of Recipient	Purpose of Grant	Amount
Assocation for Christian Foundations 3914 St. Elmo Ave. Suite D Chattanooga, TN 37409	None	501©(3)	Unrestricted Grant to General Fund	10,000
Ataxla Telanglectasia Children's Project, Inc. 668 S. Military Trail Deerfield Beach, FL 33442	None	501©(3)	Unrestricted Grant to General Fund	500
Back to God Hour 6555 W. College Dr Palos Heights, IL 60463	None	501©(3)	Unrestricted Grant to General Fund	10,000
Barnabas Ministries, Inc. 10500 Chicago Dr. Suite 40 Zeeland, MI 49464	None	501©(3)	Unrestricted Grant to General Fund	1,000
Baxter Community Center 935 Baxter Grand Rapids, MI 49506-2599	None	501©(3)	Unrestricted Grant to General Fund	250,000
Bethany Christian Services 901 Eastern Avenue NE P.O. Box 294 Grand Rapids, MI 49501-0294	None	501©(3)	Unrestricted Grant to General Fund	1,000,000
Bethesda Hospital Foundation 2815 South Seacrest Boulevard Boynton Beach, FL 33435	None	501©(3)	Unrestricted Grant to General Fund	10,000
Bible League P.O. Box 28000 Chicago, IL 60628-9990	None	501©(3)	Unrestricted Grant to General Fund	10,000
Billy Graham Evangelistic Association P.O. Box 779 Minneapolis, MN 55440-0779	None	501©(3)	Unrestricted Grant to General Fund	10,000
Blanton-Peale Institute 3 West 29th Street, 5th Floor New York, NY 10001	None	501©(3)	Unrestricted Grant to General Fund	5,000
Blodgett Butterworth Health Care Foundation 100 Michigan NE - MC 4 Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	214,850
Boy Scouts of America - Gulf Stream Council, Inc. 8335 North Military Trail Palm Beach Gardens, FL 33410-6329	None	501©(3)	Unrestricted Grant to General Fund	50,000

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Boy Scouts of America, Gerald R. Ford Council 3213 Walker NW Grand Rapids, MI 49544	None	501©(3)	Unrestricted Grant to General Fund	25,000
Boys & Girls Club of Holland 435 Van Raalte Avenue Holland, MI 49423	None	501©(3)	Unrestricted Grant to General Fund	15,000
Broadway Theatre Guild Waters Building 161 Ottawa NW Suite 603 Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	25,000
Calvin College 3201 Burton St. SE Grand Rapids, MI 49546	None	501©(3)	Unrestricted Grant to General Fund	1,015,000
Calvin Theological Seminary 3233 Burton Street SE Grand Rapids, MI 49502-4632	None	501©(3)	Unrestricted Grant to General Fund	400,000
Campus Crusade for Christ 100 Lake Hart Dr. Orlando, FL 32832	None	501©(3)	Unrestricted Grant to General Fund	12,500
Chamber Choir of Grand Rapids P.O. Box 6814 Grand Rapids, MI 49516-6814	None	501©(3)	Unrestricted Grant to General Fund	10,000
Chaplain Services, Inc. 3351 Claystone SE, Suite G14 Grand Rapids, MI 49546	None	501©(3)	Unrestricted Grant to General Fund	20,000
Children's Scholarship Fund 8 West 38th St , 9th Floor New York, NY 10018-6229	None	501©(3)	Unrestricted Grant to General Fund	100,000
Christ Memorial Reformed Church 595 Graafschap Road Holland, MI 49423	None	501©(3)	Unrestricted Grant to General Fund	75,000
Christian Counseling Center 3355 Eagle Park Drive NE, Suite 106 Grand Rapids, MI 49525-7004	None	501©(3)	Unrestricted Grant to General Fund	5,000
Christian Learning Center 2520 Eastern Avenue S.E. Grand Rapids, MI 49507	None	501©(3)	Unrestricted Grant to General Fund	10,000

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Christian Reformed Church, N.A. 2850 Kalamazoo Avenue SE Grand Rapids, MI 49560	None	501©(3)	Unrestricted Grant to General Fund	160,000
Christian Reformed World Missions 2850 Kalamazoo Ave. SE Grand Rapids, MI 49560	None	501©(3)	Unrestricted Grant to General Fund	25,000
Christian Reformed World Relief Committee 2850 Kalamazoo Avenue SE Grand Rapids, MI 49560-0900	None	501©(3)	Unrestricted Grant to General Fund	125,000
Coral Ridge Presbyterian Church 5554 North Federal Highway Fort Lauderdale, FL 33308	None	501©(3)	Unrestricted Grant to General Fund	600,000
Cornerstone Foundation 124 W. Allegan Suite 800 Lansing, MI 48933	None	501©(3)	Unrestricted Grant to General Fund	5,000
Corporation for Maintaining Editorial Diversity in America 215 Lexington Ave. New York, NY 10157-2301	None	501©(3)	Unrestricted Grant to General Fund	5,000
Council for National Policy 10329-A Democracy Lane Fairfax, VA 22030	None	501©(3)	Unrestricted Grant to General Fund	20,000
Council of Michigan Foundations One South Harbor Avenue PO Box 599, Suite 3 Grand Haven, MI 49417	None	501©(3)	Unrestricted Grant to General Fund	10,000
Cross Roads Prison Ministries PO BOX 363 Bensalem, PA 19020	None	501©(3)	Unrestricted Grant to General Fund	100,000
Cystic Fibrosis Foundation Orlando Regional Office 1080 Woodcock Rd. Suite 245 Orlando, FL 32803	None	501©(3)	Unrestricted Grant to General Fund	5,000
Direct Selling Education Foundation 1275 Pennsylvania Ave. NW Suite 800 Washington, DC 20004	None	501©(3)	Unrestricted Grant to General Fund	250,000
Dwelling Place of Grand Rapids, Inc. 339 South Division Avenue Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	1,000

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Education Freedom Fund 201 Monroe Ave. Suite 350 Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	4,000
Evangelism Explosion International PO Box 23820 Fort Lauderdale, FL 33307-3820	None	501©(3)	Unrestricted Grant to General Fund	350,000
Family of Faith Church 6645 West Steger Rd Monee, IL 60449-9116	None	501©(3)	Unrestricted Grant to General Fund	240,000
The Federalist Society for Law & Public Policy Studies 1015 18th Street NW Suite 425 Washington, DC 20036	None	501©(3)	Unrestricted Grant to General Fund	25,000
Florida Hospital Foundation 2809 North Orange Ave. Orlando, FL 32804	None	501©(3)	Unrestricted Grant to General Fund	10,000
Florida House Washington DC, Inc. Number One 2nd St NE Washington, D.C. 20002	None	501©(3)	Unrestricted Grant to General Fund	10,000
Florida Sunshine Pops, Inc. 1420 North Swinton Ave Delray Beach, FL 33444	None	501©(3)	Unrestricted Grant to General Fund	75,000
Focus on the Family 8605 Explorer Dr. Colorado Springs, CO 80920	None	501©(3)	Unrestricted Grant to General Fund	500,000
Fort Lauderdale Christian School 6330 NW 31st Ave. Fort Lauderdale, FL 33309	None	501©(3)	Unrestricted Grant to General Fund	100,000
Foundation for Traditional Values P.O. Box 80108 Lansing, MI 48908-0108	None	501©(3)	Unrestricted Grant to General Fund	10,000
Frederik Meijer Gardens 1000 East Beltline N.E. Grand Rapids, MI 49525	None	501©(3)	Unrestricted Grant to General Fund	3,000
Friends of the Americas 918 North Foster Drive Baton Rouge, LA 70806	None	501©(3)	Unrestricted Grant to General Fund	50,000

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Fringe Communications 100 Grandville Ave SW Suite 100 Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	100,000
Fuller Theological Seminary 135 North Oakland Avenue Pasadena, CA 91182	None	501©(3)	Unrestricted Grant to General Fund	100,000
Geneva Camp & Retreat Center 3995 N. Lakeshore Drive Holland, MI 49424	None	501©(3)	Unrestricted Grant to General Fund	100,000
Gift of Life Foundation 5601 Mariner Street Suite 230 Tampa, FL 33609	None	501©(3)	Unrestricted Grant to General Fund	25,000
Gospel Communications International PO Box 455 Muskegon, MI 49443-0455	None	501©(3)	Unrestricted Grant to General Fund	2,009,925
Grand Action Foundation 120 Lyon Street NW Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	3,600,000
Grand Rapids Art Museum 155 Division North Grand Rapids, MI 49503-3154	None	501©(3)	Unrestricted Grant to General Fund	43,000
Grand Rapids Children's Museum 22 Sheldon Avenue N.E. Grand Rapids, MI 49503-3218	None	501©(3)	Unrestricted Grant to General Fund	5,000
Grand Rapids Christian School Association 1812 Sylvan SE Grand Rapids, MI 49506	None	501©(3)	Unrestricted Grant to General Fund	1,007,000
G. R. Med. Ed. & Research Center for Health Professions Internal Medicine Residency 21 Michigan St. NE STE 525 Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	15,000
Grand Rapids Student Advancement Foundation 1331 Franklin Street, SE PO Box 117 Grand Rapids, MI 49501-0117	None	GOV'T/PUB ED	Unrestricted Grant to General Fund	20,000
Grand Rapids Symphony 169 Louis Campau Promenade Suite One Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	1,255,000

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Grand Valley State University University Development 401 W. Fulton #202C Grand Rapids, MI 49504-6431	None	GOVT/PUB ED	Unrestricted Grant to General Fund	100,000
Grand Valley University Foundation 401 W. Fulton St Grand Rapids, MI 49504-6431	None	GOVT/PUB ED	Unrestricted Grant to General Fund	1,400,000
Grandville Avenue Arts & Humanities, Inc. 644 Grandville Ave SW Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	25,000
Guideposts c/o Peale Center for Christian Living 66 East Main Street Pawling, NY 12564-1409	None	501©(3)	Unrestricted Grant to General Fund	5,000
Haggai Institute PO Box 13 Atlanta, GA 30370	None	501©(3)	Unrestricted Grant to General Fund	140,000
Health Intervention Services 15 Andre SE Grand Rapids, MI 49507	None	501©(3)	Unrestricted Grant to General Fund	50,000
Heritage Foundation 214 Massachusetts Avenue NE Washington, DC 20002-4999	None	501©(3)	Unrestricted Grant to General Fund	100,000
High Frontier 2800 Shirlington Road Suite 405 Arlington, VA 22206	None	501©(3)	Unrestricted Grant to General Fund	5,000
His Caring Place 4700 Northwest 74th Place Pompano Beach, FL 33073	None	501©(3)	Unrestricted Grant to General Fund	10,000
Holland Home 2100 Raybrook Avenue SE Grand Rapids, MI 49546	None	501©(3)	Unrestricted Grant to General Fund	1,030,000
Homecor 112 East 7th St Holland, MI 49423	None	501©(3)	Unrestricted Grant to General Fund	4,000
Hope College 141 East 12th Street Holland, MI 49423-9988	None	501©(3)	Unrestricted Grant to General Fund	2,515,000

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Hope Network Foundation 3375 South Division Ave Suite 200 Grand Rapids, MI 49548-2157	None	501©(3)	Unrestricted Grant to General Fund	254,720
Hope Pregnancy Centers of Broward 3700 SW 64th Avenue Davie, FL 33314-2410	None	501©(3)	Unrestricted Grant to General Fund	50,000
House of Hope PO BOX 560484 Orlando, FL 32856	None	501©(3)	Unrestricted Grant to General Fund	10,000
In The Image 111 South Division Avenue Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	5,000
Indian Trails Camp 4335 Lake Michigan Drive Suite 146 Grand Rapids, MI 49544	None	501©(3)	Unrestricted Grant to General Fund	35,000
Inner City Christian Federation 816 Madison SE Grand Rapids, MI 49507	None	501©(3)	Unrestricted Grant to General Fund	95,000
Intercollegiate Studies Institute, Inc. 3901 Centerville Road PO Box 4431 3901 Centerville Road Wilmington, DE 19807-0431	None	501©(3)	Unrestricted Grant to General Fund	300,000
International Society for Ocean Monitoring and Research 4600 Rickenbacker Causeway Miami, FL 44139	None	501©(3)	Unrestricted Grant to General Fund	50,000
International Society of Palm Beach, Inc. 44 Cocoanut Row, M-207C Palm Beach, FL 33480-4005	None	501©(3)	Unrestricted Grant to General Fund	15,000
Junior Achievement of the Michigan Great Lakes, Inc. 3665 28th St. SE Suite C Grand Rapids, MI 49512	None	501©(3)	Unrestricted Grant to General Fund	2,500
Kent County Literacy Council 111 Library St. NE Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	5,000
Kent County Parks Foundation 2801 East Beltline SE Grand Rapids, MI 49525	None	GOVT/PUB ED	Unrestricted Grant to General Fund	50,000

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KeyStone Community Church 155 Spaulding Grand Rapids, MI 49546	None	501©(3)	Unrestricted Grant to General Fund	250,000
LaGrave Avenue Christian Reformed Church 1130 Wealthy St. SE Grand Rapids, MI 49506	None	501©(3)	Unrestricted Grant to General Fund	135,000
Lake Worth Christian School 7592 High Ridge Road Lantana, FL 33462	None	501©(3)	Unrestricted Grant to General Fund	350,000
The Leadership Institute 101 North Highland Street Arlington, VA 22201	None	501©(3)	Unrestricted Grant to General Fund	10,000
Lee University P.O. Box 3450 Cleveland, TN 37320	None	501©(3)	Unrestricted Grant to General Fund	1,000,000
Leukemia & Lymphoma Society 5845 Richmond Highway Suite 63 Alexandria, VA 22303	None	501©(3)	Unrestricted Grant to General Fund	10,000
Ligonier Ministries 400 Technology Park Suite 150 Lake Mary, FL 32746	None	501©(3)	Unrestricted Grant to General Fund	75,000
Luls Palau Evangelistic Association PO Box 1173 Portland, OR 97207-1173	None	501©(3)	Unrestricted Grant to General Fund	250,000
Mackinac Center for Public Policy 140 West Main Street P O. Box 568 Midland, MI 48640	None	501©(3)	Unrestricted Grant to General Fund	10,000
Madison Square Christian Reformed Church 1434 Madison Avenue SE Grand Rapids, MI 49507	None	501©(3)	Unrestricted Grant to General Fund	10,000
Make A Wish Foundation- Grand Rapids 1260 Ekhart St NE Grand Rapids, MI 49503-1372	None	501©(3)	Unrestricted Grant to General Fund	7,500
MD Anderson Cancer Center - University of Texas 1515 Holcombe Blvd. Houston, TX 77030-4009	None	501©(3)	Unrestricted Grant to General Fund	20,000

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Media Research Center 325 South Patrick St Alexandria, VA 22314-3580	None	501©(3)	Unrestricted Grant to General Fund	100,000
Meet Grand Rapids 140 Monroe Center NW, Suite 300 Grand Rapids, MI 49503-2893	None	501©(3)	Unrestricted Grant to General Fund	25,000
Michigan Family Forum 611 South Walnut Street P O Box 15216 Lansing, MI 48901-5216	None	501©(3)	Unrestricted Grant to General Fund	10,000
Mount Vernon Ladies Association of the Union P.O. Box 110 Mount Vernon, VA 22121	None	501©(3)	Unrestricted Grant to General Fund	500,000
Music Mission Kiev, Inc. P.O. Box 56-0578 Orlando, FL 32856-0578	None	501©(3)	Unrestricted Grant to General Fund	25,000
Nalsmith Memorial Basketball Hall of Fame 1000 West Columbus Ave Springfield, MA 01105-9930	None	501©(3)	Unrestricted Grant to General Fund	50,000
National Constitution Center 525 Arch Street Independence Mall Philadelphia, PA 19106	None	501©(3)	Unrestricted Grant to General Fund	3,064,000
National Organization on Disability 910 Sixteenth Street SW Washington, DC 20006	None	501©(3)	Unrestricted Grant to General Fund	25,000
National Right to Read Foundation P.O. Box 490 The Plains, VA 20198	None	501©(3)	Unrestricted Grant to General Fund	10,000
Noorthoek Academy PO Box 6241 Grand Rapids, MI 49516	None	501©(3)	Unrestricted Grant to General Fund	5,000
North American Choral Company P.O. Box 68608 Grand Rapids, MI 49516-8606	None	501©(3)	Unrestricted Grant to General Fund	10,000
Northern Michigan University 1401 Presque Isle Avenue Marquette, MI 49855-5305	None	GOVT/PUB ED	Unrestricted Grant to General Fund	300,000

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Northwood University 4000 Whiting Dr Midland, MI 48640	None	501©(3)	Unrestricted Grant to General Fund	25,000
Opera Grand Rapids 161 Ottawa Avenue NW Suite 204 Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	5,000
Operation Smile 220 Lyon St. NW Ste 700 Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	10,000
Orlando Magic Youth Foundation Two Magic Place 8701 Maitland Summit Blvd Orlando, FL 32810-5915	None	501©(3)	Unrestricted Grant to General Fund	111,715
Orlando Museum of Art, Inc. 2416 N. Mills Ave. Orlando, FL 32803-1483	None	501©(3)	Unrestricted Grant to General Fund	20,000
Palm Beach Atlantic University 901 S. Flagler Dr. P.O Box 24708 West Palm Beach, FL 33416-9893	None	501©(3)	Unrestricted Grant to General Fund	250,000
Partners for Christian Development 2850 Kalamazoo Ave., SE Grand Rapids, MI 49560-0600	None	501©(3)	Unrestricted Grant to General Fund	475,570
Pathfinder Resources 2303 Kalamazoo Ave SE Grand Rapids, MI 49507	None	501©(3)	Unrestricted Grant to General Fund	10,000
Patrons of the Arts in the Vatican Museums P.O. Box 2775 Palm Beach, FL 33480-2775	None	501©(3)	Unrestricted Grant to General Fund	1,000
People for People, Inc. 714 North Broad St Philadelphia, PA 19130	None	501©(3)	Unrestricted Grant to General Fund	50,000
Pine Rest Christian Mental Health Services 300 68th Street, S.E. PO BOX 165 Grand Rapids, MI 49501-0165	None	501©(3)	Unrestricted Grant to General Fund	10,000
Pine Rest Foundation 300 68th Street SE P.O Box 165 Grand Rapids, MI 49501-0165	None	501©(3)	Unrestricted Grant to General Fund	20,000

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Plan International USA 155 Plan Way Warwick, RI 02886-1099	None	501©(3)	Unrestricted Grant to General Fund	4,320
The Potter's House 810 VanRaalte SW Grand Rapids, MI 49509	None	501©(3)	Unrestricted Grant to General Fund	250,000
Pregnancy Resource Center 415 Cherry SE Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	50,000
Prison Fellowship 1856 Old Reston Ave. Reston, VA 20190	None	501©(3)	Unrestricted Grant to General Fund	1,000,000
Raymond F. Kravis Center for the Performing Arts 701 Okeechobee Boulevard West Palm Beach, FL 33401-9851	None	501©(3)	Unrestricted Grant to General Fund	15,000
Rehoboth Christian School PO Box 41 Rehoboth, NM 87322-0041	None	501©(3)	Unrestricted Grant to General Fund	470,000
Right to Life of Michigan Educational Foundation 2340 Porter Street SW PO Box 901 Grand Rapids, MI 49509-0901	None	501©(3)	Unrestricted Grant to General Fund	125,000
Roosevelt Park Ministries 1530 Grandville Ave. SW Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	3,000
The Rutherford Institute PO Box 7482 Charlottesville, VA 22906-7482	None	501©(3)	Unrestricted Grant to General Fund	10,000
Salvation Army, Palm Beach County 2100 Palm Beach Lakes Blvd. West Palm Beach, FL 33101	None	501©(3)	Unrestricted Grant to General Fund	50,000
School to Career Progressions 1422 Madison Ave SE Grand Rapids, MI 49507	None	501©(3)	Unrestricted Grant to General Fund	10,000
Spanish River Church 2400 Yamato Rd. Boca Raton, FL 33431	None	501©(3)	Unrestricted Grant to General Fund	100,000

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St. Cecilia Music Society 24 Ransom NE Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	25,000
U.S. English Foundation 1747 Pennsylvania Avenue NW Suite 1050 Washington, DC 20006	None	501©(3)	Unrestricted Grant to General Fund	20,000
U.S. Sailing Foundation 15 Maritime Dr P O Box 1260 Portsmouth, RI 02871-6015	None	501©(3)	Unrestricted Grant to General Fund	60,000
United Network for Organ Sharing 1100 Boulders Parkway Suite 500 Richmond, VA 23225	None	501©(3)	Unrestricted Grant to General Fund	100,000
United Way - Heart of West Michigan 118 Commerce SW Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	50,000
University of Michigan University of Michigan Medical Center 3862 Taubman Health Care Center Ann Arbor, MI 48109-0391	None	GOVT/PUB ED	Unrestricted Grant to General Fund	10,000
The Upledger Foundation 11211 Prosperity Farms Road STE D-325 Palm Beach Gardens, FL 33410-3487	None	501©(3)	Unrestricted Grant to General Fund	5,000
Van Andel Institute Hope on the Hill Foundation 333 Bostwick NE Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	350,000
Visions Teen Parent Foundation, Inc. 2001 Broadway Suite 260 Riviera Beach, FL 33404	None	501©(3)	Unrestricted Grant to General Fund	10,000
Visiting Nurse Association of West Michigan 1401 Cedar NE Grand Rapids, MI 49503	None	501©(3)	Unrestricted Grant to General Fund	5,000
Washington Campus Inc. 1331 H St. NW Suite 300 Washington, DC 20005-4731	None	501©(3)	Unrestricted Grant to General Fund	5,000

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Wedgwood Christian Services 3300 36th Street SE PO Box 88007 Grand Rapids, MI 49518-0007	None	501©(3)	Unrestricted Grant to General Fund	20,000
West Michigan Strategic Alliance 44 East 8th Street Holland, MI 49423	None	501©(3)	Unrestricted Grant to General Fund	10,000
Western Theological Seminary 101 East 13th Street Holland, MI 49423	None	501©(3)	Unrestricted Grant to General Fund	250,000
Words of HOPE 700 Ball Avenue NE P O. Box 1706 Grand Rapids, MI 49501	None	501©(3)	Unrestricted Grant to General Fund	5,000
World Affairs Council of Western Michigan 1607 Robinson Rd SE Grand Rapids, MI 49506	None	501©(3)	Unrestricted Grant to General Fund	5,000
Worldwide Lab Improvement, Inc. 3607 Gembrit Circle Kalamazoo, MI 49001	None	501©(3)	Unrestricted Grant to General Fund	10,000
WXEL- Barry Telecommunications, Inc. P.O. Box 6607 West Palm Beach, FL 33405-0607	None	501©(3)	Unrestricted Grant to General Fund	2,500
YMCA of Boca Raton Peter Blum Center 6631 Palmetto Circle South Boca Raton, FL 33433	None	501©(3)	Unrestricted Grant to General Fund	302,000
Young America's Foundation 217 State St. Santa Barbara, CA 93101	None	501©(3)	Unrestricted Grant to General Fund	1,000
Young Dads, Inc. 935 Baxter, SE Grand Rapids, MI 49506	None	501©(3)	Unrestricted Grant to General Fund	15,000
Young Life Greater Grand Rapids 5989 Tahoe Dr SE Suite 240 Grand Rapids, MI 49546	None	501©(3)	Unrestricted Grant to General Fund	15,000
Youth for Christ - Grand Rapids Area PO Box 379 Jenison, MI 49429-0379	None	501©(3)	Unrestricted Grant to General Fund	25,000

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Zuni Christian Mission School Box 445 Zuni, NM 87327	None	501©(3)	Unrestricted Grant to General Fund	20,000
Grand Total				<u>31,911,100</u>

PROTECTIVE DISCLOSURE

Reportable Transaction Disclosure Statement

Form 8886 (Rev June 2004) Department of the Treasury Internal Revenue Service

OMB No 1545-1800 Attachment Sequence No 137

- Attach to your tax return. See separate instructions.

Name(s) shown on return: RICHARD AND HELEN DEVOS FOUNDATION Identifying number: 23-7066873

Number, street, and room or suite no: 126 OTTAWA AVE NW, STE 500 City or town, state, and ZIP code: GRAND RAPIDS, MI 49504

1a Name of reportable transaction: SEC 165(g) LOSS 1b Tax shelter registration number (11-digits) (if any):

- 2 Identify the type of reportable transaction. Check the box(es) that apply (see instructions) a Listed transaction b Confidential transaction c Transaction with contractual protection d Loss transaction e Transaction with significant book-tax difference f Transaction with brief asset holding period

3 If the transaction is a "listed transaction" or substantially similar to a listed transaction, identify the listed transaction (see instructions)

4 Enter the number of transactions reported on this form: 1

5 If you invested in the transaction through another entity, such as a partnership, an S corporation, or a foreign corporation, identify the name and employer identification number (EIN) (if any) of that entity: RDV ALTCO, LLC, EIN: 38-3507300 AND RDVEPCO, EIN: 38-3507304

6 Enter in columns (a) and (b) below, the name and address of each person to whom you paid a fee with regard to the transaction if that person promoted, solicited, or recommended your participation in the transaction, or provided tax advice related to the transaction.

Table with 2 columns: (a) Name, (b) Address. Content: NONE

7 Facts. Describe the facts of the transaction that relate to the expected tax benefits, including your participation in the transaction. For listed transactions identified in item 2a, also provide the complete name, address, and nature of involvement of all parties to the transaction (see instructions).

SEE STATEMENT

8 Expected tax benefits. Describe the expected tax benefits, including deductions, exclusions from gross income, nonrecognition of gain, tax credits, adjustments (or the absence of adjustments) to the basis of property, etc. (see instructions for more details).

TAXPAYER WILL RECOGNIZE A POST 5/5/03 LONG-TERM CAPITAL LOSS.

9 Estimated tax benefits. Provide a separate estimate of the amount of each of the expected tax benefits described above for each affected tax year (including prior and future years).

THE POST 5/5/03 LONG TERM CAPITAL LOSS RECOGNIZED BY THE TAXPAYER WILL BE \$2,235,892 FOR THE TAX YEAR ENDING DECEMBER 31, 2003.

Richard and Helen DeVos Foundation
23-7066873
Form 8886 Statement

Line 7:

The Richard and Helen DeVos Foundation ("Taxpayer") invests in RDV Altco, LLC which invests in RDVEPCO, LLC ("RDVEPCO"). RDVEPCO has invested in Alterra Healthcare Corporation ("Alterra") Preferred Stock, Series A PIK Debentures, and Series B PIK Debentures. These securities were obtained in a restructuring transaction in which the taxpayer surrendered preferred stock, existing notes, and cash to Alterra in exchange for these securities. As of December 31, 2003, it was determined that these securities were worthless in accordance with IRC Section 165(g). The taxpayer believes that it has qualifying basis in these securities and therefore has not participated in a reportable transaction. However, due to the complex nature of the disclosure requirements, the taxpayer is disclosing the tax loss on a protective basis.

- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** and check this box **Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.**
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time — Must File Original and One Copy.

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization RICHARD & HELEN DEVOS FOUNDATION	Employer identification number 23-7066873
	Number, street, and room or suite no. If a P.O. box, see instructions 126 OTTAWA AVENUE, N.W., SUITE 500	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions. GRAND RAPIDS, MI 49503	

Check type of return to be filed (File a separate application for each return):

- Form 990 Form 990-EZ Form 990-T (sec. 401(a) or 408(a) trust) Form 1041-A Form 5227 Form 8870
- Form 990-BL Form 990-PF Form 990-T (trust other than above) Form 4720 Form 6069

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the **whole** group, check this box . If it is for **part** of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until NOVEMBER 15, 20 04 .
- 5 For calendar year 2003, or other tax year beginning _____, 20 ____ and ending _____, 20 ____ .
- 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension ALL OF THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME.

- 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ 25,791.00
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ 25,791.00
- c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ 0.00

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature [Handwritten Signature] Title CPA Date 8/2/04

Notice to Applicant — To Be Completed by the IRS

- We **have** approved this application. Please attach this form to the organization's return.
- We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We **cannot consider** this application because it was filed after the due date of the return for which an extension was requested
- Other _____

Director _____ By _____ Date _____

Alternate Mailing Address — Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name
	Number and street (include suite, room, or apt. no.) Or a P.O. box number
	City or town, province or state, and country (including postal or ZIP code)

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Note: Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time — Only submit original (no copies needed)
Note: Form 990-T corporations requesting an automatic 6-month extension — check this box and complete Part I only
 All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization RICHARD & HELEN DEVOS FOUNDATION	Employer identification number 23-7066873
	Number, street, and room or suite no. If a P.O. box, see instructions. 126 OTTAWA AVENUE, N.W., SUITE 500	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GRAND RAPIDS, MI 49503	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- If the organization does **not** have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the **whole** group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-month, for **990-T corporation**) extension of time until AUGUST 16 , 20 04, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 20 03 or
 ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ 25,791.00
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ 24,791.00
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ 1,000.00

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ *Matthew J.* Title ▶ CPT Date ▶ 5/17/04