Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
ROGERS FAMILY FOUNDATION CORPORATIO
FKA: S DENNIS & LESLIE ROGERS FOUND

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
23179 TELEGRAPH ROAD

City or town, state, and ZIP code
SOUTHFIELD MI 48034

A Employer identification number
38-2710391

B Telephone number (see page 10 of the instructions)
248-353-4800

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 358,594

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 page 11 of the instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	9,467	9,467	9,467	
	4	Dividends and interest from securities	5,370	5,370	5,370	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	23,588			
	b	Gross sales price for all assets on line 6a 1,440,030				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 2	315		315	
	12	**Total.** Add lines 1 through 11	38,740	14,837	15,152	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE STMT 3	585			
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	469			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,054	0		0
	25	Contributions, gifts, grants paid	28,835			28,835
	26	**Total expenses and disbursements.** Add lines 24 and 25	29,889	0	0	28,835
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	8,851			
	b	**Net investment income** (if negative, enter -0-)		14,837		
	c	**Adjusted net income** (if negative, enter -0-)			15,152	

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Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	61,552	89,699	89,699
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) SEE STMT 5	210,632	287,333	191,623
c	Investments—corporate bonds (attach schedule) SEE STMT 6	167,468	95,700	75,838
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) SEE STATEMENT 7	25,000		
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶ SEE STATEMENT 8)		1,434	1,434
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	464,652	474,166	358,594
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	464,652	474,166	
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, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	464,652	474,166	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	464,652	474,166	

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	464,652
2	Enter amount from Part I, line 27a	2	8,851
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	663
4	Add lines 1, 2, and 3	4	474,166
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	474,166

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	N/A			
b				
c				
d				
e				

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

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

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

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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the 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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	33,974	369,198	0.092021
2007	249,493	418,622	0.595986
2006	29,714	540,776	0.054947
2005	1,009,109	533,346	1.892034
2004	43,067	556,512	0.077387

2 **Total** of line 1, column (d)	2	2.712375
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	0.542475
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	340,871
5 Multiply line 4 by line 3	5	184,914
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	148
7 Add lines 5 and 6	7	185,062
8 Enter qualifying distributions from Part XII, line 4	8	28,835

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	297
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	297
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	297
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 360		
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	360
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	63
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 63 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation. ▶ $ ____ **(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	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 page 19 of the 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 on page 27)? 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)

			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 page 20 of the 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 ▶ S. DENNIS ROGERS Telephone no. ▶ 248-353-4800

23179 TELEGRAPH ROAD

Located at ▶ SOUTHFIELD, MI ZIP+4 ▶ 48034

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

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 ▶ 20 , 20 , 20 , 20				
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 page 20 of the 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 ▶ 20 , 20 , 20 , 20				
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)

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
S. DENNIS ROGERS 6100 HOLLOWS LANE	DELRAY BEACH FL 33484	PRES & TREAS 1.00	0	0	0
LESLIE L ROGERS 6100 HOLLOWS LANE	DELRAY BEACH FL 33484	VP & SECRETA 1.00	0	0	0
IRVIN ROGERS 6100 HOLLOWS LANE	DELRAY BEACH FL 33484	DIRECTOR 1.00	0	0	0
DARRYL ROGERS 6100 HOLLOWS LANE	DELRAY BEACH FL 33484	DIRECTOR 1.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

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

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** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:				
a	Average monthly fair market value of securities			1a	269,719
b	Average of monthly cash balances			1b	75,626
c	Fair market value of all other assets (see page 24 of the instructions)			1c	717
d	**Total** (add lines 1a, b, and c)			1d	346,062
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	346,062
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)			4	5,191
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	340,871
6	**Minimum investment return.** Enter 5% of line 5			6	17,044

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	17,044
2a	Tax on investment income for 2009 from Part VI, line 5	2a	297		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	297
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	16,747
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	16,747
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	16,747

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	28,835
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	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	28,835
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 page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	28,835

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

Part XIII **Undistributed Income** (see page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7					16,747
2	Undistributed income, if any, as of the end of 2009					
a	Enter amount for 2008 only					
b	Total for prior years 20 ____ , 20 ____ , 20 ____					
3	Excess distributions carryover, if any, to 2009.					
a	From 2004	15,727				
b	From 2005	982,878				
c	From 2006	3,107				
d	From 2007	228,966				
e	From 2008	15,843				
f	**Total** of lines 3a through e		1,246,521			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 28,835					
a	Applied to 2008, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d	Applied to 2009 distributable amount					16,747
e	Remaining amount distributed out of corpus		12,088			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,258,609			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
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 page 27 of the instructions)					
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		15,727			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		1,242,882			
10	Analysis of line 9:					
a	Excess from 2005	982,878				
b	Excess from 2006	3,107				
c	Excess from 2007	228,966				
d	Excess from 2008	15,843				
e	Excess from 2009	12,088				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 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 page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

N/A

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

N/A

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

Check here ▶ ☐ 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines.

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

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				28,835
Total			▶ 3a	28,835
b Approved for future payment				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	9,467	
4 Dividends and interest from securities			14	5,370	
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	23,588	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b LINN ENERGY, LLC			1	315	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		38,740	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 38,740

(See worksheet in line 13 instructions on page 28 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) (See page 29 of the instructions)
N/A	

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

Signature of officer or trustee: [signature] Date: 5-12-10 Title: PRESIDENT

Paid Preparer's Use Only

Preparer's signature: SHAUN E. BONWELL	Date: 05/12/10	Check if self-employed ☐	Preparer's identifying number (see Signature on page 30 of the instructions): P00181644
Firm's name (or yours if self-employed), address, and ZIP code: BONWELL, KELLEY & ASSOCIATES, P.C. 1030 DORIS ROAD AUBURN HILLS, MI 48326-2613		EIN 38-3511416	Phone no 248-210-2670

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Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SMITH BARNEY - 56569 - ST			PURCHASE				
	1/01/09	12/31/09	$ 1,370,005	$ 1,345,543	$	$	$ 24,462
SMITH BARNEY - 22901 - ST			PURCHASE				
	1/01/09	12/31/09	60,000	55,660			4,340
SMITH BARNEY - 22901 - LT			PURCHASE				
	1/01/08	12/31/09	10,025	15,239			-5,214
TOTAL			$ 1,440,030	$ 1,416,442	$ 0	$ 0	$ 23,588

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
LINN ENERGY, LLC	$ 315	$	$ 315
TOTAL	$ 315	$ 0	$ 315

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	$ 585	$	$	$
TOTAL	$ 585	$ 0	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MICHIGAN ANNUAL REPORT	$ 20	$	$	$
EXCISE TAX	449			
TOTAL	$ 469	$ 0	$ 0	$ 0

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
35.524 LEGG MASON PTNRS	$ 38,000	$ 38,000	MARKET	$ 28,977
1,745.195 NUVEEN NWQ MULTI CAP	39,941	39,941	MARKET	25,689
1,400 CITIGROUP INC	51,065	51,065	MARKET	481
5,000 ANTHRACITE CAPITAL	30,456	30,456	MARKET	4,634
1,000 BANK OF AMERICA	25,665	25,665	MARKET	22,300
1,000 WACHOVIA CORP	25,505	25,505	MARKET	25,680
200 AGA MEDICAL HOLDINGS		2,900	MARKET	2,954
2,530,5344 APOLLO INVESTMENTS CORP		23,760	MARKET	24,141
100 CLOUD PEAK ENERGY INC		1,500	MARKET	1,456
200 DOLLAR GENERAL CORP		4,200	MARKET	4,486
100 HUMAN GENOME SCIENCES INC		2,675	MARKET	3,058
200 HYATT HOTELS CORP CL A		5,000	MARKET	5,962
800 KRATON PERFORMANCE POLYMERS		10,800	MARKET	10,848
300 LINN ENERGY LLC COMMON UNIT		6,570	MARKET	8,364
300 MEDIDATA SOLUTIONS INC		4,500	MARKET	4,686
400 7 DAYS GROUP HLDGS LTD ADR		4,400	MARKET	4,992
300 TALECRIS BIOTHERAPEUTICS HLDGS		5,700	MARKET	6,681
500.6948 ARES CAPITAL CORP		4,696	MARKET	6,234
TOTAL	$ 210,632	$ 287,333		$ 191,623

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
25,000 UNITED AIR LINES INC	$ 20,625	$ 20,625	MARKET	$
25,000 MOTOROLA INC	25,497	25,075	MARKET	25,901
15,000 CITI GROUP HLDINGS	15,686			

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
25,000 BEAR STEARMS CO 5.2%	$ 25,000	$ 25,000	MARKET	$ 25,035
25,000 BEAR STEARNS CO 7.4%	25,000	25,000	MARKET	24,902
20,000 FORD MOTOR CR SR NOTE	18,855			
40,000 GEN MOTORS ACCEPT CORP	36,805			
TOTAL	$ 167,468	$ 95,700		$ 75,838

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CD CIT BANK	$ 25,000	$		$
TOTAL	$ 25,000	$ 0		$ 0

Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ACCRUED INTEREST RECEIVABLE	$	$ 1,434	$ 1,434
TOTAL	$ 0	$ 1,434	$ 1,434

Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
PRIOR PERIOD COST ADJUSTMENT	$ 663
TOTAL	$ 663

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
AMERICAN COMMITTEE FOR TH NEW YORK NY 10017	633 THIRD AVENUW NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	250
ALZHETMER'S ASSOCIATION CHICAGO IL 60601	225 N MICHIGAN AVE NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	1,025
AMERICAN LUNG ASSOCIATION WASHINGTON DC 20004	1301 PENNSYLVANIA AVE, N NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	25
BEAUMONT FOUNDATION ROYAL OAK MI 48073	3711 W. THIRTEEN MILE RO NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	50
BOCA RATON COMMUNITY HOSP BOCA RATON FL 33486	745 MEADOWS ROAD NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	25
BOCA RATON MUSEUM OF ART BOCA RATON FL 33432	801 N FEDERAL HWY NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	175
CHILDRENS HOSPITAL OF MIC DETROIT MI 48201	3901 BEAUBIEN STREET NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	25
CLEVELAND CLINIC FLORIDA WESTON FL 33331	3100 WESTON ROAD NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	200
COMMON GROUND SANCTUARY BLOOMFIELD HILLS MI 48302	1410 S TELEGRAPH ROAD NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	50
CROHNS & COLITIS FOUNDATI NEW YORK NY 10016	386 PARK AVE SOUTH, 17TH NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	100
CYSTIC - FIBROSIS FOUNDAT BETHESDA MD 20814	6931 ARLINGTON ROAD, 2ND NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	100
DETROIT INSTITUTE OF ART DETROIT MI 48202	5200 WOODWARD AVE NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	650
DETROIT MEDICAL CENTER DETROIT MI 48201	4707 ST ANTOINE STE W514 NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	100
DETROIT ZOOLOGICAL SOCIET ROYAL OAK MI 48067	8450 W. 10 MILE ROAD NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	64
EVAN & EMILY FISCHER EDUC	NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	100
FRANKLIN JEWISH ACADAMY WEST BLOOMFIELD MI 48322	6600 WEST MAPLE ROAD NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	2,500
FRESH AIR SOCIETY BLOOMFIELD HILLS MI 48301	3735 TELEGRAPH STE 380 NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	25
GREATER BOCA RATON CANCER BOCA RATON FL 33496	1217 N. FEDERAL HWY. NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	100

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
HEBREW FREE LOAN ASSOCIAT BLOOMFIELD HILLS MI 48322	6735 TELEGRAPH ROAD NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	25
HENRY FORD HOSPITAL WEST WEST BLOOMFIELD MI 48322	6777 W. MAPLE ROAD NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	600
HUMANE SOCIETY OF THE UNI WASHINGTON DC 20037	2100 L STREET, NW NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	250
JARC FARMINGTON HILLS MI 48334	30301 NORHTWESTERN HWY, NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	1,000
JEWISH FEDERATION OF SOUT BLOOMFIELD HILLS MI 48301	6735 TELEGRAPH ROAD NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	18,000
JEWISH HOSPICE NORTH WOODMERE NY 11581	732 UNIVERSITY STREET NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	25
MARCH OF DIMES WHITE PLAINS NY 10605	1275 MAMARONECK AVENUE NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	71
MICHIGAN HUMAN SOCIETY BINGHAM FARMS MI 48025	30300 TELEGRAPH ROAD STE NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	50
MULTICULTURAL LEARNING CE CANOGA CA 91303	7510 DESOTA AVE NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	500
RUTH RALES JEWISH FAMILY BOCA RATON FL 33428	21300 RUTH AND BARON COL NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	500
SHINI HOSPITAL GUILD DETROIT MI 48235	6070 W. OUTER DRIVE NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	360
SMILE TRAIN NEW YORK NY 10010	41 MADISON AVE, 28TH FLO NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	100
TRI COUNTY HUMAN SOCIETY BOCA RATON FL 33433	21287 BOCA RIO ROAD NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	25
WOMENS HEART ASSOCIATION ROYAL OAK MI 48073	3601 W. 13 MILE ROAD NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	125
WXEL WEST PALM BEACH FL 33405	P.O. BOX 6607 NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	365
YAD EZRA BERKLEY MI 48072	2850 WEST 11 MILE ROAD NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	1,250
YESHIVA BETH YAHUDA SOUTHFIELD MI 48076	15751 LINCOLN DRIVE NONE	501(C)3	UNRESTRICTED CHARITABLE GIFT	25

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
TOTAL				28,835