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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type. See Specific Instructions.

Name of foundation: TWO SEVEN OH INC

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1725 — Room/suite:

City or town, state, and ZIP code: BIRMINGHAM, MI 48012-1725

A Employer identification number: 20-5576623

B Telephone number: 313-965-8300

C If exemption application is pending, check here ▶☐

D 1 Foreign organizations, check here ▶☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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 ▶☐

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) ▶$ 16,330,472.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	690,929.	690,929.		STATEMENT 1
	4 Dividends and interest from securities	118,038.	118,038.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<187,968.>			
	b Gross sales price for all assets on line 6a 2,205,689.				
	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				
	12 **Total.** Add lines 1 through 11	620,999.	808,967.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,000.	6,000.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	9,919.	4,960.		0.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	3,942.	459.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	1,376.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	27,237.	11,419.		0.
	25 Contributions, gifts, grants paid	873,500.			873,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	900,737.	11,419.		873,500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<279,738.>			
	b **Net investment income** (if negative, enter -0-)		797,548.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10 ne P

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	6,859,427.	351,984.	351,984.
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			
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 6	500,000.	2,799,428.	2,819,073.
b Investments - corporate stock STMT 7	4,659,485.	4,441,446.	2,681,484.
c Investments - corporate bonds STMT 8	6,087,827.	4,960,541.	5,143,971.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶ STATEMENT 9)	0.	5,244,000.	5,333,960.
16 **Total assets** (to be completed by all filers)	18,106,739.	17,797,399.	16,330,472.
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 ▶ PAYROLL TAXES)	1,461.	459.	
23 **Total liabilities** (add lines 17 through 22)	1,461.	459.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	18,000,000.	18,000,000.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	105,278.	<203,060.>	
30 **Total net assets or fund balances**	18,105,278.	17,796,940.	
31 **Total liabilities and net assets/fund balances**	18,106,739.	17,797,399.	

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	18,105,278.
2 Enter amount from Part I, line 27a	2	<279,738.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	17,825,540.
5 Decreases not included in line 2 (itemize) ▶ ADJUSTMENT TO RETAINED EARNINGS	5	28,600.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,796,940.

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				
b	SEE ATTACHED STATEMENTS			
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	2,205,689.		2,393,657.	<187,968.>

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

	(i) F.M.V. 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				<187,968.>

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 — <187,968.>

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 foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2008	811,107.	17,175,120.	.047226
2007	632,916.	18,171,595.	.034830
2006	0.	17,749,729.	.000000
2005			
2004			

2 Total of line 1, column (d)	2	.082056
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	.027352
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	16,052,192.
5 Multiply line 4 by line 3	5	439,060.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,975.
7 Add lines 5 and 6	7	447,035.
8 Enter qualifying distributions from Part XII, line 4	8	873,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	7,975.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	7,975.
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	7,975.
6 Credits/Payments.				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	7,023.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	7,023.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	2.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	954.
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 2010 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOSEPH A BONVENTRE, ESQ Telephone no. ▶ 313-965-8300

Located at ▶ 500 WOODWARD AVENUE, SUITE 3500, DETROIT, MI ZIP+4 ▶ 48226

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | 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. Yes No

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? [X] Yes [ ] No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [X] Yes [ ] No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? [ ] Yes [X] No

(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) [ ] Yes [X] No

		Line	Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? [ ] Yes [X] No

If "Yes," list the years ▶ ______, ______, ______, ______

		Line	Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ ______, ______, ______, ______

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? [ ] Yes [X] No

		Line	Yes	No
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		12,000.	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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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 N/A	
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	15,730,587.
b	Average of monthly cash balances		1b	566,055.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	16,296,642.
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	16,296,642.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	244,450.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	16,052,192.
6	**Minimum investment return** Enter 5% of line 5		6	802,610.

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	802,610.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 7,975.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	7,975.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	794,635.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	794,635.
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	794,635.

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	873,500.
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	873,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	7,975.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	865,525.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				794,635.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			305,548.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 873,500.				
a Applied to 2008, but not more than line 2a			305,548.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				567,952.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				226,683.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 foundation had $5,000 or more in assets at any time during the year-see 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).)

LYNN MORAN

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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (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:

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
a *Paid during the year*				
SEE STATEMENT 11				
Total			▶ 3a	873,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	690,929.	
4 Dividends and interest from securities			14	118,038.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<187,968.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		620,999.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 620,999.

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

Part XVI-B **Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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2a Is the foundation 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 ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

Lynn Moore 5/04/10 President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 5/4/2010	Check if self-employed ☐	Preparer's identifying number P00451438
Firm's name (or yours if self-employed), address, and ZIP code	CLARK HILL PLC 500 WOODWARD AVE., SUITE 3500 DETROIT, MI 48226		EIN 38-0425840
			Phone no. 313-965-8300

Form **990-PF** (2009)

923622 02-02-10

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	FIRSTBANK OF PUERTO RICO, 96000	P	09/11/08	03/19/09
b	GUARANTY BANK TX, 96000	P	10/06/08	08/26/09
c	NATIONAL CITY BANK OH, 96000	P	09/24/08	04/16/09
d	SILVERTON BANK GA, 96000	P	09/02/08	05/07/09
e	CITIGROUP, .4 SHS	P	11/19/07	07/30/09
f	CITIGROUP, .4 SHS	P	01/18/08	07/30/09
g	CITIGROUP, .4 SHS	P	11/19/07	07/30/09
h	CITIGROUP, .4 SHS	P	01/18/08	07/30/09
i	CITIGROUP, 12500 SHS	P	11/19/07	11/23/09
j	CITIGROUP, 20000 SHS	P	11/19/07	12/01/09
k	CITIGROUP, 10000 SHS	P	11/19/07	12/01/09
l	CITIGROUP, 10000 SHS	P	11/19/07	12/01/09
m	ELECTRONIC DATA SYSTEMS CORP, 600000	P	01/24/08	10/15/09
n	FEDERAL NATL MTG ASSN, 500000	P	01/24/08	04/30/09
o	GOLDMAN SACHS GROUP, 100000	P	10/14/08	11/20/09

	(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	96,000.		96,000.	0.
b	96,000.		96,000.	0.
c	96,000.		96,000.	0.
d	96,000.		96,000.	0.
e	1.		1.	0.
f	1.		1.	0.
g	1.		1.	0.
h	1.		1.	0.
i	52,868.		42,763.	10,105.
j	81,792.		68,421.	13,371.
k	40,799.		34,211.	6,588.
l	40,799.		34,211.	6,588.
m	600,000.		600,000.	0.
n	500,000.		500,000.	0.
o	105,500.		85,500.	20,000.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				0.
b				0.
c				0.
d				0.
e				0.
f				0.
g				0.
h				0.
i				10,105.
j				13,371.
k				6,588.
l				6,588.
m				0.
n				0.
o				20,000.

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	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	

923591
04-24-09

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	IMPERIAL CAPITAL BANK CA, 96000	P	09/11/08	12/23/09
b	LEHMAN BROTHERS, 300000	P	01/24/08	11/20/09
c	ORION BANK FL, 96000	P	10/06/08	11/18/09
d	WELLS FARGO CAPITAL, 2926 SHS	P	03/05/08	12/10/09
e	WELLS FARGO CAPITAL, 3074 SHS	P	03/05/08	12/11/09
f				
g				
h				
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	96,000.		96,000.	0.
b	54,744.		302,547.	<247,803.>
c	96,000.		96,000.	0.
d	74,701.		73,150.	1,551.
e	78,482.		76,850.	1,632.
f				
g				
h				
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				0.
b				<247,803.>
c				0.
d				1,551.
e				1,632.
f				
g				
h				
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	<187,968.>
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

923591
04-24-09

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ACCRUED INTEREST	84,251.
ACCRUED INTEREST PAID	<4,131.>
INTEREST INCOME	610,783.
NORTHERN TRUST	26.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	690,929.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND/INTEREST INCOME	118,038.	0.	118,038.
TOTAL TO FM 990-PF, PART I, LN 4	118,038.	0.	118,038.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CLARK HILL PLC	9,919.	4,960.		0.
TO FM 990-PF, PG 1, LN 16A	9,919.	4,960.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2009 PAYROLL TAXES	918.	459.		0.
2009 THIRD QUARTER ESTIMATE	3,000.	0.		0.
2009 FORM 941 PENALTY/LATE FEE	24.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,942.	459.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES	883.	0.		0.
PUBLICATIONS	197.	0.		0.
BANK SUPPLIES	108.	0.		0.
POST OFFICE BOX	188.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,376.	0.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS		X	2,799,428.	2,819,073.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,799,428.	2,819,073.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,799,428.	2,819,073.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PREFERRED STOCKS	3,509,485.	1,803,460.
COMMON STOCKS	931,961.	878,024.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,441,446.	2,681,484.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	4,960,541.	5,143,971.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,960,541.	5,143,971.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CERTIFICATES OF DEPOSIT	0.	5,244,000.	5,333,960.
TO FORM 990-PF, PART II, LINE 15	0.	5,244,000.	5,333,960.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LYNN MORAN 2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326	PRESIDENT 10.00	12,000.	0.	0.
LYNN MORAN 2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326	SECRETARY 3.00	0.	0.	0.
LYNN MORAN 2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326	TREASURER 2.00	0.	0.	0.
KATHERINE LYNN MORAN 2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326	TRUSTEE 2.00	0.	0.	0.
AMANDA ANN MORAN 2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326	TRUSTEE 2.00	0.	0.	0.

MADISON DIANNE MORAN 2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		12,000.	0.	0.

FORM 990-PF — GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR — STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALLIANCE FOR THE GREAT LAKES	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
AL VAN HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
ALLIANCE FOR SPAY NEUTER & PET RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
ALL OF US EXPRESS CHILDREN'S THEATER	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
ALLIES FOR GREYHOUNDS OF W MICHIGAN	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
ADOPT A PET	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
ALGER COUNTY ANIMAL SHELTER	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.

ANIMAL WELFARE SOCIETY OF SOUTHEAST MICHIGAN	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
ALL ABOUT ANIMAL RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
ANIMAL PLACEMENT BUREAU	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
AID TO ANIMALS	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
ARTS & SCRAPS	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
ARTS BEATS & EATS FOUNDATION	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
ACCOUNTING AID SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
BINDER PARK ZOOLOGICAL SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
AVON PLAYERS	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
BALDWIN CENTER	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.

BLUE WATER AREA HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
BRIDGING COMMUNICATIONS	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
BELLWOOD INC.	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
CANINE COMPANIONS RESCUE LEAGUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
CAPUCHIN SOUP KITCHEN	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
CRITTER CONNECTION RESCUE LEAGUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
CHILD AND FAMILY SERVICES OF NORTHERN MICHIGAN	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
CLINTON RIVER WATERSHED	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
COPPER COUNTY HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
CRANBROOK HOSPICE CARE	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.

CROSSROADS FOR YOUTH	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
DETROIT INSTITUTE OF ARTS	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
DETROIT SCIENCE CENTER	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
DETROIT ZOOLOGICAL SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
DICKSON COUNTY HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
DINOSAUR HILL	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
DETROITERS WORKING FOR ENVIRONMENTAL	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
DRESS FOR SUCCESS METRO DETROIT	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
EATON COUNTY HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
FISHTOWN PRESERVATION SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.

FURRY FRIENDS RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	2,500.
FRIENDS OF MICHIGAN ANIMAL RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
FRIENDS OF OCTAGON HOUSE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
FRIENDS OF SLEEPING BEAR DUNES	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
FRIENDS OF THE ROUGUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
GOLDEN RETRIEVER RESCUE OF MICHIGAN	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
GOLDEN YEAR ALASKAN MALAMUTE RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
GRACE CENTERS OF HOPE	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
GREYHOUNDS OF EASTER MICHIGAN	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
GRAND TRAVERSE BAY WATERSHED	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.

GRAND RAPIDS CHILDRENS MUSEUM	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
GRAND TRAVERSE DYSLEXIA ASSOCIATION	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
THE LEELANAU SCHOOL	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
GRAND TRAVERSE REGIONAL LAND CONVERN	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
GUARDIAN ANGEL ANIMAL RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
HABITAT FOR HUMANITY GRAND TRAVERSE	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
MANNA FOOD PROJECT INC.	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
LENAWEE HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
HAVEN INC.	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
PET RESOURCE NETWORK	NONE GENERAL OPERATING BUDGET	501(C)(3)	2,500.

HOME FUR-EVER INC.	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
HOMESTRETCH NON PROFIT HOUSING	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
JACKETS FOR JOBS	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
JOHN BALL ZOOLOGICAL SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
HUMANE SOCIETY OF SAGINAW COUNTY	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
HARBOR HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
K-9 STRAY RESCUE LEAGUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	20,000.
OGENWA COUNTY HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
KIMBERLY ANNE GILLARY FOUNDATION	NONE GENERAL OPERATING BUDGET	501(C)(3)	20,000.
MICHIGAN PUG RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.

LEELANAU CHILDRENS CENTER	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
LEELANAU CONSERVANCY	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
HOMEWARD BOUND RESCUE LEAGUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
LIFT RESOURSE CENTER	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
LIGHTHOUSE OF OAKLAND COUNTY	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
MAKE A WISH	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
MICHIGAN ANIMAL RESCUE LEAGUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
MICHAEL'S PLACE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
MICHIGAN BASSET RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
MICHIGAN DYSLEXIA INSTITUTE	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.

PAWS FOR HELP	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
MISSAUKEE HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
MUNSON HEALTHCARE REGIONAL FOUNDATION	NONE GENERAL OPERATING BUDGET	501(C)(3)	30,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
PETFINDER FOUNDATION	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
NORTHWEST MICHIGAN HOUSE OF HOPE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
NORTHWEST MICHIGAN ON-SITE WATERSHED	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
NORTHWOOD ANIMAL SHELTER	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
TAKE MY PAW RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
PEKE-A-TZRE RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.

PUPELOV RESCUE INC.	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
LAST DAY DOG RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
HUMANE SOCIETY OF KENT COUNTY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
PARADISE ANIMAL RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
PAWS OF MICHIGAN	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
PUG RESCUE NETWORK	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
RAINBOW CONNECTION	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
RONALD MCDONALD CHARITIES OF HURON	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
ROCHESTER AREA NEIGHBORHOOD HOUSE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
ROCHESTER AVON HISTORICAL SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.

ROCHESTER COMMUNITY HOUSE INC.	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
MICHIGAN HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
ROCHESTER SYMPHONY ORCHESTRA	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
HUMANE SOCIETY AND ANIMAL RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
RONALD MCDONALD HOUSE OF MID MICHIGAN	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
RONALD MCDONALD HOUSE OF WESTERN	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
MICHIGAN ENVIRONMENTAL COUNCIL	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
SACRED HEART SEMINARY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
SAFE HAVEN HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
MANISTEE COUNTY HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.

SAVE ANIMALS FROM EUTHANASIA	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
SCRAP BOX	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
INGHAM COUNTY HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
SEEDS	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
SHARE A SMILE FOUNDATION	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
SHELTER TO HOME INC.	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
SHIAWASEE COUNTY HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
ST. ALOYSIUS	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
ST. ANDREWS	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
ST. PAUL CATHOLIC CHURCH	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.

ST. RENE GOUPIL	NONE GENERAL OPERATING BUDGET	501(C)(3)	30,000.
MICHIGAN NATURE ASSOCIATION	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
TRAVERSE HEALTH CLINIC & COALITION	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
THIRD LEVEL CIC INC.	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
INLAND SEAS EDUCATION ASSOCIATION	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
THE HEAT AND WARMTH FUND	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
WAGGIN TAILS DOG RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
LUCE COUNTY PET PALS	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
MARQUETTE COUNTY HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
VICKY'S PET CONNECTION	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.

VITAL GROUND FOUNDATIONS	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
SILVER LAKE ANIMAL RESCUE LEAGUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
WIGS FOR KIDS	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
WINTER BLAST	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
WYANDOTTE ANIMAL GROUP	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
MICHIGAN CITIZENS FOR WATER CONSERVATION	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
ANNIMAL RESCUE NETWORK	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
ANNIMAL SERVICE LEAGUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
AVKO EDUCATIONAL RESEARCH FOUNDATION	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
ANIMAL AID OF SOUTHWEST MICHIGAN	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.

ATRIUM COUNTY PET & ANIMAL WATCH	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
BINDA DYSLEXIA CENTER	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
BOTANICAL GARDEN SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	2,500.
CASE RIVER PET FRIENDZ	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
CHERRYLAND HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
CAT'S CRADLE FELINE RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
COMMON GROUND	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
CRISIS CENTER INC.	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
CLEAN WATER ACTION	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
CHEBOYGAN COUNTY HUMANE SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.

CHRISTMAS IN ACTION OF OAKLAND COUNTY	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
CLEAN THE WORLD	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
CALHOUN COUNTY ANIMAL CENTER	NONE GENERAL OPERATING BUDGET	501(C)(3)	2,000.
FOUNDATION CENTER	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
ECOLOGY CENTER	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
ENVIRONMENT MICHIGAN RESEARCH	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
FRIENDS OF ANIMALS	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
FORESTS FOR THE FUTURE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
FRIENDS ASSISTING IN RECOVERY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
FRIENDS OF POINTE BESTIE LIGHTHOUSE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.

FLINT CHILDREN'S MUSEUM	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
GREAT LAKES CHILDRENS MUSEUM	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
GRAND TRAVERSE AREA CHILDRENS GARDEN	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
GREENING OF DETROIT	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
WEST MICHIGAN ENVIRONMENTAL ACTION	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
METRO AREA ANIMAL ADOPTION	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
MICHIGAN WEIMARANER RESCUE INC.	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
REBUILD TOGETHER - OAKLAND COUNTY	NONE GENERAL OPERATING BUDGET	501(C)(3)	20,000.
REBUILD TOGETHER - INGHAM COUNTY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
REBUILD TOGETHER - WASHTENAW COUNTY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.

GRYPHOR PLACE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
SECOND CHANCES AT LIFE	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
MID MICHIGAN CAT RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
HUMANE SOCIETY OF BRANCH COUNTY	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
PEOPLE HELPING ONE ANOTHER	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
OFFERING ALTERNATIVE THERAPY WITH A SMILE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
MENOMINEE ANIMAL SHELTER	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
LC RESCUE	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
MACOMB COUNTY HABITAT FOR HUMANITY	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
THE LISTENING EAR	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.

POTTER PARK ZOOLOGICAL SOCIETY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
MOST HOLY TRINITY	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
LOVE INCORPORATED OF TRAVERSE CITY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
NORTH WOODWARD COMMUNITY FOUNDATION	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
PREGNANCY CARE CENTER OF TRAVERSE BAY	NONE GENERAL OPERATING BUDGET	501(C)(3)	5,000.
READING FOR THE BLIND AND DYSLEXIC	NONE GENERAL OPERATING BUDGET	501(C)(3)	10,000.
PAINT A MIRACLE	NONE GENERAL OPERATING BUDGET	501(C)(3)	1,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			873,500.

Michigan Department of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the CERT. OF CHANGE OF REG. OFF./RES. AGENT

for

TWO SEVEN OH INC.

ID NUMBER: 801474

received by facsimile transmission on August 10, 2009 is hereby endorsed

Filed on August 10, 2009 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 11TH day of August, 2009.

, Deputy Director

Bureau of Commercial Services

BCS/CD-520 (Rev 12/05)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name		
Clark Hill PLC c/o Joseph A. Bonventre		
Address		
500 Woodward Avenue, Suite 3500		
City	State	Zip Code
Detroit	MI	48226

EFFECTIVE DATE:

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF CHANGE OF REGISTERED OFFICE AND/OR CHANGE OF RESIDENT AGENT
For use by Domestic and Foreign Corporations and Limited Liability Companies

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), or Act 23, Public Acts of 1993 (limited liability companies), the undersigned corporation or limited liability company executes the following Certificate:

1. The name of the corporation or limited liability company is: TWO SEVEN OH INC.

2. The identification number assigned by the Bureau is: 801474

3. a. The name of the resident agent on file with the Bureau is: Joseph A. Bonventre

   b. The location of the registered office on file with the Bureau is:
   500 Woodward Avenue, Suite 3500 (Street Address) Detroit (City), Michigan 48226 (ZIP Code)

   c. The mailing address of the above registered office on file with the Bureau is:
   ______ (Street Address or P.O. Box) ______ (City), Michigan ______ (ZIP Code)

ENTER IN ITEM 4 THE INFORMATION AS IT SHOULD NOW APPEAR ON THE PUBLIC RECORD

4. a. The name of the resident agent is: Lynn Moran

   b. The address of the registered office is:
   2825 University Drive (Street Address) Auburn Hills (City), Michigan 48326 (ZIP Code)

   c. The mailing address of the registered office IF DIFFERENT THAN 4B is:
   ______ (Street Address or P.O. Box) ______ (City), Michigan ______ (ZIP Code)

5. The above changes were authorized by resolution duly adopted by: 1. ALL CORPORATIONS: its Board of Directors; 2. PROFIT CORPORATIONS ONLY: the resident agent if only the address of the registered office is changed, in which case a copy of this statement has been mailed to the corporation; 3. LIMITED LIABILITY COMPANIES: an operating agreement, affirmative vote of a majority of the members pursuant to section 502(1), managers pursuant to section 405, or the resident agent if only the address of the registered office is changed.

6. The corporation or limited liability company further states that the address of its registered office and the address of its resident agent, as changed, are identical.

Signature	Type or Print Name and Title or Capacity	Date Signed
Lynn Moran	Lynn Moran, President	8/7/09

5694804.1

Michigan Department of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the CERT. OF CHANGE OF REG. OFF./RES. AGENT

for

WILLIAM J. NICHOLSON FOUNDATION

ID NUMBER: 70651C

received by facsimile transmission on August 10, 2009 is hereby endorsed

Filed on August 10, 2009 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 11TH day of August, 2009.

, Deputy Director

BCS/CD-520 (Rev. 12/05)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name		
Clark Hill PLC c/o Joseph A. Bonventre		
Address		
500 Woodward Avenue, Suite 3500		
City	State	Zip Code
Detroit	MI	48226

EFFECTIVE DATE:

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF CHANGE OF REGISTERED OFFICE AND/OR CHANGE OF RESIDENT AGENT

For use by Domestic and Foreign Corporations and Limited Liability Companies

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), or Act 23, Public Acts of 1993 (limited liability companies), the undersigned corporation or limited liability company executes the following Certificate:

1. The name of the corporation or limited liability company is:
WILLIAM J. NICHOLSON FOUNDATION

2. The identification number assigned by the Bureau is: 70651C

3. a. The name of the resident agent on file with the Bureau is: Joseph A. Bonventre

b. The location of the registered office on file with the Bureau is:
500 Woodward Avenue, Suite 3500 (Street Address) Detroit (City), Michigan 48226 (ZIP Code)

c. The mailing address of the above registered office on file with the Bureau is:
_______________ (Street Address or P.O. Box) _______________ (City), Michigan _______________ (ZIP Code)

ENTER IN ITEM 4 THE INFORMATION AS IT SHOULD NOW APPEAR ON THE PUBLIC RECORD

4. a. The name of the resident agent is: Lynn Moran

b. The address of the registered office is:
2825 University Drive (Street Address) Auburn Hills (City), Michigan 48326 (ZIP Code)

c. The mailing address of the registered office IF DIFFERENT THAN 4B is:
_______________ (Street Address or P.O. Box) _______________ (City), Michigan _______________ (ZIP Code)

5. The above changes were authorized by resolution duly adopted by: 1. ALL CORPORATIONS: its Board of Directors; 2. PROFIT CORPORATIONS ONLY: the resident agent if only the address of the registered office is changed, in which case a copy of this statement has been mailed to the corporation; 3. LIMITED LIABILITY COMPANIES: an operating agreement, affirmative vote of a majority of the members pursuant to section 502(1), managers pursuant to section 405, or the resident agent if only the address of the registered office is changed.

6. The corporation or limited liability company further states that the address of its registered office and the address of its resident agent, as changed, are identical.

Signature	Type or Print Name and Title or Capacity	Date Signed
Lynn Moran	President – Lynn Moran	8/7/09

5694384.1

08/10/2009 2:53PM

Adopted: June 16, 2009

AMENDED AND RESTATED BYLAWS

OF

TWO SEVEN OH INC.

ARTICLE I

Members

Section 1. Members. The Corporation is organized on a membership basis. Lynn Moran shall be a Member for the full term of her natural life. Upon the death of Lynn Moran, Katherine Lynn Moran, Amanda Ann Moran and Madison Dianne Moran shall serve as successor lifetime Members.

Section 2. Annual Meeting. The annual meeting of the Members of the Corporation will be held during the month of September of each year at the principal office of the Corporation, or on any other date or at such other place as designated by the Members for the purpose of electing Trustees and for the transaction of other business properly brought before the meeting.

Section 3. Special Meetings. Special meetings of the Members may be called by the President and will be called by the President or Secretary at the direction of not less than two Trustees. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the Members and stated in the notice of meeting. Any request for a special meeting must state the purpose or purposes of the proposed meeting.

Section 4. Notice of Meetings. Except as otherwise provided by these bylaws or by law, written notice containing the time, place and purpose of a meeting of the Members will be given personally, by mail or by electronic transmission to each Member of record entitled to vote at the meeting not less than 10 days or more than 60 days before the meeting. Notice by electronic transmission will be deemed given when electronically transmitted to the person entitled to the notice in a manner authorized by the person. No notice of an adjourned meeting need be given if the time and place to which the meeting is adjourned is announced at the meeting. At the adjourned meeting, the only business that may be transacted is business which might have been transacted at the original meeting, unless the Members fix a new record date for the adjourned meeting.

Meetings may be held without notice if all Members are present in person or if notice of the meeting is waived in writing, including by electronic transmission, either before or after the meeting, by all Members not present at the meeting.

Section 5. Quorum. A majority of the Members will constitute a quorum at any meeting. The Members present in person or by proxy at the meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. The vote of a majority of the Members present at the meeting at which a quorum is present constitutes the action of the Members, unless a greater number is required by other sections of these Bylaws or the Articles of Incorporation. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Members present.

Section 6. Conduct of Meetings. Meetings of the Members will be presided over by the President. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 7. Participation by Conference Telephone or Remote Communication. A Member may participate in a meeting by conference telephone or other means of remote communication by which all persons participating in the meeting may hear each other if all participants are advised of the means of remote communication in use and the names of the participants in the meeting are divulged to all participants. Participation in a meeting pursuant to this section will constitute presence in person at the meeting.

Section 8. Voting. Each Member entitled to vote at any meeting of Members will have the right to cast one vote in person, by proxy, or by electronic transmission if participating in a meeting by remote communication. At any election of Trustees, the entire number of Trustees to be elected will be balloted for at one and the same time and not separately.

Section 9. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of the Members may be taken without a meeting, without prior notice and without a vote, if the Members entitled to vote unanimously consent in writing, including by electronic transmission such as email, to the action so taken. Written consents will be filed with the minutes of the proceedings of the Members.

ARTICLE II

Board of Trustees

Section 1. Number and Term of Office. The Board of Trustees of this Corporation will consist of not less than three (3) nor more than five (5) persons, as determined from time to time by the Members.

Section 2. General Powers as to Negotiable Paper. The Board of Trustees may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will bc authorized to make, sign or endorse the same on behalf of the Corporation.

Section 3. Powers as to Other Documents. All material contracts, conveyances and other instruments may be executed on behalf of the Corporation by the President or any Vice President, and, if necessary, attested by the Secretary or the Treasurer.

Section 4. Compensation. Trustees will serve without compensation but may be provided reasonable per diem compensation and be reimbursed for actual, reasonable and necessary expenses incurred by a Trustee in his or her capacity as a Trustee.

Section 5. Regular Meetings. Regular meetings of the Board of Trustees may be held without notice if the time and place of the meeting has been determined by resolution of the Board. At least one regular meeting of the Board must be held each year.

Section 6. Special Meetings. Special meetings of the Trustees may be called by the President and will be called by the President or Secretary at the direction of not less than two Trustees, or as may otherwise be provided by law. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the President or Secretary and stated in the notice of the meeting. Any request for a special meeting by Trustees must state the purpose or purposes of the proposed meeting.

Section 7. Notice of Meeting. Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Trustees will be given personally, by mail or by electronic transmission to each Trustee not less than ten days before a regular meeting and not less than two days before a special meeting. Notice by electronic transmission will be deemed given when electronically transmitted to the person entitled to notice in a manner authorized by the person. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

Attendance of a Trustee at a meeting constitutes a waiver of notice of the meeting, except where the Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 8. Quorum and Voting. A majority of all the Trustees will constitute a quorum at any meeting. The vote of a majority of the Trustees present at a meeting at which a quorum is present will constitute the action of the Board of Trustees, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

Section 9. Conduct at Meetings. Meetings of the Trustees will be presided over by the President. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 10. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of Trustees may be taken without a meeting, without prior notice and without a vote, if all of the Trustees unanimously consent in writing, including by electronic transmission such as email, to the action so taken. Written consents will be filed with the minutes of the proceedings of the Trustees.

Section 11. Participation by Conference Telephone or Remote Communication. A Trustee may participate in a meeting of the Trustees by conference telephone or other means of remote communication by which all persons participating in the meeting may communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE III

Officers

Section 1. Election or Appointment. The Board of Trustees will elect a President, a Secretary and a Treasurer of the Corporation at each annual meeting and may elect a Vice President, Assistant Secretary and Assistant Treasurer. The same person may hold any two or more offices, but no officer will execute, acknowledge or verify any instrument in more than one capacity. The Trustees may also appoint any other officers and agents as they deem necessary for accomplishing the purposes of the Corporation.

Section 2. Term of Office. The term of office of all officers will commence upon their election or appointment and will continue until the next annual meeting of the Corporation and until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Trustees, with or without cause, by the affirmative vote of a majority of the Trustees then in office, whenever in their judgment the best interests of the Corporation will be served.

An officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of the resignation.

Section 3. Compensation. Any officer who is an employee of the Corporation will receive reasonable compensation for his or her services as fixed by the Board of Trustees.

Section 4. The President. The President will be the chief executive officer of the Corporation and will have general and active management of the activities of the Corporation. The President will see that all orders and resolutions of the Board of Trustees are carried into effect. The President will execute all authorized conveyances, contracts or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Trustees to some other person. The President will preside at meetings of the Trustees and in his or her absence, the Trustees present at the meeting will designate another presiding officer.

Section 5. Vice President. The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President and will perform any other duties prescribed by the Board of Trustees or the President.

Section 6. The Secretary. The Secretary will attend all meetings of the Board of Trustees and record the minutes of all proceedings in a book to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the Trustees for which notice may be required and will perform any other duties prescribed by the Board of Trustees.

Section 7. The Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties prescribed by the Board of Trustees. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control must be returned to the Corporation at the time of his or her death, resignation or removal from office.

Section 8. Assistant Secretaries and Assistant Treasurers. The Assistant Secretary and the Assistant Treasurer, respectively, in the absence of the Secretary or Treasurer, as the case may be, will perform the duties and exercise the powers of the Secretary or Treasurer and will perform any other duties prescribed by the Board of Trustees.

ARTICLE IV

Indemnification

Section 1. Indemnification. The Corporation will, to the fullest extent now or hereafter permitted by law and by regulations and rulings issued by the Internal Revenue Service, indemnify any Trustee or officer of the Corporation (and, to the extent provided in a resolution of the Board of Trustees or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Trustee, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (other than taxes, penalties or expenses of correction), including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and such person is either successful in his or her defense or the proceeding is terminated by settlement, and such person has not acted willfully and without reasonable cause with respect to the Corporation duties concerned, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

The Corporation may purchase and maintain insurance on behalf of any such person against any liability (including penalties, taxes, expenses of correction, judgments, settlements or expenses) asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or under the provisions of Sections 561 through 565 of the Michigan Nonprofit Corporation Act.

Section 2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a Trustee or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Trustees or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Trustee, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

ARTICLE V

Conflicts of Interest

Section 1. Disclosure. When a member of the Board or an officer is affiliated with an organization seeking to provide services or facilities to the Corporation, or when a member of the Board or officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Trustees and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

Section 2. Voting. Any Board member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered and used as a basis for making the decision.

Section 3. Statement of Position. The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

ARTICLE VI

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation will end on the last day of December.

Section 2. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the Members.

Section 3. Loans and Guarantees. The Corporation will not provide loans to or guarantee obligations of an officer or Trustee of the Corporation, unless expressly permitted under State law.