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 , 2009, and ending , 20

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: THE H.P. AND GENEVIEVE CONNABLE FUND

A Employer identification number: 38-2710894

Number and street (or P O box number if mail is not delivered to street address): 136 EAST MICHIGAN AVE., SUITE 1201

Room/suite

B Telephone number (see page 10 of the instructions): (269) 382-5800

City or town, state, and ZIP code: KALAMAZOO, MI 49007-3936

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 ▶ ☐

H Check type of organization: [X] 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 ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,052,387.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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).)*

		(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	3,155.	3,155.		
	4 Dividends and interest from securities	95,404.	95,404.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,905.			
	b Gross sales price for all assets on line 6a 1,173,926.				
	7 Capital gain net income (from Part IV, line 2)		14,905.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	113,464.	113,464.		
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)				
	b Accounting fees (attach schedule) [1]	2,180.	0.	0.	2,180.
	c Other professional fees (attach schedule) [2]	36,144.	11,566.		24,578.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) [3]	452.			452.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	38,776.	11,566.	0.	27,210.
	25 Contributions, gifts, grants paid	173,000.			173,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	211,776.	11,566.	0.	200,210.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-98,312.			
	b **Net investment income** (if negative, enter -0-)		101,898.		
	c **Adjusted net income** (if negative, enter -0-)			-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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	307,551.	215,837.	215,837.
	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 (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	172,035.		
	b Investments - corporate stock (attach schedule) ATCH 5	2,908,562.	3,102,852.	3,246,333.
	c Investments - corporate bonds (attach schedule) ATCH 6	598,464.	569,611.	590,217.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,986,612.	3,888,300.	4,052,387.
Liabilities	17 Accounts payable and accrued expenses	0.	0.	
	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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	3,986,612.	3,888,300.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances (see page 17 of the instructions)	3,986,612.	3,888,300.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,986,612.	3,888,300.	

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	3,986,612.
2	Enter amount from Part I, line 27a	2	-98,312.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,888,300.
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	3,888,300.

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	SEE PART IV SCHEDULE			
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	14,905.
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	250,517.	4,217,572.	0.059398
2007	253,550.	4,760,362.	0.053263
2006	257,644.	4,489,264.	0.057391
2005	198,016.	4,267,883.	0.046397
2004	217,911.	4,204,735.	0.051825

2	**Total** of line 1, column (d)	2	0.268274
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	0.053655
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,528,246.
5	Multiply line 4 by line 3	5	189,308.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,019.
7	Add lines 5 and 6	7	190,327.
8	Enter qualifying distributions from Part XII, line 4	8	200,210.

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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,019.
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	
3	Add lines 1 and 2	3	1,019.
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	1,019.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 775.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	775.
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	244.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 0. **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?	4b		X
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) ▶ MICHIGAN			
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 ▶ THE CONNABLE OFFICE, INC. Telephone no ▶ (269)382-5800
Located at ▶ 136 E. MICHIGAN AVE, SUITE 1201 KALAMAZOO, MI ZIP + 4 ▶ 49007

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.

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

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X

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

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No
If "Yes," list the years ▶ ________ , ________ , ________ , ________

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)	2b		X

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

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

			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)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?		**5b**	X
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?	☐ 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?		**7b**	X

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
ATTACHMENT 7		-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 ▶ NONE

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 23 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 NONE	
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	3,377,749.
b	Average of monthly cash balances	1b	204,227.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	3,581,976.
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	0.
3	Subtract line 2 from line 1d	3	3,581,976.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	53,730.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,528,246.
6	**Minimum investment return.** Enter 5% of line 5	6	176,412.

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	176,412.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,019.		
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,019.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	175,393.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	175,393.
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	175,393.

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	200,210.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	200,210.
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	1,019.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	199,191.

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					175,393.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only					
b Total for prior years 20 07 ,20 06 ,20 05					
3 Excess distributions carryover, if any, to 2009					
a From 2004	0.				
b From 2005	0.				
c From 2006	17,868.				
d From 2007	20,808.				
e From 2008	43,552.				
f Total of lines 3a through e		82,228.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 200,210.					
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					175,393.
e Remaining amount distributed out of corpus		24,817.			
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		107,045.			
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					
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)		0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		107,045.			
10 Analysis of line 9					
a Excess from 2005	0.				
b Excess from 2006	17,868.				
c Excess from 2007	20,808.				
d Excess from 2008	43,552.				
e Excess from 2009	24,817.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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))

NONE

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

NONE

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 8				
Total ▶ **3a**				173,000.
b *Approved for future payment*				
ATTACHMENT 9				
Total ▶ **3b**				2,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	3,155.	
4 Dividends and interest from securities			14	95,404.	
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	14,905.	
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)				113,464.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 113,464.

(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		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.

David A Hume | 05/17/10 | Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: Daniel W Kolb CPA	Date: 5.11.10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions): P00238135
Firm's name (or yours if self-employed), address, and ZIP code: BDO SEIDMAN LLP, 99 MONROE AVENUE N.W., SUITE 800, GRAND RAPIDS, MI 49503-2654		EIN ▶ 13-5381590	Phone no. 616-774-7000

THE H.P. AND GENEVIEVE CONNABLE FUND
38-2710894

136 E. MICHIGAN AVENUE, SUITE 1201, KALAMAZOO, MI 49007
2009 RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX
FORM 990-PF

PART VIII - INFORMATION ABOUT OFFICERS, DIRECTORS, AND TRUSTEES

NOTE (1)

The Connable Office, Inc. has been appointed agent by the Trustees of The Fund to serve as custodian and investment manager of the funds and property of The Fund. For these services, under the Agency Agreement, The Connable Office, Inc. receives annual fees at the rate of 1% of the market value of the assets, which includes a reasonable amount of bookkeeping and clerical expenses.

Messrs. Hilboldt, Melvin, Eldridge, Kruis and Weller are employed by, or have an interest in The Connable Office, Inc.

Account Name: HP & Genevieve Connable Fund

Prices As Of : 12/31/2009

Shares	Asset Description		Cost	Market
	Mutual Funds-Bonds			
9,084 311	PIMCO High Yield Fund		66,724 00	79,941 94
19,616 064	PIMCO Total Return Fund		212,092 92	211,853 49
28,832.996	VG Total Bond Market Index Fund		290,794 14	298,421 51
	Sub Total	$	**569,611.06**	**590,216.94**
	Exchange Traded Funds-Equities			
3,431	iShares MSCI Emerging Markets Index Fund		100,434 86	142,386 50
2,750	iShares MSCI Japan Index Fund		25,931 95	26,785 00
2,426	Standard & Poors Depositary Receipts		218,586 15	270,353 44
	Sub Total	$	**344,952.96**	**439,524.94**
	Mutual Funds-Equities			
3,233 434	Baron Growth Fund		129,250 00	133,573 16
5,680 598	Harbor International Fund		213,991 43	311,694 41
25,048.416	Lazard International Equity Open Fund		365,100 00	331,641 03
4,944.636	Matthews Asian Growth and Income Fund		77,433 00	77,976 91
4,173 795	Matthews Japan Fund		54,760 17	45,536 10
26,173 777	T Rowe Price Equity Income Fund		635,015 34	549,387 58
6,769.72	Third Avenue Small Cap Value Fund		113,105 44	123,141 21
	Sub Total	$	**1,588,655.38**	**1,572,950.40**
	Alternative Investments			
5,418 724	Cohen & Steers Institutional Realty Shares		150,967 00	165,433 64
7,129.482	Cohen & Steers International Realty Fund		82,123 77	74,716 97

Account Name: HP & Genevieve Connable Fund

Prices As Of : 12/31/2009

Shares	Asset Description		Cost	Market
10,400 233	Federated Market Opportunity Fund		128,867.95	105,874 37
2,965.163	First Eagle Global Fund		131,739 91	118,547.22
365	iPath Dow Jones-AIG Commodity Index Note		14,949.52	15,424 90
1,100	iShares Barclays TIPS Bond Fund		106,195.45	114,290 00
341	iShares DJ US Oil Equipment Index		18,586.38	14,669 82
5,445 843	IVA Worldwide Fund-Cl A		79,221 00	79,944 98
1,679	Market Vectors Gold Miners ETF		44,413 54	77,586 59
13,113 069	PIMCO All Asset Fund		160,930 20	149,751 25
20,784 671	PIMCO Commodity Real Return Strategy Fund		136,332 00	170,018.61
827	PowerShares Dynamic Oil/Gas Services		18,678 46	14,025 92
1,319	SPDR S&P Metals & Mining		36,774 81	68,073 59
1,138	SPDR S&P Oil & Gas Exploration & Prod		44,318 85	46,896 98
910 144	VG Precious Metals and Mining Fund-Inv		15,144 90	18,603 34
	Sub Total	$	1,169,243.74	1,233,858.18
	Bank Accounts			
76 93	Fifth Third Sweep Account		76 93	76 93
	Sub Total	$	76.93	76.93
	Money Market Funds			
134,100	Fifth Third Inst MM Cash Reserve		134,100 00	134,100.00
81,659 87	Northern Trust Inst MM Invested Cash		81,659 87	81,659.87
	Sub Total	$	215,759.87	215,759.87

Account Name: HP & Genevieve Connable Fund

Prices As Of : 12/31/2009

Shares	Asset Description		Cost	Market
	Grand Total	$	3,888,299.94	4,052,387.26

HP & Genevieve Connable Fund
As of December 31,2009

Shares/PV	Asset Sold	How Acq	Date Acquired	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/Loss
345	iPath Dow Jones-AIG Commodity Index Note	Buy	08/22/2008	01/21/2009	Short	11,427.65	20,534.40	-9,106.75
806	iPath Dow Jones-AIG Commodity Index Note	Buy	12/03/2008	01/21/2009	Short	26,697.63	28,336.95	-1,639.32
807	iPath Dow Jones-AIG Commodity Index Note	Buy	01/13/2009	01/21/2009	Short	26,730.76	27,681.63	-950.87
83	iShares MSCI EAFE Index Fund	Buy	10/07/2008	05/27/2009	Short	3,881.26	4,181.52	-300.26
283	iShares MSCI EAFE Index Fund	Buy	10/14/2008	05/27/2009	Short	13,233.70	13,849.34	-615.64
695	iShares MSCI EAFE Index Fund	Buy	10/27/2008	08/06/2009	Short	35,272.77	27,441.31	7,831.46
188	iShares MSCI EAFE Index Fund	Buy	03/19/2009	11/20/2009	Short	10,370.00	7,061.26	3,308.74
70	iShares MSCI EAFE Index Fund	Buy	04/03/2009	05/27/2009	Short	3,273.35	2,811.60	461.75
213	iShares MSCI EAFE Index Fund	Buy	04/03/2009	08/06/2009	Short	10,810.22	8,555.29	2,254.93
174	iShares MSCI Emerging Markets Index Fund	Buy	05/27/2009	08/06/2009	Short	6,267.34	5,674.00	593.34
325	iShares Russell 2000 Index Fund	Buy	03/19/2009	10/16/2009	Short	20,044.41	13,535.28	6,509.13
423	iShares Russell 2000 Index Fund	Buy	04/03/2009	10/16/2009	Short	26,088.57	18,936.82	7,151.75
255	PowerShares WilderHill Clean Energy Fund	Buy	10/16/2008	10/01/2009	Short	2,673.04	2,559.92	113.12
20,000	U S Treasury Notes 3.125% 11/30/09	Buy	06/27/2008	04/21/2009	Short	20,318.75	20,092.83	225.92
	Date Last Amortized : 04/21/2009 Amount Amortized To Date : 122.80							
130,000	U S Treasury Notes 4.875% 05/15/09	Buy	06/02/2008	04/03/2009	Short	130,548.44	130,401.77	146.67
	Date Last Amortized : 04/03/2009 Amount Amortized To Date : 2,888.86							
1,216.763	Federated Market Opportunity Fund	Buy	03/23/2006	05/27/2009	Long	14,150.95	15,319.05	-1,168.10
1,438.304	Federated Market Opportunity Fund	Buy	07/07/2006	05/27/2009	Long	16,727.48	19,000.00	-2,272.52
784.314	Federated Market Opportunity Fund	Buy	03/14/2007	05/27/2009	Long	9,121.57	10,000.00	-878.43
308.453	First Eagle Global Fund	Buy	03/23/2006	05/27/2009	Long	10,678.64	13,760.09	-3,081.45
413.673	First Eagle Global Fund	Buy	07/07/2006	05/27/2009	Long	14,321.36	19,000.00	-4,678.64
805.009	Harbor International Fund	Buy	04/16/2004	11/24/2009	Long	45,000.00	30,898.02	14,101.98
731	iPath Dow Jones-AIG Commodity Index Note	Buy	01/19/2007	01/21/2009	Long	24,213.36	34,203.86	-9,990.50

HP & Genevieve Connable Fund
As of December 31,2009

Shares/PV	Asset Sold	How Acq	Date Acquired	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/Loss
900	iShares MSCI EAFE Index Fund	Buy	05/06/2003	05/27/2009	Long	42,085.98	31,348.74	10,737.24
2,400	iShares MSCI EAFE Index Fund	Buy	11/11/2003	05/27/2009	Long	112,229.27	99,391.03	12,838.24
650	iShares MSCI EAFE Index Fund	Buy	04/14/2004	05/27/2009	Long	30,395.43	30,570.97	-175.54
28	iShares MSCI EAFE Index Fund	Buy	10/27/2008	11/20/2009	Long	1,544.47	1,105.55	438.92
532	iShares Russell 2000 Index Fund	Buy	05/06/2003	10/16/2009	Long	32,811.17	21,840.12	10,971.05
218	iShares Russell 2000 Index Fund	Buy	05/06/2003	08/06/2009	Long	12,206.90	8,949.52	3,257.38
975	iShares Russell 2000 Index Fund	Buy	11/11/2003	08/06/2009	Long	54,595.09	51,276.81	3,318.28
1,151.964	PIMCO All Asset Fund	Buy	12/19/2003	05/27/2009	Long	12,130.18	14,249.80	-2,119.62
4,153.885	PIMCO All Asset Fund	Buy	03/11/2004	05/27/2009	Long	43,740.41	52,214.34	-8,473.93
392.157	PIMCO All Asset Fund	Buy	01/31/2008	05/27/2009	Long	4,129.41	5,000.00	-870.59
3,206.997	PIMCO Total Return Fund	Buy	01/18/2008	05/27/2009	Long	33,000.00	35,116.62	-2,116.62
162.866	PIMCO Total Return Fund	Buy	01/18/2008	11/24/2009	Long	1,794.78	1,783.38	11.40
2,559.457	PIMCO Total Return Fund	Buy	03/28/2008	11/24/2009	Long	28,205.22	27,898.08	307.14
500	Standard & Poors Depositary Receipts	Buy	04/14/2004	11/20/2009	Long	54,678.94	56,799.95	-2,121.01
749	Standard & Poors Depositary Receipts	Buy	04/14/2004	10/16/2009	Long	81,537.79	85,086.32	-3,548.53
310	Standard & Poors Depositary Receipts	Buy	01/31/2008	10/16/2009	Long	33,747.28	42,331.93	-8,584.65
161	Standard & Poors Depositary Receipts	Buy	07/11/2008	10/16/2009	Long	17,526.81	19,835.01	-2,308.20
20,000	U S Treasury Notes 3.125% 11/30/09	Buy	06/27/2008	11/30/2009	Long	20,000.00	20,000.00	0.00
	Date Last Amortized : 11/30/2009 Amount Amortized To Date : 215.62							
496.106	VG Precious Metals and Mining Fund-Inv	Buy	02/01/2005	11/24/2009	Long	10,309.08	8,255.26	2,053.82
220.148	VG Precious Metals and Mining Fund-Inv	Buy	05/25/2006	11/24/2009	Long	4,574.68	6,351.07	-1,776.39
696.379	VG Precious Metals and Mining Fund-Inv	Buy	03/16/2007	11/24/2009	Long	14,470.75	20,002.95	-5,532.20
512.295	VG Precious Metals and Mining Fund-Inv	Buy	08/21/2008	11/24/2009	Long	10,645.49	15,000.00	-4,354.51
2,261.596	VG Total Bond Market Index Fund	Buy	04/30/2003	02/10/2009	Long	22,842.12	23,521.26	-679.14

HP & Genevieve Connable Fund
As of December 31,2009

Shares/PV Asset Sold	How Acq	Date Acquired	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/Loss
708.701 VG Total Bond Market Index Fund	Buy	04/16/2004	02/10/2009	Long	7,157.88	7,257.37	-99.49
					1,168,210.38	1,159,021.02	9,189.36
CLASS ACTION SETTLEMENT					3,053.07	0	3,053 07
					1,171,263.45	1,159,021.02	12,242.43
LONG-TERM CAPITAL GAIN DISTRIBUTIONS							2,662 81
TOTAL							14,905.24

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		2,180.			2,180.
	TOTALS	2,180.	0.	0.	2,180.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FIDUCIARY FEES	11,566.	11,566.	
CLERICAL FEES	24,578.		24,578.
TOTALS	36,144.	11,566.	24,578.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FOUNDATION RENEWAL FEES	275.	275.
MICHIGAN ANNUAL REPORT FEE	20.	20.
MISCELLANEOUS	157.	157.
TOTALS	452.	452.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EXCHANGE TRADED - EQUITIES	344,953.	439,525.
MUTUAL FUNDS - EQUITIES	1,588,655.	1,572,950.
ALTERNATIVE INVESTMENTS	1,169,244.	1,233,858.
TOTALS	3,102,852.	3,246,333.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS - BONDS	569,611.	590,217.
TOTALS	569,611.	590,217.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
JAMES S HILBOLDT 136 EAST MICHIGAN AVE., SUITE 1201 KALAMAZOO, MI 49007-3936	TRUSTEE 1.00
JAMES C MELVIN 136 EAST MICHIGAN AVE., SUITE 1201 KALAMAZOO, MI 49007-3936	PRESIDENT/TRUSTEE 1.00
LOYAL A ELDRIDGE III 136 EAST MICHIGAN AVE., SUITE 1201 KALAMAZOO, MI 49007-3936	VICE PRES/SECRETARY/TRUSTEE 1.00
DAVID S KRUIS 136 EAST MICHIGAN AVE., SUITE 1201 KALAMAZOO, MI 49007-3936	TREASURER/TRUSTEE 2.00
BRADLEY E WELLER 136 EAST MICHIGAN AVE., SUITE 1201 KALAMAZOO, MI 49007-3936	VICE PRESIDENT/TRUSTEE 1.00
	GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KALAMAZOO COMMUNITY FOUNDATION 151 S ROSE STREET, #332 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	KALAMAZOO RIVER VALLEY TRAILWAY FUND	10,000.
KALAMAZOO SYMPHONY ORCHESTRA 359 SOUTH KALAMAZOO MALL, SUITE 100 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	BARRY ROSS GUEST VIOLINIST SERIES	3,000.
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO, MI 49006	NONE OTHER PUBLIC CHARITY	RENOVATION OF THE STUDENT CENTER	10,000.
YMCA OF KALAMAZOO 1001 MAPLE STREET KALAMAZOO, MI 49001-1843	NONE OTHER PUBLIC CHARITY	STRONG KIDS-STRONG FAMILIES CAMPAIGN	5,000.
KALAMAZOO COMMUNITY FOUNDATION 151 S ROSE STREET, #332 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	READING RECOVERY PROGRAM	10,000.
ARTS COUNCIL OF GREATER KALAMAZOO 359 SOUTH KALAMAZOO MALL, SUITE 203 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	4,000.
BACH FESTIVAL SOCIETY OF KALAMAZOO, INC. 1200 ACADEMY STREET KALAMAZOO, MI 49006-3295	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,000.
BOY SCOUTS OF AMERICA 1035 WEST MAPLE STREET KALAMAZOO, MI 49008-1843	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY HEALING CENTERS 1910 SHAFFER ST KALAMAZOO, MI 49048	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	1,000.
DISABILITY RESOURCE CENTER 517 E. CROSSTOWN PARKWAY KALAMAZOO, MI 49001	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	1,000
FAMILY & CHILDREN SERVICES, INC 1608 LAKE STREET KALAMAZOO, MI 49001-3170	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	9,000.
FONTANA CHAMBER ARTS 359 SOUTH KALAMAZOO MALL, SUITE 200 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,500.
FRIENDSHIP HOUSE 1829 S. BURDICK ST KALAMAZOO, MI 49001	NONE OTHER PUBLIC CHARITY	CHRISTIAN RESOURCE CENTER	1,000.
GIRL SCOUTS HEART OF MICHIGAN 1011 WEST MAPLE STREET KALAMAZOO, MI 49008-1886	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,500.
GREATER KALAMAZOO UNITED WAY 709 SOUTH WESTNEDGE AVENUE KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,000.
HOUSING RESOURCES, INC 345 NORTH BURDICK STREET KALAMAZOO, MI 49007-3829	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
IRVING GILMORE INTERNATIONAL KEYBOARD FESTIVAL 359 S KALAMAZOO MALL, SUITE 101 KALAMAZOO, MI 49007-4843	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,000.
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO, MI 49006	NONE OTHER PUBLIC CHARITY	MUSIC DEPARTMENT	4,000.
KALAMAZOO CONCERT BAND ASSOCIATION P O. BOX 20060 KALAMAZOO, MI 49019	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	1,500
YMCA OF KALAMAZOO 1001 MAPLE STREET KALAMAZOO, MI 49001-1843	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,000.
KALAMAZOO INSTITUTE OF ARTS 314 SOUTH PARK STREET KALAMAZOO, MI 49007-5102	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,500.
KALAMAZOO JUNIOR SYMPHONY SOCIETY 714 SOUTH WESTNEDGE AVENUE, RM 344 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	1,500.
KALAMAZOO LOAVES AND FISHES 913 EAST ALCOTT STREET KALAMAZOO, MI 49001-3853	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,500.
KALAMAZOO NATURE CENTER, INC. 7000 NORTH WESTNEDGE AVENUE KALAMAZOO, MI 49009-6309	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KALAMAZOO SINGERS P.O. BOX 2712 KALAMAZOO, MI 49003-2712	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	1,500.
KALAMAZOO SYMPHONY ORCHESTRA 359 SOUTH KALAMAZOO MALL, SUITE 100 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,500.
KALAMAZOO VALLEY COMMUNITY COLLEGE FOUNDATION 6767 WEST O AVENUE, P O BOX 4070 KALAMAZOO, MI 49003-4070	NONE OTHER PUBLIC CHARITY	SCHOLARSHIP ASSISTANCE	4,000.
RED TENT 1918 STEARNS KALAMAZOO, MI 49008	NONE OTHER PUBLIC CHARITY	GIRLS IN THE WILD	2,500.
RESIDENTIAL OPPORTUNITIES, INC. 1100 SOUTH ROSE STREET KALAMAZOO, MI 49001	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,500
SENIOR SERVICES, INC. 918 JASPER STREET KALAMAZOO, MI 49001-2853	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	4,000.
SHEPHERDS CENTER OF GREATER KALAMAZOO 1833 SOUTH BURDICK STREET KALAMAZOO, MI 49001-2715	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,500.
SOUTHWEST MICHIGAN FIRST CORPORATION 346 WEST MICHIGAN AVENUE KALAMAZOO, MI 49007-3737	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTHWEST MICHIGAN LAND CONSERVANCY, INC 6851 SOUTH SPRINKLE ROAD PORTAGE, MI 49002-9708	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	1,500.
YWCA OF KALAMAZOO 353 EAST MICHIGAN AVENUE KALAMAZOO, MI 49007-3832	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	2,000.
ARTS COUNCIL OF GREATER KALAMAZOO 359 SOUTH KALAMAZOO MALL, SUITE 203 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	CHENERY AUDITORIUM RENOVATION	10,000
KALAMAZOO COMMUNITIES IN SCHOOLS FOUNDATION 247 NORTH ROSE STREET KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	GENERAL OPERATING	30,000.
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO, MI 49006	NONE OTHER PUBLIC CHARITY	SCHOLARSHIP IN SCIENCE PROGRAM	10,000
GIRL SCOUTS HEART OF MICHIGAN 1011 WEST MAPLE STREET KALAMAZOO, MI 49008-1886	NONE OTHER PUBLIC CHARITY	CAPITAL CAMPAIGN	7,500.
KALAMAZOO SYMPHONY ORCHESTRA 359 SOUTH KALAMAZOO MALL, SUITE 100 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	BARRY ROSS GUEST VIOLINIST FUND	2,500.
ARTS COUNCIL OF GREATER KALAMAZOO 359 SOUTH KALAMAZOO MALL, SUITE 203 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	ELEVATOR REPLACEMENT AT THE EPIC CENTER	1,500.
		TOTAL CONTRIBUTIONS PAID	173,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KALAMAZOO SYMPHONY ORCHESTRA 359 SOUTH KALAMAZOO MALL, SUITE 100 KALAMAZOO, MI 49007	NONE OTHER PUBLIC CHARITY	BARRY ROSS GUEST VIOLINIST FUND	2,500.
		TOTAL CONTRIBUTIONS APPROVED	2,500.

THE H.P. AND GENEVIEVE CONNABLE FUND 38-2710894

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					2,663.	
		PUBLICLY TRADED SECURITIES					VARIOUS	VARIOUS
1,171,263.		1,159,021.					12,242.	
TOTAL GAIN (LOSS)							14,905.	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: THE H.P. AND GENEVIEVE CONNABLE FUND

Employer identification number: 38-2710894

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	12,242.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	2,663.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	14,905.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			
14	**Net long-term gain or (loss):**				
a	Total for year	14a			14,905.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			14,905.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** **b** $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col. (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: THE H.P. AND GENEVIEVE CONNABLE FUND

Employer identification number: 38-2710894

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a PUBLICLY TRADED SECURITIES	VARIOUS	VARIOUS	1,171,263.	1,159,021.	12,242.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . 12,242.

AMENDED AND RESTATED BYLAWS

OF

THE H.P. AND GENEVIEVE CONNABLE FUND

The following Amended and Restated Bylaws replace in their entirety the Bylaws of The H.P. and Genevieve Connable Fund adopted December 30, 1986.

ARTICLE I

CORPORATE NAME

The name of this corporation shall be THE H.P. AND GENEVIEVE CONNABLE FUND (the "Corporation").

ARTICLE II

PURPOSES AND LIMITATIONS

The purposes of the Corporation are as set forth in Article II of the Corporation's Articles of Incorporation.

ARTICLE III

DIRECTORSHIP CORPORATION

The Corporation is a nonstock corporation organized upon a directorship basis under the Michigan Nonprofit Corporation Act (the "MNCA"). All matters which are subject to membership vote or other action under the MNCA in the case of a membership corporation shall be subject to duly authorized action by the Board of Directors of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

1. The business, property, and affairs of the Corporation shall be managed by its Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Corporation which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party.

2. The number of Directors shall be not less than three (3). Directors shall hold office for the term of one (1) year and/or until their successors are elected and qualified. All Director positions shall initially be filled by a vote of the incorporator. Thereafter, at each annual meeting, the Directors shall, by an affirmative vote of a majority of the Directors, elect the Directors for the next year.

3. Vacancies in the Board of Directors shall be filled by the remaining members of the Board of Directors and each person so elected shall be a Director until a successor is elected by the Directors, who may make such election at the next annual meeting of the Directors or at any special meeting duly called for that purpose. In the event of the vacancy of all members of the Board of Directors, a Director shall be appointed by the then sitting chief judge of that court, or division of a court, of Kalamazoo County, Michigan, having jurisdiction over the administration of trusts and estates of

decedents. Such Director so appointed shall, upon assumption of duties, appoint the remaining Directors.

4. Members of the Board of Directors may receive such reasonable compensation for their services as Directors as the Board of Directors may by resolution determine. In determining the amount of compensation to be paid, the Directors shall use the procedures set forth in Section 4958 of the Internal Revenue Code of 1986, as amended (the "Code"), and the Regulations promulgated thereunder.

5. A Director may resign by giving written notice to the President of the Corporation which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the President, and the acceptance of the resignation shall not be necessary to make it effective.

6. Any Director may be removed at any time, with or without cause, by an affirmative vote of a majority of the Directors.

7. A Director shall discharge the duties of that position in good faith and with that degree of diligence, care, and skill which an ordinarily prudent person would exercise under similar circumstances in a like position. In discharging the duties, a Director, when acting in good faith, may rely upon the opinion of counsel for the Corporation, upon the report of an independent appraiser selected with reasonable care by the Board of Directors, or upon financial statements of the Corporation represented to the Director as correct by the President or the officer of the Corporation having charge of its books of account, or as stated in a written report by an independent public or certified public accountant or firm of accountants fairly to reflect the financial condition of the Corporation.

8. A contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and a domestic or foreign corporation, domestic or foreign business corporation, firm or association of any type or kind, in which one or more of its Directors are directors, or are otherwise interested, is not void or voidable solely because of such common directorship or interest, or solely because such Directors are present at the meeting of the Board of Directors or committee thereof which authorizes or approves the contract or transaction, or solely because their votes are counted for such purpose if any of the following conditions is satisfied:

(a) The contract or other transaction is fair and reasonable to the Corporation when it is authorized, approved, or ratified.

(b) The material facts as to the Director's relationship or interest and as to the contract or transaction are disclosed or known to the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the contract or transaction by a vote sufficient for the purpose without counting the vote of any common or interested Director.

9. Any contract or other transaction between the Corporation and one or more of its Directors or other person who is a Disqualified Person (herein a "Disqualified Person"), as defined in Section 4958 of the Code and the Regulations promulgated thereunder, or between the Corporation and a domestic or foreign corporation, domestic or foreign business corporation, firm or association of any type or kind, in which one or more Disqualified Persons are directors, or are otherwise interested, must not constitute an excess benefit transaction pursuant to Section 4958 of the Code and the

Regulations promulgated thereunder, and any such contract or transaction shall comply with the requirements of Section 4958 and its Regulations. Any economic benefit that is provided to a Disqualified Person for the performance of services shall be documented with written substantiation that is contemporaneous with the transfer of the economic benefit.

10. The Board of Directors may approve a Conflicts of Interest Policy that establishes policies and procedures for determining when a Director or other person involved with the Corporation has a conflict of interest and which specifies procedures for reviewing and voting upon any contract or transaction with such an interested person or with an entity in which such person has an interest. The policies and procedures approved by the Board of Directors may be stricter than those set forth in the MNCA or in these Bylaws, including Section 8 above.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

1. The Board of Directors may set the time and place for regular meetings of the Board of Directors as is necessary to conduct the business of the Corporation.

2. The regular annual meeting of the Board of Directors shall be held each year on the third Tuesday in June or such other date as the Board of Directors may designate.

3. A special meeting of the Board of Directors may be called at any time by any two (2) Directors.

4. All meetings shall be held at the Corporation's principal office or at such other place as shall be determined by the Board of Directors.

5. All meetings shall be held at such time, date, and place as may be designated in the notice therefore.

6. At all meetings, a majority of the members of the Board of Directors, or a committee thereof, shall constitute a quorum for the transaction of business. Unless otherwise specifically required by these Bylaws, the Articles of Incorporation, or Michigan law, the vote of a majority of the members present at a meeting at which a quorum is present constitutes the action of the Board of Directors, or a committee thereof.

7. A member of the Board of Directors, or a committee thereof, may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting of such participant.

8. Any action required or permitted to be taken at any meeting of the Board of Directors, or a committee thereof, may be taken without a meeting, if before or after the action, all members of the Board of Directors then in office, or all members of the committee then in office, consent to the action in writing or by electronic transmission and such written consent is filed with the minutes of the proceedings of the Board of Directors or committee thereof.

9. As used in these Bylaws, electronic transmission refers to any form of communication that does not directly involve the physical transmission of paper, creates a record that may be retained and retrieved by the recipient and may be directly reproduced in paper form by the recipient through an

automated process. As used in these Bylaws, "written" or "writing" will include communication by electronic transmission, including but not limited to facsimile and e-mail communications. Notices of meetings, waivers of notice of meetings, proxies, and written consents may be transmitted by electronic transmission. When a notice or communication is transmitted electronically, the notice or communication is deemed to be given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. A person will be deemed to have authorized the use of communication by such method of electronic transmission upon providing the Corporation with a valid facsimile number, e-mail address, or other electronic transmission contact information.

ARTICLE VI

NOTICES OF MEETINGS OF THE BOARD OF DIRECTORS

1. Notice of all meetings of the Board of Directors shall be given not less than twenty-four (24) hours prior to the time fixed therefore by personal delivery, by telephone, or by electronic transmission, and if by United States mail not less than five (5) days prior to such time; provided, however, that if a purpose of a meeting is to vote to amend the Corporation's Articles of Incorporation then the number of days of advance notice for the meeting and the contents of the notice shall be as required by the MNCA.

2. The necessity for the giving of any notice of any meeting of the Board of Directors may be waived by any member who signs a proper written waiver, and such waiver shall be sufficient if signed before, at the time of, or after such meeting. Such waiver shall be sufficient if delivered in original form or by electronic transmission. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3. All meetings at which all persons entitled to participate therein are present either in person or by conference telephone shall be regular in all respects, regardless of any irregularity in the giving of notice thereof.

4. All notices of all meetings shall be in a form such as to reasonably advise all Directors of the matters proposed for consideration at the meeting; providing, however, that it shall be presumed without any written notice that (1) the election of Directors and officers will take place at the regular annual meeting of the Board of Directors, and (2) applications for and orders directing distribution of distributable funds of the Corporation may be considered at any and all meetings of the Board of Directors.

5. Notices given by mail, telephone, or electronic transmission shall be subject to the following:

   (a) A notice given by mail shall be mailed to the person entitled to receive notice at the address designated by that person for that purpose, or if none is designated, at that person's last known address. The notice is given when deposited, with postage prepaid, in a post office box or official depository under the excusive care and custody of the United States Postal Service. The mailing shall be registered, certified, or other first class mail except where otherwise provided in the MNCA.

(b) A notice given by telephone shall be given by calling the person entitled to receive notice at the telephone number designated by that person for that purpose, or if none is designated, at that person's last known telephone number. The notice is deemed given if told to the person directly, or in the event of the inability to contact the person by telephone, such telephone notice shall be sufficient if word thereof is left with a responsible person either at the home or place of business of the person entitled to receive notice.

(c) A notice given by electronic transmission shall be sent to the person entitled to receive notice by any means of electronic transmission authorized pursuant to Article V, Section 9 above.

ARTICLE VII

OFFICERS

1. At the Annual Meeting, the Board of Directors shall select a President, a Vice President, a Secretary, and a Treasurer, and may select a Chairperson of the Board, one or more additional Vice Presidents, Assistant Secretaries, and Assistant Treasurers, who shall be elected by the Board of Directors at its regular annual meeting. The term of office shall be for one (1) year or until their successors are chosen. No one of such officers, except the President and, if elected, the Chairperson of the Board, need be a Director. Any two of the above offices, except those of President and Vice President, may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity. The Board of Directors may fix the salaries of the officers of the Corporation.

2. The Board of Directors may also appoint such other officers and agents (including agents having custody of the Corporation's assets) as it may deem necessary for the transaction of the business of the Corporation. All officers and agents shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be designated by the Board of Directors.

3. The Board of Directors may secure the fidelity of any or all of such officers by bond or otherwise.

4. Officers may receive such reasonable compensation for their services as Officers as the Board of Directors may by resolution determine. In determining the amount of compensation to be paid, the Directors shall use the procedures set forth in Section 4958 of the Code and the Regulations promulgated thereunder.

5. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6. Any of the Officers designated in Section 1 of this Article VII may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby.

7. An Officer shall discharge the duties as an officer, and shall be entitled to rely on reports, etc., in the same manner as specified for a Director in Article IV, Section 7.

ARTICLE VIII

DUTIES OF OFFICERS

1. The President shall be the chief executive officer of the Corporation and have the general powers and duties of supervision and management usually vested in the office of the president of a corporation. The President shall preside over all meetings of the Board of Directors. The President shall be selected by and from the membership of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be an ex-officio member of all standing committees.

2. At least one Vice President shall be chosen. Such Vice Presidents, in the order of their seniority, shall perform the duties and exercise the powers of the President during the absence or disability of the President.

3. The Secretary or Assistant Secretary shall keep, maintain, and preserve the books and records of the Corporation and the minutes of various meetings of the Board of Directors, and the Secretary or Assistant Secretary shall have such further and other duties, responsibilities, and powers as are customarily incident to that office or as may be prescribed, from time to time, by the Board of Directors.

4. The Treasurer or Assistant Treasurer shall have such duties, responsibilities, and powers as are customarily incident to that office or as may be prescribed, from time to time, by the Board of Directors.

ARTICLE IX

OPERATING PROCEDURE

1. The distribution of funds in furtherance of the charitable purposes of the Corporation shall be and remain subject at all times to the control of the Board of Directors, except to the extent delegated to a committee in compliance with Article X.

2. With regard to the use and distribution of funds and properties as from time to time received and accepted by the Corporation, the Board of Directors will recognize and follow any specific direction and any request or suggestion given by the donor, but the right is reserved to deviate therefrom in the event and to the extent that any such direction, request, or suggestion does not appear workable or practical or following such request may jeopardize the tax-exempt status of the Corporation.

3. The books of the Corporation and, so far as is applicable to the funds of the Corporation, the books of each authorized agent having custody of the Corporation's assets may be audited once each year. If the Board of Directors elects to have an annual audit, the Board of Directors shall select a certified public accountant for the purpose of such audit. If an audit report is obtained, a copy of such audit report shall be furnished to each member of the Board of Directors as soon as it reasonably may be delivered after the receipt thereof by the Secretary of the Corporation, and a copy thereof shall be retained by the Secretary as a part of the Corporation's records.

ARTICLE X

COMMITTEES

1. The Board of Directors, by an affirmative vote of a majority of the Directors, may designate one or more committees, each committee consisting of one or more Directors. The Board of Directors may also designate one or more Directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board of Directors shall serve at the pleasure of the Board of Directors.

2. Any committee shall exercise such powers and perform such duties as are stated in these Bylaws or as the Board of Directors may, from time to time authorize, including any or all powers and authority of the Board of Directors in the management and affairs of the Corporation; however, no committee shall have power or authority to:

(a) Amend the Articles of Incorporation.

(b) Adopt an agreement of merger or consolidation.

(c) Amend the Bylaws of the Corporation.

(d) Fill vacancies in the Board of Directors.

(e) Fix compensation of the Directors for serving on the Board of Directors or on a committee.

(f) Take any other action prohibited by law, the Articles of Incorporation, or these Bylaws.

3. The Board of Directors may adopt rules regarding the conduct of committees and their meetings, including rules for the calling of meetings, quorum requirements and voting. To the extent it is not inconsistent with the rules adopted by the Board of Directors, each committee may establish its own rules to govern the conduct of its activities.

ARTICLE XI

DISSOLUTION

In the event of the dissolution of the Corporation, all of its assets shall be distributed as provided in the Articles of Incorporation.

ARTICLE XII

CORPORATE SEAL

The Board of Directors may, in its discretion, adopt a suitable corporate seal, which seal, if any, shall be in the charge of and shall be used by the Secretary.

ARTICLE XIII

AMENDMENT OF BYLAWS

These Bylaws may be amended or revoked, in whole or in part, and from time to time, by an affirmative vote of a majority of the Directors, providing that the notice of any meeting at which such action is to be considered shall include a detailed description of the proposed action, including the wording of proposed changes to these Bylaws.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31.

ARTICLE XV

DIRECTORS AND TRUSTEES

"Director," as used herein, shall be interpreted to mean "Trustee," as permitted by MCL 450.2106(3), if the Articles of Incorporation use the term "Trustee" in lieu of "Director."

CERTIFICATE OF SECRETARY

I, Loyal A. Eldridge III, certify that: (1) I am the duly constituted secretary of The H.P. and Genevieve Connable Fund, a Michigan nonprofit corporation, and secretary of its Board of Directors, and as such officer, I am the official custodian of its records; and (2) the foregoing Amended and Restated Bylaws are the Bylaws of the Corporation as are now lawfully in force and effect.

I have hereunto affixed my official signature in the City of Kalamazoo, Michigan, effective as of the 16th day of June 2009.

LAE III

Loyal A. Eldridge III, Secretary