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: [X] 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
ZLOTOFF GENERATIONS FUND
C/O PAUL ZLOTOFF

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
280 DAINES STREET | 300

City or town, state, and ZIP code
BIRMINGHAM, MI 48009

A Employer identification number
26-4094446

B Telephone number
248-645-9220

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: [X] 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) ▶$ 2,905,536.

J Accounting method: [X] 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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	13,179.	13,179.		STATEMENT 1
	4 Dividends and interest from securities	16,483.	16,471.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-135,722.			
	b Gross sales price for all assets on line 6a 420,641.				
	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	-106,060.	29,650.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,310.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	667.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	10,285.	10,227.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	13,262.	10,227.		0.
	25 Contributions, gifts, grants paid	20,205.			20,205.
	26 **Total expenses and disbursements** Add lines 24 and 25	33,467.	10,227.		20,205.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-139,527.			
	b **Net investment income** (if negative, enter -0-)		19,423.		
	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		4,819.	4,819.
	2 Savings and temporary cash investments		962,466.	962,466.
	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			
	b Investments - corporate stock STMT 7	0.	1,090,542.	1,215,747.
	c Investments - corporate bonds STMT 8	0.	51,862.	53,628.
	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	0.	681,866.	668,876.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	0.	2,791,555.	2,905,536.
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	**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 ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	2,791,555.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	0.	2,791,555.	
	31 **Total liabilities and net assets/fund balances**	0.	2,791,555.	

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	0.
2	Enter amount from Part I, line 27a	2	-139,527.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	2,931,082.
4	Add lines 1, 2, and 3	4	2,791,555.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,791,555.

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	420,641.		556,363.	-135,722.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) 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				
b				
c				
d				
e				-135,722.

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 -135,722.

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.) N/A

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			
2007			
2006			
2005			
2004			

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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 ▶ ☐ and enter 1% of Part I, line 27b	1	388.
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	388.
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	388.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a		
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	1,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	612.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 612. **Refunded** ▶	11	0.

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)? *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*	1b		X
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

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 ▶ PAUL ZLOTOFF Telephone no ▶248-645-9220

Located at ▶280 DAINES STREET, SUITE 300, BIRMINGHAM, MI ZIP+4 ▶48009

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? ☐ Yes ☒ No

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

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ 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 ☒ 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 ☒ 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)? N/A | 1b | | |

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 ☒ No

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

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

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 ☒ 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)*

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 (No)

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
PAUL ZLOTOFF 280 DAINES STREET, SUITE 300 BIRMINGHAM, MI 48009	PRESIDENT, TRUSTEE 1.00	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

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.

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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	984,440.
b	Average of monthly cash balances	1b	864,668.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,849,108.
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	1,849,108.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,737.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,821,371.
6	**Minimum investment return.** Enter 5% of line 5	6	91,069.

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	91,069.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 388.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	388.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	90,681.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	90,681.
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	90,681.

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	20,205.
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	20,205.
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	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	20,205.

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				90,681.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
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: ▶ $ 20,205.				
a Applied to 2008, 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)	0.			
d Applied to 2009 distributable amount				20,205.
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				70,476.
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).)

NONE

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

NONE

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

Check here ▶ [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 10				
Total			▶ 3a	20,205.
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	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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	13,179.	
4 Dividends and interest from securities			14	16,483.	
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	-135,722.	
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.		-106,060.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 -106,060.

(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	

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

X Paul Zlotoff 10/18/10 X TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date 10/15/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address and ZIP code	BERGER, GHERSI & LADUKE PLC 43940 WOODWARD AVE., SUITE 200 BLOOMFIELD HILLS, MI 48302-5026	EIN	
		Phone no.	(248)333-3680

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	50 SHS ALCOA INC	P	08/18/09	08/19/09
b	50 SHS ALCOA INC	P	05/26/09	08/19/09
c	50 SHS ALCOA INC	P	05/14/09	08/19/09
d	50 SHS ALCOA INC	P	04/09/09	08/19/09
e	5 SHS ABBOTT LABORATORIES	P	03/23/07	06/11/09
f	10 SHS ABBOTT LABORATORIES	P	05/26/09	06/11/09
g	10 SHS AMAZON.COM INC	P	05/26/09	07/28/09
h	10 SHS AMAZON.COM INC	P	08/18/09	10/16/09
i	5 SHS AMAZON.COM INC	P	03/25/09	10/16/09
j	10 SHS AMAZON.COM INC	P	10/13/08	10/16/09
k	5 SHS AIR PRODUCTS & CHEM	P	09/26/08	10/16/09
l	20 SHS AIR PRODUCTS & CHEM	P	09/26/09	10/16/09
m	15 SHS BECTON DICKINSON	P	01/25/07	07/31/09
n	10 SHS BECTON DICKINSON	P	05/26/09	07/31/09
o	5 SHS BURLINGTON NO SANTA FE	P	09/19/07	11/04/09

	(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	615.		646.	-31.
b	615.		464.	151.
c	615.		440.	175.
d	615.		432.	183.
e	222.		272.	-50.
f	444.		447.	-3.
g	835.		783.	52.
h	944.		826.	118.
i	472.		368.	104.
j	944.		590.	354.
k	415.		356.	59.
l	1,659.		1,277.	382.
m	984.		1,122.	-138.
n	656.		671.	-15.
o	485.		413.	72.

	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				-31.
b				151.
c				175.
d				183.
e				-50.
f				-3.
g				52.
h				118.
i				104.
j				354.
k				59.
l				382.
m				-138.
n				-15.
o				72.

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	

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	25 SHS BURLINGTON NO SANTA FE	P	08/18/09	11/04/09
b	15 SHS BURLINGTON NO SANTA FE	P	05/26/09	11/04/09
c	5 SHS BURLINGTON NO SANTA FE	P	01/28/09	11/04/09
d	15 SHS CITRIX SYSTEMS INC	P	05/26/09	08/17/09
e	10 SHS CITRIX SYSTEMS INC	P	04/06/09	08/17/09
f	35 SHS DEERE & CO	P	03/23/09	07/20/09
g	15 SHS DEERE & CO	P	03/16/09	07/20/09
h	10 SHS DEVON ENERGY CORP	P	01/29/09	07/28/09
i	15 SHS DEVON ENERGY CORP	P	05/26/09	07/28/09
j	50 SHS GENERAL ELECTRIC CO	P	09/17/09	11/19/09
k	50 SHS GENERAL ELECTRIC CO	P	08/18/09	11/19/09
l	50 SHS GENERAL ELECTRIC CO	P	01/28/09	11/19/09
m	50 SHS GENERAL ELECTRIC CO	P	01/26/09	11/19/09
n	50 SHS GOODYEAR TIRE & RUB	P	08/18/09	10/28/09
o	25 SHS HSBC HLDGS PLC ADR	P	05/26/09	06/22/09

	(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	2,427.		2,035.	392.
b	1,456.		1,061.	395.
c	485.		346.	139.
d	513.		473.	40.
e	342.		240.	102.
f	1,374.		1,160.	214.
g	589.		468.	121.
h	563.		634.	-71.
i	844.		918.	-74.
j	782.		869.	-87.
k	782.		680.	102.
l	782.		679.	103.
m	782.		674.	108.
n	655.		895.	-240.
o	1,048.		1,089.	-41.

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				392.
b				395.
c				139.
d				40.
e				102.
f				214.
g				121.
h				-71.
i				-74.
j				-87.
k				102.
l				103.
m				108.
n				-240.
o				-41.

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	

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	25 SHS HSBC HLDGS PLC ADR	P	03/23/09	07/28/09
b	25 SHS INTEL CORP	P	10/31/08	07/14/09
c	25 SHS INTEL CORP	P	10/31/08	07/15/09
d	25 SHS INTEL CORP	P	05/26/09	07/15/09
e	25 SHS JPMORGAN CHASE	P	05/26/09	07/08/09
f	25 SHS JPMORGAN CHASE	P	04/02/09	07/08/09
g	25 SHS JPMORGAN CHASE	P	03/25/09	07/08/09
h	15 SHS KIMBERLY CLARK	P	09/08/08	10/16/09
i	10 SHS KIMBERLY CLARK	P	05/26/09	10/16/09
j	20 SHS MOSAIC CO	P	01/16/09	06/03/09
k	5 SHS MOSAIC CO	P	02/06/09	06/03/09
l	25 SHS MARATHON OIL CORP	P	03/24/09	05/12/09
m	10 SHS NIKE INC	P	05/26/09	06/26/09
n	5 SHS NIKE INC	P	10/28/08	06/26/09
o	5 SHS RALCORP HOLDINGS INC	P	11/04/08	04/29/09

	(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	1,170.		756.	414.
b	416.		406.	10.
c	450.		406.	44.
d	450.		386.	64.
e	806.		906.	-100.
f	806.		707.	99.
g	806.		693.	113.
h	884.		957.	-73.
i	589.		523.	66.
j	1,048.		1,128.	-80.
k	262.		219.	43.
l	771.		660.	111.
m	509.		544.	-35.
n	254.		256.	-2.
o	279.		345.	-66.

	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				414.
b				10.
c				44.
d				64.
e				-100.
f				99.
g				113.
h				-73.
i				66.
j				-80.
k				43.
l				111.
m				-35.
n				-2.
o				-66.

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	

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	5 SHS RESEARCH IN MOTION	P	05/26/09	07/28/09
b	5 SHS RESEARCH IN MOTION	P	03/12/09	07/28/09
c	20 SHS RESEARCH IN MOTION	P	08/18/09	10/30/09
d	5 SHS RESEARCH IN MOTION	P	03/12/09	10/30/09
e	25 SHS VALE SA ADR	P	05/20/09	10/30/09
f	10 SHS VALERO ENERGY CORP	P	02/05/09	10/14/09
g	25 SHS VALERO ENERGY CORP	P	05/26/09	10/14/09
h	15 SHS VALERO ENERGY CORP	P	04/02/09	10/14/09
i	237 SHS COLGATE PALMOLIVE CO	P	05/15/08	03/24/09
j	555 SHS EXPEDITORS INTL OF WASH INC	P	06/24/08	03/11/09
k	81 SHS EXPEDITORS INTL OF WASH INC	P	06/26/08	03/11/09
l	339 SHS APOLLO GROUP INC	P	05/18/07	02/27/09
m	623 SHS AUTOMATIC DATA PROCESSING INC	P	05/18/07	03/30/09
n	750 SHS COSTCO WHOLESALE CORP	P	05/27/08	08/12/09
o	1650 SHS WALT DISNEY CO	P	05/18/07	08/18/09

	(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	379.		384.	-5.
b	379.		204.	175.
c	1,212.		1,470.	-258.
d	303.		204.	99.
e	634.		501.	133.
f	186.		237.	-51.
g	466.		521.	-55.
h	280.		294.	-14.
i	13,930.		16,996.	-3,066.
j	13,670.		23,801.	-10,131.
k	1,995.		3,460.	-1,465.
l	24,545.		16,641.	7,904.
m	21,770.		30,247.	-8,477.
n	36,936.		54,205.	-17,269.
o	41,315.		58,471.	-17,156.

	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				-5.
b				175.
c				-258.
d				99.
e				133.
f				-51.
g				-55.
h				-14.
i				-3,066.
j				-10,131.
k				-1,465.
l				7,904.
m				-8,477.
n				-17,269.
o				-17,156.

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	

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	1000 SHS LIBERTY GLOBAL	P	01/16/08	04/21/09
b	554 SHS LIBERTY GLOBAL	P	01/17/08	04/21/09
c	929 SHS NASDAQ OMX GROUP INC	P	08/16/07	05/04/09
d	918 SHS NASDAQ OMX GROUP INC	P	08/16/07	05/05/09
e	174 ROCKWELL COLLINS INC	P	01/24/08	11/05/09
f	190 SHS COLFAX CORP	P	06/30/08	06/17/09
g	100 SHS MCDERMOTT INTERNATIONAL INC	P	01/07/09	09/09/09
h	130 SHS AMERICAN RAILCAR INDS INC	P	03/26/07	05/05/09
i	250 SHS IMS HEALTH INC	P	12/03/08	11/24/09
j	120 SHS BRINKS CO	P	03/26/07	08/11/09
k	40 SHS BUCYRUS INTL INC	P	03/26/07	11/02/09
l	100 SHS FMC TECHNOLOGIES INC	P	03/26/07	10/08/09
m	120 SHS FLOWERS FOODS INC	P	03/26/07	04/24/09
n	40 SHS JOY GLOBAL INC	P	03/26/07	11/02/09
o	80 SHS MCDERMOTT INTERNATIONAL INC	P	03/26/07	09/09/09

	(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	17,206.		40,570.	-23,364.
b	9,532.		21,995.	-12,463.
c	18,432.		27,849.	-9,417.
d	18,515.		27,519.	-9,004.
e	8,951.		10,822.	-1,871.
f	1,485.		4,745.	-3,260.
g	2,653.		1,230.	1,423.
h	1,179.		3,832.	-2,653.
i	5,380.		3,275.	2,105.
j	3,176.		4,413.	-1,237.
k	1,835.		1,040.	795.
l	5,480.		3,294.	2,186.
m	2,886.		2,367.	519.
n	2,068.		1,722.	346.
o	2,122.		2,013.	109.

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				-23,364.
b				-12,463.
c				-9,417.
d				-9,004.
e				-1,871.
f				-3,260.
g				1,423.
h				-2,653.
i				2,105.
j				-1,237.
k				795.
l				2,186.
m				519.
n				346.
o				109.

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	

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	160 SHS PETROHAWK ENERGY CORP	P	03/26/07	12/23/09
b	100 SHS PRIVATEBANCORP INC	P	03/26/07	10/28/09
c	110 SHS TEREX CORP	P	03/26/07	07/22/09
d	150 SHS TESCO CORP	P	03/26/07	09/01/09
e	160 SHS UNITRIN INC	P	03/26/07	04/27/09
f	80 SHS WALTER ENERGY INC	P	03/26/07	07/09/09
g	580.458 SHS FIRST EAGLE OVERSEAS	P	06/30/09	07/31/09
h	5648.084 SHS FIRST EAGLE OVERSEAS	P	01/16/08	07/31/09
i	45.593 SHS JANUS INTL EQUITY CLASS I	P	01/16/08	10/23/09
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	3,919.		2,115.	1,804.
b	937.		3,712.	-2,775.
c	1,492.		7,913.	-6,421.
d	1,131.		3,910.	-2,779.
e	2,683.		7,622.	-4,939.
f	2,955.		2,014.	941.
g	10,692.		12,488.	-1,796.
h	104,038.		121,526.	-17,488.
i	450.		521.	-71.
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				1,804.
b				-2,775.
c				-6,421.
d				-2,779.
e				-4,939.
f				941.
g				-1,796.
h				-17,488.
i				-71.
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	-135,722.
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

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

SOURCE	AMOUNT
NSTAR COMMUNITY BANK	13,179.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13,179.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SMITH BARNEY LLC	7,197.	0.	7,197.
NATIONAL FINANCIAL SERVICES #4979	2,435.	0.	2,435.
NATIONAL FINANCIAL SERVICES #4987	4,178.	0.	4,178.
STATE STREET BANK & TRUST CO	2,673.	0.	2,673.
TOTAL TO FM 990-PF, PART I, LN 4	16,483.	0.	16,483.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	2,310.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,310.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	450.	0.		0.
FOREIGN TAX	217.	0.		0.
TO FORM 990-PF, PG 1, LN 18	667.	0.		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
INVESTMENT & ADVISORY FEES	10,227.	10,227.		0.
OFFICE EXPENSE	58.	0.		0.
TO FORM 990-PF, PG 1, LN 23	10,285.	10,227.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
TRANSFERRED FROM ZLOTOFF FAMILY FOUNDATION	2,931,082.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,931,082.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100 SHS GOODYEAR TIRE & RUBBER CO	727.	1,410.
25 SHS ARCHER DANIELS MIDLAND CO	691.	783.
50 SHS COCA COLA CO	2,312.	2,850.
40 SHS CLOROX CO	2,194.	2,440.
50 SHS BRISTOL MYERS SQUIBB CO	1,124.	1,262.
25 SHS CELGENE CORP	1,121.	1,392.
25 SHS GILEAD SCIENCES INC	895.	1,082.
25 SHS JOHNSON & JOHNSON	1,451.	1,610.
25 SHS PROCTER & GAMBLE CO	1,506.	1,516.
25 SHS MCDONALDS CORP	1,398.	1,561.
25 SHS COSTCO WHOLESALE CORP	1,231.	1,479.
25 SHS STANLEY WORKS	1,274.	1,288.
150 SHS CISCO SYSTEMS INC	3,114.	3,591.
5 SHS GOGGLE INC	2,208.	3,100.
50 SHS MICROSOFT CORP	1,218.	1,524.
150 SHS ORACLE CORP	3,453.	3,679.
50 SHS CATERPILLAR INC	2,107.	2,849.
50 SHS CUMMINS INC	1,511.	2,293.
50 SHS BOEING CO	2,596.	2,706.
15 SHS APPLE INC	1,722.	3,161.
25 SHS IBM CORP	2,754.	3,272.
100 SHS XEROX CORP	1,493.	846.

150 SHS CORNING INC	2,328.	2,896.
150 SHS APPLIED MATERIALS INC	1,806.	2,091.
25 SHS EXXON MOBIL CORP	1,811.	1,705.
50 SHS FMC TECHNOLOGIES INC	2,249.	2,892.
75 SHS HESS CORP	4,371.	4,537.
50 SHS PEABODY ENERGY CORP	1,956.	2,260.
50 SHS ANADARKO PETROLEUM CORP	2,774.	3,121.
50 SHS FREEPORT-MCMORAN COPPER & GOLD	2,600.	4,015.
100 SHS NUCOR CORP	4,690.	4,665.
50 SHS WEYERHAEUSER CO	1,628.	2,157.
50 SHS FEDEX CORP	3,009.	4,173.
50 SHS UNION PACIFIC CORP	3,008.	3,195.
75 SHS AMERICAN EXPRESS CO	3,141.	3,039.
50 SHS VISA INC	3,077.	4,373.
35 SHS MONSANTO CO	2,780.	2,861.
5 SHS ALCON INC	600.	822.
50 SHS HSBC HOLDINGS PLC	2,079.	2,855.
50 SHS ANHEUSER-BUSCH INBEV	1,913.	2,611.
25 SHS NESTLE SA	887.	1,209.
10 SHS ROCHE HOLDINGS LTD	319.	422.
50 SHS SCHLUMBERGER LTD	2,833.	3,255.
25 SHS TEVA PHARM INDS	1,126.	1,405.
100 SHS VALE SA	1,976.	2,903.
1066 ACCENTURE PLC	38,413.	44,239.
1611 AFLAC INC	31,425.	74,509.
438 AFFILIATED MANAGERS GROUP	37,329.	29,499.
844 AUTOMATIC DATA PROCESSING INC	38,682.	36,140.
16 BERKSHIRE HATHAWAY INC CL B	57,536.	52,576.
515 CLOGATE PALMOLIVE CO	36,932.	42,307.
3383 EMC CORP-MASS	51,047.	59,101.
822 ECOLAB	30,801.	36,645.
528 EXPEDITORS INTL OF WASH IN	22,552.	18,359.
912 FASTENAL CO	29,628.	37,976.
576 ITT EDUCATIONAL SERVICES INC	58,657.	55,273.
174 MASTERCARD INC	28,530.	44,541.
733 QUALCOMM	26,034.	33,909.
755 ROCKWELL COLLINS	46,956.	41,797.
1242 SCRIPPS NETWORK INTERACTIVE	42,339.	51,543.
1366 SUNCOR ENERGY INC	29,954.	48,233.
1454 TERADATA CORP	39,180.	45,699.
646 VISA INC COM	39,977.	56,499.
150 ACUITY BRANDS INC	5,794.	5,346.
90 SLLETE INC	2,266.	2,941.
120 ARCH CHEMICALS	4,669.	3,706.
240 BANKFINANCIAL CORP	3,931.	2,376.
410 BENEFICIAL MUT BANCORP	4,054.	4,034.
120 BRINKS HOME SEC HLDG INC	3,142.	3,917.
350 BROADRIDGE FINANCAIL SOLUTIONS	5,939.	7,896.
160 BUCYRUS INTL INC NEW COM	4,161.	9,019.
250 CHICAGO BRIDGE & IRON CO	7,670.	5,055.
110 CIRCOR INTL INC	3,912.	2,770.
60 COMPASS MINERALS INTL INC	4,379.	4,031.
160 COMSTOCK RES INC	4,577.	6,491.
340 COVANTA HLDG CORP	7,752.	6,151.

100 DELTIC TIMBER CORP	4,606.	4,618.
130 DINEEQUITY INC COM	7,583.	3,158.
110 ENPRO INDS INC	4,081.	2,905.
240 EXCO RES INC	3,909.	5,095.
120 EXTERRAN HLDGS INC	2,945.	2,574.
280 FIRST NIAGARA FINL GROUP INC	3,674.	3,895.
301 FIRSTMERIT CORP	5,915.	6,062.
270 FLOWERSFOODS INC	5,326.	6,415.
110 FLOWSERVE CORP	6,379.	10,398.
180 FORESTAR GROUP	4,496.	3,956.
90 FOSTER L B CO	1,913.	2,683.
130 FOSTER WHEELER AG COM ISIN	3,793.	3,827.
180 GALLAGHER ARTHUR	4,315.	4,052.
240 GOODRICH PETROLEUM	7,237.	5,844.
310 HANESBRANDS INC	8,752.	7,474.
110 HANOVER INS GROUP INC	4,081.	4,887.
250 HILL ROM HLDGS COM	6,822.	5,998.
110 IBERIABANK CORP	4,893.	5,919.
110 INVESTMENT TECH GROUP INC	2,912.	2,167.
100 ITC HLDGS CORP	4,709.	5,209.
140 JOY GLOBAL INC	6,027.	7,220.
130 KAISER ALUM CORP COM	8,736.	5,411.
210 KANSAS CITY SOUTHERN	7,561.	6,991.
240 MB FINL INC	8,453.	4,730.
110 MCDERMOTT INTL INC	1,353.	2,641.
560 MUELLER WTR PRODS INC COM	7,737.	2,912.
470 NEW ALLIANCE BANCSHARES INC	7,661.	5,645.
170 PATTERSON COS	3,406.	4,757.
180 PETROHAWK ENERGY CORP	2,380.	4,318.
210 PULTE HOMES INC	2,489.	2,100.
150 RALCORP HLDGS INC	9,263.	8,957.
260 SPDR SER TR KBW REGL BKG	6,428.	5,785.
80 TENNANT CO	3,865.	2,095.
60 TEXAS INDUSTRIES INC	4,247.	2,099.
250 TIMKEN CO	7,445.	5,928.
290 TOLL BROS INC	5,652.	5,455.
140 TREEHOUSE FOODS INC	3,995.	5,440.
140 VAIL RESORTS INC	6,230.	5,292.
190 VECTREN CORP	4,769.	4,689.
220 WABTEC	7,577.	8,985.
130 WALTER ENERGY INC	3,273.	9,790.
200 WENDYS ARBYS GROUP	3,759.	938.
320 WESTAR ENERGY INC	8,545.	6,950.
280 WESTFIELD FINL INC	2,916.	2,310.
180 WILLBROS GROUP INC DEL COM	4,012.	3,037.
250 WRIGHT EXPRESS	7,625.	7,965.
220 WYNDHAM WORLDWIDE CORP	7,518.	4,437.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,090,542.	1,215,747.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
25000 PV GENERAL SYNAMICS CORP	25,064.	25,645.
25000 PV WAL MART STORES INC	26,798.	26,894.
WALTER INVT MGMT CORP COM	0.	1,089.
TOTAL TO FORM 990-PF, PART II, LINE 10C	51,862.	53,628.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
5,129.155 ARTISAN INTL VALUE FUND INV CL	COST	116,437.	118,483.
TIM HEDGED STRATEGIES II, LP	COST	439,219.	439,219.
11,062.062 JANUS INTL EQUITY CLASS	COST	126,210.	111,174.
TOTAL TO FORM 990-PF, PART II, LINE 13		681,866.	668,876.

FORM 990-PF · · GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BREAST CANCER 3-DAY 205 N MICHIGAN AVE., SUITE 264 CHICAGO, IL 60601	NONE MEDICAL RESEARCH	501(C)(3)	150.
HENRY FORD HEALTH CARE SYSTEMS ONE FORD PLACE DETROIT, MI 48202	NONE MEDICAL RESEARCH	501(C)(3)	500.
RAILS TO TRAILS 2121 WARD CT NW, 5TH FLOOR WASHINGTON, DC 20037	NONE CONSERVATION	501(C)(3)	210.
COLORADO SKI MUSEUM 231 SOUTH FRONTAGE ROAD EAST VAIL, VT 81657	NONE EDUCATIONAL	501(C)(3)	50.
RIOULT 246 WEST 38TH STREET, 4TH FLOOR NEW YORK, NY 10018	NONE SUPPORT FOR THE ARTS	501(C)(3)	250.
JAZZ ON THE VINE 101 OSTHOFF AVENUE ELKHART LAKE, WI 53020	NONE SUPPORT FOR THE ARTS	501(C)(3)	150.
BRANDEIS UNIVERSITY - THE BERNIE REISMAN BOLLI FUND PO BOX 549110, MS 126 WALTHAM, MA 02454-9110	NONE SUPPORT FOR THE ARTS	501(C)(3)	300.
JEWISH COMMUNITY RELATIONS COUNCIL 6735 TELEGRAPH ROAD SUITE 205 BLOOMFIELD HILLS, MI 48301	NONE EDUCATIONAL	501(C)(3)	180.

DETROIT SYMPHONY ORCHESTRA 3711 WOODWARD AVENUE DETROIT, MI 48201	NONE SUPPORT FOR THE ARTS	501(C)(3)	1,540.
TEMPLE ISRAEL 5725 WALNUT LAKE ROAD WEST BLOOMFIELD, MI 48323	NONE RELIGIOUS	501(C)(3)	500.
AISH DETROIT 25800 NORTHWESTERN, STE 880 SOUTHFIELD, MI 48075	NONE EDUCATIONAL	501(C)(3)	2,000.
FRANK P. MACARNEY FOUNDATION C/O DAVID LEACH 6650 CHALLIS ROAD BRIGHTON, MI 48116	NONE EDUCATIONAL	501(C)(3)	200.
LUBAVITCH CHEDER 14100 W 9 MILE ROAD OAK PARK, MI 48237-2621	NONE EDUCATIONAL	501(C)(3)	300.
KADIMA 24210 CLOVERLAWN ST OAK PARK, MI 48237	NONE COUNSELING	501(C)(3)	250.
VPIREF (VERMONT PUBLIC INTEREST RESEARCH AND EDUCATION) 141 MAIN ST., STE. 6 MONTPELIER, VT 05602	NONE CONSERVATION	501(C)(3)	150.
JEWISH ENSEMBLE THEATRE 6600 W MAPLE RD. WEST BLOOMFIELD, MI 48322-3003	NONE SUPPORT FOR THE ARTS	501(C)(3)	225.
ZLOTOFF FOUNDATION PO BOX 2030 BLOOMFIELD HILLS, MI 48303-2030	TRUSTEE BUILDING REVOVATION	501(C)(3)	10,000.
MEN CAN STOP RAPE 1003 K STREET, NW, SUITE 200 WASHINGTON WASHINGTON, DC 48322	NONE EDUCATIONAL	501(C)(3)	250.

SOUTHWEST SOLUTIONS 1700 WATERMAN DETROIT, MI 48209	NONE HOUSING/COUNSELING/LIT PROGRAMS	501(C)(3)	1,000.
SOUTH HERO LAND TRUST 6 SOUTH ST SOUTH HERO, VT 05486-4912	NONE CONSERVATION	501(C)(3)	2,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			20,205.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

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.** Only file the original (no copies needed).

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization ZLOTOFF GENERATIONS FUND C/O PAUL ZLOTOFF	Employer identification number 26-4094446
	Number, street, and room or suite no If a P O box, see instructions 280 DAINES STREET, NO. 300	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions BIRMINGHAM, MI 48009	

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 [X] 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.

• The books are in the care of ▶ PAUL ZLOTOFF 280 DAINES STREET, SUITE 300 - BIRMINGHAM, MI 48009

Telephone No ▶ 248-645-9220 FAX No ▶

• 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, 2010

5 For calendar year 2009 , or other tax year beginning ______ , and ending ______

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 INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN HAS NOT YET BEEN RECEIVED.

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	8a	$ 1,000.
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	8b	$ 1,000.
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	8c	$ 0.

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 ▶ Title ▶ Date ▶

923832
05-26-09