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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning 2009, 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 ETHEL AND JAMES FLINN FOUNDATION		A Employer identification number 38-2143122
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see the instructions) (313) 309-3436
	333 W. FORT STREET	1950	C If exemption application is pending, check here ☐
	City or town DETROIT	State ZIP code MI 48226	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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 ☐	
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 55,368,771.		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) (see the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc., received (att sch)	747,698.			
2 ☐ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	11,305.	11,305.		
4 Dividends and interest from securities	1,308,328.	1,369,053.		
5a Gross rents				
b Net rental income or (loss)		L-6a Stmt		
6a Net gain/(loss) from sale of assets not on line 10	-5,739,096.			
b Gross sales price for all assets on line 6a	17,374,727.			
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/(loss) (att sch)				
11 Other income (attach schedule) See Line 11 Stmt	92,588.	92,588.		
12 Total. Add lines 1 through 11	-3,579,177.	1,472,946.		
ADMINISTRATIVE AND EXPENSES				
13 Compensation of officers, directors, trustees, etc	265,008.	82,192.		182,816.
14 Other employee salaries and wages	48,000.	19,920.		28,080.
15 Pension plans, employee benefits	69,321.	22,615.		46,706.
16a Legal fees (attach schedule) L-16a Stmt	18,231.	5,947.		12,284.
b Accounting fees (attach sch) L-16b Stmt	12,000.	3,915.		8,085.
c Other prof fees (attach sch) L-16c Stmt	219,529.	25,448.		194,081.
17 Interest				
18 Taxes (attach schedule)(see instr) See Line 18 Stmt	17,000.	0.		0.
19 Depreciation (attach sch) and depletion				
20 Occupancy	59,905.	19,543.		40,362.
21 Travel, conferences, and meetings	15,722.	4,206.		11,516.
22 Printing and publications	4,941.	1,612.		3,329.
23 Other expenses (attach schedule) See Line 23 Stmt	3,081.	1,004.		2,077.
24 Total operating and administrative expenses. Add lines 13 through 23	732,738.	186,402.		529,336.
25 Contributions, gifts, grants paid	2,283,943.			2,283,943.
26 Total expenses and disbursements. Add lines 24 and 25	3,016,681.	186,402.		2,813,279.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-6,595,858.			
b Net investment income (if negative, enter -0-)		1,286,544.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

A S S E T S	1	Cash — non-interest-bearing	11,531.	179,939.	179,939.
	2	Savings and temporary cash investments	1,893,696.	438,515.	438,515.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) L-10b Stmt	31,994,173.	26,733,610.	21,997,720.
	c	Investments — corporate bonds (attach schedule)			
	L I A B I L I T I E S	11	Investments — land, buildings, and equipment: basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule) L-13 Stmt	34,731,141.	34,201,520.	31,856,632.
14		Land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
15		Other assets (describe L-15 Stmt)	610,900.	939,057.	895,965.
16		Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	69,241,441.	62,492,641.	55,368,771.
17		Accounts payable and accrued expenses			
18		Grants payable			
N E T A S S E T S O F F U N D S	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)			
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24	Unrestricted	69,241,441.	62,492,641.	
	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				
28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see the instructions)	69,241,441.	62,492,641.		
31	Total liabilities and net assets/fund balances (see the instructions)	69,241,441.	62,492,641.		

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	69,241,441.
2	Enter amount from Part I, line 27a	2	-6,595,858.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	62,645,583.
5	Decreases not included in line 2 (itemize) <u>Mining Interest Basis Adjustment</u>	5	152,942.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	62,492,641.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Stocks, bonds, mutual funds, hedge funds, real estate, private equity		P	various	various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 13,072,361.		18,811,457.	-5,739,096.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-5,739,096.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-5,739,096.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	[If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8]	3	

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

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

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

Was the 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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	3,600,931.	60,639,792.	0.059382
2007	1,773,134.	28,852,029.	0.061456
2006	2,057,291.	15,047,338.	0.136721
2005	1,536,159.	13,740,010.	0.111802
2004			

2 Total of line 1, column (d)	2	0.369361
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	0.092340
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	48,993,401.
5 Multiply line 4 by line 3	5	4,524,051.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,865.
7 Add lines 5 and 6	7	4,536,916.
8 Enter qualifying distributions from Part XII, line 4	8	2,813,279.

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.

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

1 a 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	25,731.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	25,731.
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	25,731.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	0.	
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	0.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	770.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	26,501.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be. Credited to 2010 estimated tax	11		
	Refunded		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities Continued

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? Website address <u>www.flinnfoundation.org</u>	13	X	
14	The books are in care of <u>Andrea M. Cole, Executive Director & CEO</u> Telephone no. <u>(313) 309-3436</u> Located at <u>333 W. FORT STREET, SUITE 1950 DETROIT MI</u> ZIP + 4 <u>48226-3167</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			

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
1 a 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
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?	1 c	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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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)? (see instructions) ☐ 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)?

Organizations relying on a current notice regarding disaster assistance check here

5b ☐

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?

☐ 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

If 'Yes' to 6b, file Form 8870.

X

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?

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 (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LEONARD W. SMITH 333 W. FORT STREET, SUITE 1950 DETROIT MI 48226	BOARD CHAIR, CIO 40.00	100,008.	10,490.	0.
DAVID E. NIMS 333 W. FORT STREET, SUITE 1950 DETROIT MI 48226	VP, SECRETARY 0.50	0.	0.	0.
LYNN CARPENTER 333 W. FORT STREET, SUITE 1950 DETROIT MI 48226	TRUSTEE 0.50	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		165,000.	26,145.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

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

None

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Dr. Michael Fauman 525 Huntington Drive Ann Arbor MI 48104	Project Consulting Mental Health Improvement Initiative	147,938.
Total number of others receiving over \$50,000 for professional services		1

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	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	None

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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	48,261,581.
b	Average of monthly cash balances	1b	1,477,912.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	49,739,493.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	49,739,493.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	746,092.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,993,401.
6	Minimum investment return. Enter 5% of line 5	6	2,449,670.

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	2,449,670.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	25,731.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	25,731.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,423,939.
4	Recoveries of amounts treated as qualifying distributions	4	3,832.
5	Add lines 3 and 4	5	2,427,771.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,427,771.

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	2,813,279.
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	2,813,279.
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 (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,813,279.

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				2,427,771.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	52,880.			
e From 2008	618,543.			
f Total of lines 3a through e	671,423.			
4 Qualifying distributions for 2009 from Part XII, line 4: \$ 2,813,279.				
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				2,427,771.
e Remaining amount distributed out of corpus	385,508.			
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	1,056,931.			
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				
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 instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,056,931.			
10 Analysis of line 9:				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	52,880.			
d Excess from 2008	618,543.			
e Excess from 2009	385,508.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> See Attached See Attached See Attached MI 48226		Public Charity	See Attached	2,283,943.
Total				2,283,943.
<i>b Approved for future payment</i>				
Total				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies.					
	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	11,305.	
4	Dividends and interest from securities			14	1,308,328.	
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			15	92,588.	
8	Gain or (loss) from sales of assets other than inventory			18	-5,739,096.	0.
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)				-4,326,875.	0.
13	Total. Add line 12, columns (b), (d), and (e)				-4,326,875.	0.

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

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2009

Name of the organization

ETHEL AND JAMES FLINN FOUNDATION

Employer identification number

38-2143122

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule —

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

Special Rules —

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

ETHEL AND JAMES FLINN FOUNDATION

38-2143122

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	James H. Flinn, Jr. Estate 685 St. Clair Grosse Pointe MI 48230	\$ 747,698.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2009

Name ETHEL AND JAMES FLINN FOUNDATION	Employer Identification Number 38-2143122
---	---

Asset Information:

Description of Property: <u>Stock, Bonds, mutual funds</u>	
Date Acquired: <u>various</u>	How Acquired: <u>Purchased</u>
Date Sold: <u>various</u>	Name of Buyer: <u>Ethel and James Flinn Foundation</u>
Sales Price: <u>17,374,727.</u>	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: <u>23,113,823.</u>	Valuation Method: <u>Fair Market Value</u>
Total Gain (Loss): <u>-5,739,096.</u>	Accumulation Depreciation: _____

Description of Property: _____	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Description of Property: _____	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Description of Property: _____	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Description of Property: _____	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Description of Property: _____	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Description of Property: _____	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
<u>MINING ROYALTIES</u>	<u>85,688.</u>	<u>85,688.</u>	
<u>OTHE INVESTMENT INCOME</u>	<u>6,900.</u>	<u>6,900.</u>	
Total	<u>92,588.</u>	<u>92,588.</u>	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Federal Excise Taxes</u>	<u>17,000.</u>	<u>0.</u>		<u>0.</u>
Total	<u>17,000.</u>	<u>0.</u>		<u>0.</u>

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Membership Dues</u>	<u>2,705.</u>	<u>882.</u>		<u>1,823.</u>
<u>Miscellaneous</u>	<u>376.</u>	<u>122.</u>		<u>254.</u>
Total	<u>3,081.</u>	<u>1,004.</u>		<u>2,077.</u>

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ <u>ALLEN LEDYARD</u> <u>333 W. FORT STREET, SUITE 1950</u> <u>DETROIT MI 48226</u>	<u>TRUSTEE</u>			
	<u>0.50</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
Person ☒ Business ☐ <u>ANDREA M. COLE</u> <u>333 W. Fort Street, Suite 1950</u> <u>DETROIT MI 48226</u>	<u>EXECUTIVE DIRECTO</u>			
	<u>40.00</u>	<u>165,000.</u>	<u>26,145.</u>	<u>0.</u>

Total

165,000. 26,145. 0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CLARK HILL PLC	LEGAL FEES	18,231.	5,947.		12,284.
Total		<u>18,231.</u>	<u>5,947.</u>		<u>12,284.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PLANTE MORAN	AUDIT FEES	12,000.	3,915.		8,085.
Total		<u>12,000.</u>	<u>3,915.</u>		<u>8,085.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JP MORGAN CHASE	CUSTODIAN FEES	14,143.	14,143.		
MINING TAXES	INVESTMENT FEES	9,053.	9,053.		
Media Genesis	Website Design	950.	310.		640.
David Technologies	Tech Support	5,955.	1,942.		4,013.
Dr. Michael Fauman	Consulting Fees	147,938.			147,938.
Public Sector Consul	Consulting Fees	41,490.			41,490.
Total		<u>219,529.</u>	<u>25,448.</u>		<u>194,081.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Common stock mutual funds	26,733,610.	21,997,720.
Total	<u>26,733,610.</u>	<u>21,997,720.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
MULTI ASSET MUTUAL FUNDS	8,096,399.	7,411,426.
HEDGE FUNDS	8,040,609.	7,889,963.
PRIVATE EQUITY FUNDS	606,405.	540,007.
FIXED INCOME MUTUAL FUNDS	10,345,339.	10,155,552.
REAL ESTATE FUNDS	7,112,768.	5,859,684.
Total	<u>34,201,520.</u>	<u>31,856,632.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
MINING AND GAS INTERESTS	610,900.	939,057.	895,965.
Total	<u>610,900.</u>	<u>939,057.</u>	<u>895,965.</u>

Supporting Statement of:

Form 990-PF, p1/Line 15(a)

Description	Amount
Payroll Taxes	20,991.
Employee Benefits	48,330.
Total	<u>69,321.</u>

Supporting Statement of:

Form 990-PF, p1/Line 15(b)

Description	Amount
Payroll Taxes	6,848.
Employee Benefits	15,767.
Total	<u>22,615.</u>

Supporting Statement of:

Form 990-PF, p1/Line 15(d)

Description	Amount
Payroll Taxes	14,143.
Employee Benefits	32,563.
Total	<u>46,706.</u>

PART IV

ETHEL AND JAMES FLINN FOUNDATION

TAX I.D. 38-2143122

2009

990-PF

ASSETS DISPOSED 01/01/09 TO 12/31/09

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FDN - EQ

PAGE 75

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
08/14/09	41.852 SOLD 07/31/09 AT \$8.3599/SH COMMISSION \$0.00 SELL DTD 07/31/09 SUB-ACCOUNT 4410989402	349.88	476.69-	126.81-
09/17/09	41.84 SOLD 08/31/09 AT \$8.3901/SH COMMISSION \$0.00 SELL DTD 08/31/09 SUB-ACCOUNT 4410989402	351.04	476.56-	125.52-
10/21/09	40.719 SOLD 09/30/09 AT \$8.5299/SH COMMISSION \$0.00 SELL DTD 09/30/09 SUB-ACCOUNT 4410989402	347.33	463.79-	116.46-
11/12/09	41.819 SOLD 10/30/09 AT \$8.9101/SH COMMISSION \$0.00 SELL DTD 10/30/09 SUB-ACCOUNT 4410989402	372.61	476.32-	103.71-
12/10/09	40.461 SOLD 11/30/09 AT \$9.33 /SH COMMISSION \$0.00 SELL DTD 11/30/09 SUB-ACCOUNT 4410989402	377.50	460.85-	83.35-
	TOTAL	3,933.83	5,629.10-	1,695.27-
04/01/09	HB MULTI STRATEGY HLDGS LTD CL A CUSIP: 445990062 41.8905 SOLD 02/02/09 AT \$44,037.6501/SH COMMISSION \$0.00 FULL REDEMPTION SUB-ACCOUNT 4410989401	1,844,759.18	1,774,130.12-	70,629.06

J.P.Morgan

ASSETS DISPOSED 01/01/09 TO 12/31/09

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FDN - EQ

PAGE 76

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
SOLD (CONT.)				
06/23/09	41.8905-SOLD -REV 02/02/09 AT \$44,037.6501/SH COMMISSION \$0.00 FULL REDEMPTION SUB-ACCOUNT 4410989401	1,844,759.18-	1,774,130.12	70,629.06-
	TOTAL	0.00	0.00-	0.00
04/03/09	HIGHBRIDGE CAP CORP CL I CUSIP: 429990096 44.6692 SOLD 02/02/09 AT \$17,146.83 /SH COMMISSION \$0.00 SETTLE DATE CORRECTION SUB-ACCOUNT 4410989401	765,935.18	3,500,000.00-	2,734,064.82-
06/11/09	44.6692-SOLD -REV 02/02/09 AT \$17,146.83 /SH COMMISSION \$0.00 SETTLE DATE CORRECTION SUB-ACCOUNT 4410989401	765,935.18-	3,500,000.00	2,734,064.82
	TOTAL	0.00	0.00-	0.00
01/02/09	JPMORGAN CORE BOND FUND ULTRA CUSIP: 4812C0100 103,702.526 SOLD 12/31/08 AT \$10.69 /SH COMMISSION \$0.00 103,702.526 SHARES AT \$10.69 SUB-ACCOUNT 4410989401	1,108,580.00	1,120,471.91-	11,891.91-
04/01/09	20,668.524 SOLD 03/31/09 AT \$10.77 /SH COMMISSION \$0.00 20,668.524 SHARES AT \$10.77 SUB-ACCOUNT 4410989401	222,600.00	224,873.54-	2,273.54-

ASSETS DISPOSED 01/01/09 TO 12/31/09

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FDN - EQ

PAGE 77

DATE
SOLD (CONT.)

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	TOTAL	1,331,180.00	1,345,345.45-	14,165.45-
	JPMORGAN EMERGING MKTS DEBT FD SEL CUSIP: 4812A0748			
04/01/09	40,377.358 SOLD 03/31/09 AT \$5.83 /SH COMMISSION \$0.00 40,377.358 SHARES AT \$5.83 SUB-ACCOUNT 4410989401	235,400.00	339,227.78-	103,827.78-
10/15/09	13,089.005 SOLD 10/14/09 AT \$7.64 /SH COMMISSION \$0.00 13,089.005 SHARES AT \$7.64 SUB-ACCOUNT 4410989401	100,000.00	109,554.97-	9,554.97-
	TOTAL	335,400.00	448,782.75-	113,382.75-
	JPMORGAN EMERGING MKTS EQ FD INSTL CUSIP: 4812A0631			
01/06/09	1,684.211 SOLD 01/05/09 AT \$13.30 /SH COMMISSION \$0.00 1,684.211 SHARES AT \$13.30 SUB-ACCOUNT 4410989401	22,400.00	26,341.06-	3,941.06-
04/01/09	8,321.138 SOLD 03/31/09 AT \$12.30 /SH COMMISSION \$0.00 8,321.138 SHARES AT \$12.30 SUB-ACCOUNT 4410989401	102,350.00	130,142.60-	27,792.60-
07/01/09	18,130.368 SOLD 06/30/09 AT \$16.30 /SH COMMISSION \$0.00 18,130.368 SHARES AT \$16.30 SUB-ACCOUNT 4410989401	295,525.00	331,291.65-	35,766.65-

ASSETS DISPOSED 01/01/09 TO 12/31/09

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FDN - EQ

PAGE 78

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
SOLD (CONT.)				
10/01/09	5,385.01 SOLD 09/30/09 AT \$19.48 /SH COMMISSION \$0.00 5,385.01 SHARES AT \$19.48 SUB-ACCOUNT 4410989401	104,900.00	116,639.32-	11,739.32-
10/15/09	6,802.721 SOLD 10/14/09 AT \$20.58 /SH COMMISSION \$0.00 6,802.721 SHARES AT \$20.58 SUB-ACCOUNT 4410989401	140,000.00	147,346.94-	7,346.94-
TOTAL				
	JPMORGAN EQUITY INDEX FD CUSIP: 4812C1553	665,173.00	751,761.57-	86,586.57-
07/01/09	19,884.354 SOLD 06/30/09 AT \$20.90 /SH COMMISSION \$0.00 19,884.354 SHARES AT \$20.90 SUB-ACCOUNT 4410989401	415,583.00	535,883.34-	120,300.34-
JPMORGAN HIGH YIELD BOND FUND CUSIP: 4812C0803				
01/02/09	2,487.654 SOLD 12/31/08 AT \$5.67 /SH COMMISSION \$0.00 2,487.654 SHARES AT \$5.67 SUB-ACCOUNT 4410989401	14,105.00	20,946.05-	6,841.05-
02/06/09	8,598.993 SOLD 02/05/09 AT \$5.96 /SH COMMISSION \$0.00 8,598.993 SHARES AT \$5.96 SUB-ACCOUNT 4410989401	51,250.00	71,205.51-	19,955.51-

ASSETS DISPOSED 01/01/09 TO 12/31/09

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FDN - EQ

PAGE 79

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
SOLD (CONT.)				
04/01/09	56,468.591 SOLD 03/31/09 AT \$5.89 /SH COMMISSION \$0.00 56,468.591 SHARES AT \$5.89 SUB-ACCOUNT 4410989401	332,600.00	465,428.58-	132,828.58-
10/15/09	6,000 SOLD 10/14/09 AT \$7.50 /SH COMMISSION \$0.00 6,000 SHARES AT \$7.50 SUB-ACCOUNT 4410989401	45,000.00	49,380.00-	4,380.00-
TOTAL				
	JPMORGAN INTERNATIONAL EQUITY FUND CUSIP: 4812A0532	442,955.00	606,960.14-	164,005.14-
01/06/09	5,413.386 SOLD 01/05/09 AT \$10.16 /SH COMMISSION \$0.00 5,413.386 SHARES AT \$10.16 SUB-ACCOUNT 4410989401	55,000.00	120,750.17-	65,750.17-
07/01/09	27,408.341 SOLD 06/30/09 AT \$10.67 /SH COMMISSION \$0.00 27,408.341 SHARES AT \$10.67 SUB-ACCOUNT 4410989401	292,447.00	978,178.93-	685,731.93-
10/15/09	8,892.238 SOLD 10/14/09 AT \$13.27 /SH COMMISSION \$0.00 8,892.238 SHARES AT \$13.27 SUB-ACCOUNT 4410989401	118,000.00	345,463.45-	227,463.45-
TOTAL				
	JPMORGAN INTERNATIONAL EQUITY INDEX CUSIP: 4812C1876	465,447.00	1,444,392.55-	978,945.55-

ASSETS DISPOSED 01/01/09 TO 12/31/09

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FDN - EQ

PAGE 80

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
SOLD (CONT.)				
04/07/09	8,864.865 SOLD 04/06/09 AT \$12.95 /SH COMMISSION \$0.00 8,864.865 SHARES AT \$12.95 SUB-ACCOUNT 4410989401	114,800.00	226,851.90-	112,051.90-
07/01/09	43,121.401 SOLD 06/30/09 AT \$15.42 /SH COMMISSION \$0.00 43,121.401 SHARES AT \$15.42 SUB-ACCOUNT 4410989401	664,932.00	1,283,331.15-	618,399.15-
10/01/09	11,473.104 SOLD 09/30/09 AT \$18.59 /SH COMMISSION \$0.00 11,473.104 SHARES AT \$18.59 SUB-ACCOUNT 4410989401	213,285.00	365,162.76-	151,877.76-
TOTAL				
JPMORGAN INTL OPPORTUNITIES FD INSTL CUSIP: 4812A0490		993,017.00	1,875,345.81-	882,328.81-
07/01/09	31,418.071 SOLD 06/30/09 AT \$10.68 /SH COMMISSION \$0.00 31,418.071 SHARES AT \$10.68 SUB-ACCOUNT 4410989401	335,545.00	510,423.16-	174,878.16-
10/15/09	9,021.407 SOLD 10/14/09 AT \$13.08 /SH COMMISSION \$0.00 9,021.407 SHARES AT \$13.08 SUB-ACCOUNT 4410989401	118,000.00	152,010.71-	34,010.71-
TOTAL				
JPMORGAN INTL REALTY FD SELECT CL CUSIP: 4812A3650		453,545.00	662,433.87-	208,888.87-

ASSETS DISPOSED 01/01/09 TO 12/31/09

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FDN - EQ

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DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
SOLD (CONT.)				
01/06/09	75,346.846 SOLD 01/05/09 AT \$7.59 /SH COMMISSION \$0.00 75,346.846 SHARES AT \$7.59 SUB-ACCOUNT 4410989401	571,882.56	1,141,818.56-	569,936.00-
JPMORGAN INTREPID AMERICA FUND CUSIP: 4812A2108				
01/06/09	9,803.922 SOLD 01/05/09 AT \$16.32 /SH COMMISSION \$0.00 9,803.922 SHARES AT \$16.32 SUB-ACCOUNT 4410989401	160,000.00	281,666.68-	121,666.68-
10/01/09	6,108.941 SOLD 09/30/09 AT \$19.46 /SH COMMISSION \$0.00 6,108.941 SHARES AT \$19.46 SUB-ACCOUNT 4410989401	118,880.00	175,509.87-	56,629.87-
10/15/09	10,526.316 SOLD 10/14/09 AT \$20.33 /SH COMMISSION \$0.00 10,526.316 SHARES AT \$20.33 SUB-ACCOUNT 4410989401	214,000.00	302,421.06-	88,421.06-
TOTAL		492,880.00	759,597.61-	266,717.61-
JPMORGAN INTREPID MID CAP FD CUSIP: 4812C1512				
01/06/09	9,375 SOLD 01/05/09 AT \$9.60 /SH COMMISSION \$0.00 9,375 SHARES AT \$9.60 SUB-ACCOUNT 4410989401	90,000.00	167,718.75-	77,718.75-

ASSETS DISPOSED 01/01/09 TO 12/31/09

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FDN - EQ

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DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
07/01/09	12,826.626 SOLD 06/30/09 AT \$9.84 /SH COMMISSION \$0.00 12,826.626 SHARES AT \$9.84 SUB-ACCOUNT 4410989401	126,214.00	229,468.34-	103,254.34-
10/01/09	9,279.966 SOLD 09/30/09 AT \$11.68 /SH COMMISSION \$0.00 9,279.966 SHARES AT \$11.68 SUB-ACCOUNT 4410989401	108,390.00	166,018.59-	57,628.59-
	TOTAL	324,604.00	563,203.68-	238,601.68-
06/30/09	JPMORGAN INVESTOR GROWTH & INCOME FD CUSIP: 4812C2825 240,045.487 SOLD 06/29/09 AT \$9.88 /SH COMMISSION \$0.00 240,045.487 SHARES AT \$9.88 SUB-ACCOUNT 4410989404	2,371,649.41	3,441,875.88-	1,070,226.47-
VARIOUS	JPMORGAN PRIME MONEY MKT FD CAPITAL CUSIP: 4812A0367 TOTAL OF 161 SALES	7,065,858.14	7,065,858.14-	0.00
07/01/09	JPMORGAN SHALL CAP GROWTH FD INSTL CUSIP: 4812C0290 22,451.052 SOLD 06/30/09 AT \$7.13 /SH COMMISSION \$0.00 22,451.052 SHARES AT \$7.13 SUB-ACCOUNT 4410989401	160,076.00	280,638.15-	120,562.15-

ACCOUNT NO. 4410989400

ASSETS DISPOSED 01/01/09 TO 12/31/09

FLINN, ETHEL AND JAMES FDN - EQ

PAGE 83

DATE

SOLD (CONT.)

DESCRIPTION

DISPOSITION
VALUE

COST VALUE

TOTAL
REALIZED
GAIN/(LOSS)

10/15/09

13,310.185 SOLD 10/14/09
AT \$8.64 /SH COMMISSION \$0.00
13,310.185 SHARES AT \$8.64
SUB-ACCOUNT 4410989401

115,000.00

166,377.31-

51,377.31-

TOTAL

275,076.00

447,015.46-

171,939.46-

JPMORGAN SMALL CAP VALUE FUND
CUSIP: 4812C1793

07/01/09

15,469.263 SOLD 06/30/09
AT \$11.94 /SH COMMISSION \$0.00
15,469.263 SHARES AT \$11.94
SUB-ACCOUNT 4410989401

184,703.00

364,769.76-

180,066.76-

10/01/09

8,440 SOLD 09/30/09
AT \$14.50 /SH COMMISSION \$0.00
8,440 SHARES AT \$14.50
SUB-ACCOUNT 4410989401

122,380.00

197,918.00-

75,538.00-

TOTAL

307,083.00

562,687.76-

255,604.76-

JPMORGAN US LARGE CAP CORE PLUS SEL
CUSIP: 4812A2389

07/01/09

26,613.751 SOLD 06/30/09
AT \$14.69 /SH COMMISSION \$0.00
26,613.751 SHARES AT \$14.69
SUB-ACCOUNT 4410989401

390,956.00

556,227.39-

165,271.39-

JPMORGAN US REAL ESTATE FUND
CUSIP: 4812C0613

J.P.Morgan

ASSETS DISPOSED 01/01/09 TO 12/31/09

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FDN - EQ

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DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
07/01/09	24,408.521 SOLD 06/30/09 AT \$8.45 /SH COMMISSION \$0.00 24,408.521 SHARES AT \$8.45 SUB-ACCOUNT 4410989401	206,252.00	483,776.88-	277,524.88-
10/01/09	23,541.293 SOLD 09/30/09 AT \$11.14 /SH COMMISSION \$0.00 23,541.293 SHARES AT \$11.14 SUB-ACCOUNT 4410989401	262,250.00	427,975.14-	165,725.14-
	TOTAL	468,502.00	911,752.02-	443,250.02-
	TOTAL SOLD	17,374,726.96	23,126,573.08-	5,751,846.14-

NON-CASH DISBURSEMENTS

Non-Cash Adjustment	Disposition Value	Cost Value	Total Realized Gain/Loss
Capital Gain Distributions		12,750	12,750
Year Ending 12/31/2009:	17,374,727	(23,113,823)	(5,739,096)

PART VII

ETHEL AND JAMES FLINN FOUNDATION
TAX I.D. 38-2143122

2009

990-PF

vAdopted: March 17, 2009

Effective: January 1, 2010

AMENDED AND RESTATED BYLAWS
OF
THE ETHEL AND JAMES FLINN FOUNDATION

(A Michigan Nonprofit Corporation)

ARTICLE I

Members

Section 1. Members. The Corporation is organized on a membership basis. The Members of this Corporation will consist of those persons elected as Members in the manner set forth in the Articles of Incorporation. Members will serve for a term of three years.

Section 2. Resignation, Removal and Vacancies. A Member may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. A Member may be removed, either with or without cause, by the affirmative vote of a 3/4ths of all Members entitled to vote. The remaining Members may fill any vacancies in the membership as a result of death, resignation, removal or otherwise by the affirmative vote of a majority of the remaining Members though less than a quorum of the Board.

Section 3. Annual Meeting. The annual meeting of the Members of the Corporation will be held on the second Tuesday of December of each year, or on such other date and at such place as designated by the notice of such meeting for the purpose of electing Trustees and for the transaction of other business properly brought before the meeting.

Section 4. Special Meetings. Special meetings of the Members may be called by the Chair of the Board and will be called by the Chair of the Board or Secretary at the direction of not less than two Trustees or at the request in writing of at least two of the Members entitled to vote at the meeting. 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 5. 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 either personally or by mail to each Member of record entitled to vote at the meeting not less than 10 days nor more than 60 days before the meeting. 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, either before or after the meeting, by all Members not present at the meeting.

Section 6. Quorum. A majority of the Members will constitute a quorum for the transaction of business. 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 7. Conduct of Meetings. Meetings of the Members will be presided over by the Chair of the Board. 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 8. Participation by Conference Telephone. A Member may participate in a meeting by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section will constitute presence in person at the meeting.

Section 9. Voting. Each Member entitled to vote at any meeting of Members will have the right to cast one vote in person or by proxy.

Section 10. 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 all of the Members entitled to vote therein consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Members.

ARTICLE II

Trustees

Section 1. Number, Qualification and Term of Office. The property, activities and affairs of the Corporation will be managed by its Board of Trustees. The Board of Trustees of this Corporation will consist of not less than three nor more than nine persons as determined by the Members.

The terms of the Trustees will be staggered so that at each annual meeting, approximately one-third of the Trustees will be elected. The members of the first Board of Trustees will be divided as nearly as possible into three classes of equal size: the first class to serve a one-year term, the second class to serve a two-year term and the third class to serve a three-year term. Thereafter, the term of office of any Trustee will be for three years from the date of his or her

election or appointment by the affirmative vote of a majority of the Members entitled to vote and present in person or by proxy at a meeting of the Members and continue until his or her successor has been elected and qualified. Each Trustee may serve a maximum of three (3) consecutive three (3) year terms effective January 1, 2010. Trustees appointed by the Board of Trustees to fill unexpired terms, shall stand for election at the annual meeting for which the vacated term was due to expire, and service provided for the unexpired term shall not be counted as an elected term. After serving three consecutive terms, a person will be eligible to serve as Trustee for three additional consecutive terms one year after the end of his or her third consecutive term."

Section 2. Resignation, Removal and Vacancies. A Trustee may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. A Trustee may be removed, either with or without cause, by the affirmative vote of 3/4ths of all Members entitled to vote.

If a vacancy has occurred in the Board of Trustees as a result of death, resignation, removal or otherwise, the vacancy may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board.

Section 3. 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 be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 4. Powers as to Other Documents. All material contracts, conveyances and other instruments may be executed on behalf of the Corporation by the Chair of the Board or Executive Director, and, if necessary, attested by the Secretary or the Treasurer.

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. A regular meeting of the Board of Trustees will be held immediately after the annual meeting of the Members at the same place for the purpose of electing officers for the ensuing year. At least one regular meeting of the Board must be held each year.

Section 6. Special Meetings. Special meetings of the Board of Trustees may be called by the Chair of the Board and will be called by the Chair of the Board 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 Chair of the Board or Secretary and stated in the notice of meeting. Any request for a 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 either personally or by mail to each Trustee not less than ten days before a regular meeting and not less than two days before a special meeting. 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 Trustees present in person or by proxy at the meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Trustees to leave less than a quorum. The vote of a majority of the Trustees present at a meeting at which a quorum is present constitutes 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. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Trustees present.

Section 9. Voting. Each Trustee entitled to vote at any meeting of Trustees will have the right to cast one vote in person or by proxy.

Section 10. Conduct of Meetings. Meetings of the Trustees will be presided over by the Chair of the Board. 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 11. 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 consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board of Trustees.

Section 12. Telephonic Conferences. A Trustee may participate in a meeting of Trustees by conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 13. Compensation. Trustees will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Trustee in his or her capacity as a Trustee.

ARTICLE III

Officers

Section 1. Election or Appointment. The Board of Trustees will elect a Chair of the Board, a Secretary and a Treasurer of the Corporation at each annual meeting and may elect a Vice Chair, Assistant Secretary, Assistant Treasurer and Executive Director. 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 interest 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. No officer is prevented from receiving compensation by reason of the fact that he or she is also a Trustee of the Corporation.

Section 4. Chair of the Board. The Chair of the Board will preside at meetings of the Trustees and in his or her absence, the Trustees present at the meeting will designate another presiding officer. The Chair of the Board will assist the Executive Director to see that all orders and resolutions of the Board of Trustees are carried into effect.

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

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 Board of 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 as may be 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 will 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.

Section 9. Executive Director. The Executive Director will be the chief executive officer of the Corporation and will see that all orders and resolutions of the Board of Trustees are carried into effect. The Executive Director will be the principal operating officer of the Corporation and will have general and active management of the activities of the Corporation. The Executive Director, subject to the control of the Board, will supervise and control all of the property and affairs of the Corporation and will have the general duties incident to the office of the Executive Director and other duties as may be prescribed by the Board. Within this authority and in the course of his or her duties, he or she will sign, execute, acknowledge or verify instruments of any nature which the Board has authorized to be signed, executed, acknowledged or verified, except in cases where expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation. The Executive Director is responsible for ensuring compliance with the requirements of the applicable Internal Revenue Code provisions and Regulations thereunder so as to maintain the Corporation's exemption from tax under Section 501(c)(3) of the Code and its classification as a private foundation under Section 509(a) of the Code.

ARTICLE IV

Committees

Section 1. Executive Committee. The Board of Trustees may establish an Executive Committee consisting of two or more members of the Board. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Trustees, may exercise all powers and authority of the Board of Trustees in the management of the business and affairs of the Corporation between meetings of the Board of Trustees, except that such Executive Committee will not have power or authority to:

- (a) Amend the Articles of Incorporation;
- (b) Adopt an agreement of merger or consolidation;
- (c) Recommend to Members the sale, lease or exchange of all or substantially all of the Corporation's property and assets;
- (d) Recommend to Members the dissolution of the Corporation or a revocation of a dissolution;
- (e) Amend the Bylaws of the Corporation;
- (f) Fill vacancies on the Board;
- (g) Fix compensation of the Trustees for serving on the board or on a committee; or

(h) Terminate membership.

Section 2. Other Committees. The Board of Trustees may designate other committees as deemed appropriate. The committees will have the authority as delegated to them by the Board of Trustees.

Section 3. Procedure. All committees, and each member thereof, will serve at the pleasure of the Board of Trustees. The Board of Trustees will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any committee may be held in the same manner provided in these Bylaws for regular or special meetings of the Board of Trustees, and a majority of any committee will constitute a quorum at the meeting.

ARTICLE V

Indemnification

Section 1. Indemnification. The Corporation will, to the fullest extent now or hereafter permitted by law, 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, 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 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 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 or its Members, 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 VI

Policies

Section 1. Governance Policies The Board of Trustees will adopt a conflicts of interest policy and such other policies as are appropriate for the governance of the Corporation.

ARTICLE VII

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 Trustees then in office.

PART XV

**ETHEL AND JAMES FLINN FOUNDATION
TAX I.D. 38-2143122**

2009

990-PF

Who We Are

The Ethel and James Flinn Foundation is a Detroit based private foundation established in 1976 by Ethel “Peggy” Flinn and her brother James “Jim” Flinn Jr. Peggy passed away in 1994. Jim Flinn, Jr., who was diagnosed with schizophrenia in his early 20’s, led a remarkable life until his passing away in 2007 at the age of 91.

Mission

The Foundation is committed to improving the scope, quality and care of services for individuals with mental illness. The Foundation uses its resources to develop, evaluate and implement best practice treatment programs. Since inception, over \$16 million in grants have been awarded.

How to Apply for a Grant

The Foundation offers funding opportunities through an annual competitive Request for Proposals (RFP) process. The Foundation’s named supported organizations and the broader universe of non-profits that deliver mental health care and services in Southeast Michigan (Wayne, Oakland, Macomb and Washtenaw) are eligible.

Current Program Initiatives

To maximize its impact in improving mental health services for children, adolescents and adults, the Ethel and James Flinn Foundation will focus its resources over the next few years on the following priorities:

Integrated Care - to advance the integration of mental health services into school-based health clinics, hospital clinics and community health clinics throughout southeast Michigan.

Evidence-Based Practices and Programs - to accelerate implementation of proven treatment practices and programs into the community.

Michigan Mental Health Evidence-Based Practice Initiative - to maximize the use of best practices in the prescription and monitoring of medications for people with major depression, schizophrenia or bipolar disorder.

Grantmaking Opportunities - to support projects that improve mental health service delivery.

Submission Deadlines

Grants are awarded once yearly – in September. Listed below is the typical timeline and process for applying for a grant:

FUNDING PROCESS AND TIMELINE

Mid May/Open RFP’s available
Mid July/Deadline for proposals
Late September/Notification of grant decision
Mid November/Grant funds awarded

ETHEL AND JAMES FLINN FOUNDATION 38-2143122 FORM 990-PF, PAGE 11, PART XV, LINE 3A

Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
INTEGRATED CARE INITIATIVE: To integrate mental health care into primary care settings.				
Children's Hospital of Michigan 3901 Beaubien Detroit, MI 48201		Public Charity	Second year payment of three year grant to integrate mental health services within the Adolescent Medicine Clinic serving 1,000 youth.	125,000
Henry Ford Health System 1 Ford Place Detroit, MI 48202		Public Charity	Second year payment of three year grant to integrate mental health services into 7 Detroit school-based health centers.	175,000
Sinai Hospital of Greater Detroit 6071 W. Outer Drive Detroit, MI 48235		Public Charity	Second year payment of three year grant to integrate mental health services within the hospital's primary care center in Northwest Detroit.	150,000
St. Joseph's Mercy Oakland 44405 Woodward Avenue Pontiac, MI 48341		Public Charity	Second year payment of three year grant to integrate mental health services within the hospital's Mercy Place Health Clinic.	150,000
Wayne State University - Department of Internal Medicine 5057 Woodward Avenue Detroit, MI 48202		Public Charity	Second year payment of three year grant to integrate mental health services within Primary Care clinic which serves adults.	150,000
Washtenaw Community Health Organization 555 Towner Boulevard Ypsilanti, MI 48197		Public Charity	Second year payment of three year grant to provide multi-site evaluation of integrating mental health services into primary care settings.	63,000

Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
EVIDENCE-BASED PRACTICES AND PROGRAMS: To implement effective treatment programs into community settings.				
Michigan Department of Community Health	Lewis Cass Building, 320 Walnut Street Lansing, MI 48913	Public Charity	To train Assertive Community Treatment (ACT) teams to use newly developed "ACT Field Guide" to improve mental health service delivery.	30,000
Community Care Services	26184 W. Outer Drive Lincoln Park, MI 48146	Public Charity	Second and final payment of two year grant to provide Illness Management Recovery (IMR) program to adolescent consumers in Lincoln Park.	125,000
Detroit East	11457 Shoemaker Detroit, MI 48213	Public Charity	Second and final payment of two year grant to provide Multi-Group Psychoeducation program to adolescent population in Detroit.	125,000
Henry Ford Cottage	1 Ford Place Detroit, MI 48202	Public Charity	Second and final payment of two year grant to provide Dialectical Behavior Therapy (DBT) in an inpatient and partial hospitalization setting.	70,000
Judson Center	4410 W. 13 Mile Road Royal Oak, MI 48073	Public Charity	Second and final payment of two year grant to provide Dialectical Behavior Therapy (DBT) and Parent Management Training to children and families.	120,000
Kadima	15999 W. Twelve Mile Road Southfield MI 48215	Public Charity	Second and final payment of two year grant to provide combined intervention using Motivational Interviewing (MI) and Cognitive Behavior Therapy	125,000

Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
EVIDENCE-BASED PRACTICES AND PROGRAMS (Con't):				
Northeast Guidance Center 12800 E. Warren Detroit, MI 48215		Public Charity	Second and final payment of two year grant to enhance Assertive Community Treatment (ACT) with supportive employment component.	125,000
Regents of the University of Michigan 4250 Plymouth Road Ann Arbor, MI 48105		Public Charity	Second and final payment of two year grant to develop a sustainable funding model for depression disease management programs.	100,000
Regents of the University of Michigan 4250 Plymouth Road Ann Arbor, MI 48105		Public Charity	To support Heinz Pletcher Bipolar Research Fund	26,000
Rose Hill Center 5130 Rose Hill Boulevard Holy, MI 48442		Public Charity	Second and final payment of two year grant to provide Dialectical Behavior Therapy (DBT) in a residential setting.	80,000
Southwest Counseling Solutions 1700 Waterman Detroit, MI 48209		Public Charity	Second and final payment of two year grant to provide Illness Management Recovery (IMR) to adults.	125,000
Starfish Family Services 30000 Hiveley Road Inkster, MI 48141		Public Charity	Second and final payment of two year grant to provide Family Psychoeducation Program to adolescents and their families.	50,000

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Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
MICHIGAN MENT HEALTH EVIDENCE-BASED PRACTICE INITIATIVE (MiMHEBP): Three year project to maximize medication best practices.				
Henry Ford Health System 1 Ford Place Detroit, MI 48202		Public Charity	Pilot aimed at improving medication treatment for people with major depression, schizophrenia or bipolar disorder.	65,000
St. Joseph Mercy Health 5305 East Huron River Drive Ann Arbor, MI 48106		Public Charity	Pilot aimed at improving medication treatment for people with major depression, schizophrenia or bipolar disorder.	60,000
Rose Hill Center/Wayne State University 5130 Rose Hill Boulevard Holy, MI 48442		Public Charity	Pilot aimed at improving medication treatment for people with major depression, schizophrenia or bipolar disorder.	78,750
Washtenaw Community Health Organization 555 Towner Boulevard Ypsilanti, MI 48197		Public Charity	Pilot aimed at improving medication treatment for people with major depression, schizophrenia or bipolar disorder.	56,750
Michigan Department of Community Health for LifeWays Lewis Cass Building, 320 Walnut Street Lansing, MI 48913		Public Charity	Pilot aimed at improving medication treatment for people with major depression, schizophrenia or bipolar disorder.	31,250
Michigan Department of Community Health for Network 180 Lewis Cass Building, 320 Walnut Street Lansing, MI 48913		Public Charity	Pilot aimed at improving medication treatment for people with major depression, schizophrenia or bipolar disorder.	41,250

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Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
Covenant Community Care 559 W. Grand Blvd. Detroit, MI 48216		Public Charity	To expand access to integrated physical and mental health care in Southwest Detroit.	25,000
MEMBERSHIP DUES:				
Council of Michigan Foundation P.O. Box 599 Grand Haven, MI 49417		Public Charity	Annual membership Dues	6,300
Grantmakers In Health 1100 Connecticut Avenue Washington, D.C.		Public Charity	Annual membership Dues	500
Mental Health Association in Michigan 30233 Southfield Road Southfield, MI 48076		Public Charity	Annual membership Dues	100
NARSAD Research 60 Cutter Mill Road Great Neck, NY 11021		Public Charity	Annual membership Dues	200
NAMI 2107 Wilson Blvd. Arlington, VA 22201		Public Charity	Annual membership Dues	250

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Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
NAMI - Michigan 921 N. Washington Lansing, MI 48906		Public Charity	Annual membership Dues	100
Association for Children's Mental Health 100 W. Washtenaw, Suite 404 Lansing, MI 48933		Public Charity	Annual membership Dues	125
Council on Foundations P.O. Box 0021 Washington, D.C. 20055		Public Charity	Annual membership Dues	8,100
Michigan Association for Children with Emotional Disturbance 30233 Southfield Road, Suite 219 Southfield, MI 48076		Public Charity	Annual membership Dues	100
Wayne State University - (Returned Grant Funds) 5057 Woodward Avenue Detroit, MI 48202		Public Charity		(3,832)
TOTAL GRANTS:				<u>2,283,943</u>