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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning, 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 EDWIN J. & RUTH M. SHOEMAKER FOUNDATION		A Employer identification number 38-3137832
	Number and street (or P.O. box number if mail is not delivered to street address) 840 W. LONG LAKE ROAD		B Telephone number 248-267-3282
	City or town, state, and ZIP code TROY, MI 48098		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 15,542,013. (Part I, column (d) must be on cash basis)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,958.	4,958.		STATEMENT 1
	4 Dividends and interest from securities	433,096.	433,096.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<117,148.>			
	b Gross sales price for all assets on line 6a	1,366,070.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	320,906.	438,054.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	10,826.	5,413.		5,413.
	b Accounting fees				
	c Other professional fees STMT 4	70,541.	35,271.		35,270.
	17 Interest				
	18 Taxes STMT 5	4,000.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	85,367.	40,684.		40,683.
	25 Contributions, gifts, grants paid	754,500.			754,500.
26 Total expenses and disbursements. Add lines 24 and 25	839,867.	40,684.		795,183.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<518,961.>				
b Net investment income (if negative, enter -0-)		397,370.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	<3.>	<3.>	<3.>	
	2 Savings and temporary cash investments	6,261,205.	3,989,482.	3,989,482.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations	546,000.			
	b Investments - corporate stock STMT 6	5,077,406.	5,766,842.	5,608,483.	
	c Investments - corporate bonds STMT 7	4,725,155.	5,962,167.	5,944,051.	
	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other	<372,314.>			
	14 Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	16,237,449.	15,718,488.	15,542,013.	
	Liabilities	17 Accounts payable and accrued expenses			
		18 Grants payable			
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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 ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
	27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds	16,237,449.	15,718,488.			
30 Total net assets or fund balances	16,237,449.	15,718,488.			
31 Total liabilities and net assets/fund balances	16,237,449.	15,718,488.			

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	16,237,449.
2 Enter amount from Part I, line 27a	2	<518,961.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,718,488.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,718,488.

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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 ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b 14,490 SHS, SCHERING-PLOUGH	P	VARIOUS	11/23/09
c 700 SHS, MERCK & CO	P	VARIOUS	11/23/09
d CASH-IN-LIEU OF FRACTIONAL SHARE, MERCK	P	VARIOUS	11/24/09
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 1,153,633.		1,325,231.	<171,598.>
b 152,145.		141,703.	10,442.
c 60,274.		16,284.	43,990.
d 18.			18.
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			<171,598.>
b			10,442.
c			43,990.
d			18.
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	<117,148.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	918,691.	15,503,659.	.059256
2007	929,252.	16,338,639.	.056875
2006	900,705.	16,071,672.	.056043
2005	810,793.	15,845,173.	.051170
2004	882,815.	17,168,236.	.051421

2 Total of line 1, column (d)	2	.274765
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	.054953
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	14,405,003.
5 Multiply line 4 by line 3	5	791,598.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,974.
7 Add lines 5 and 6	7	795,572.
8 Enter qualifying distributions from Part XII, line 4 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.	8	795,183.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	7,947.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	7,947.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	7,947.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,604.	
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	6,604.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	40.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,383.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► GREGORY V. DICENSO Telephone no. ► 248-267-3282
 Located at ► 840 W. LONG LAKE ROAD, STE. 200, TROY, MI ZIP+4 ► 48098

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED STATEMENT 9				
	0.00	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,193,451.
b	Average of monthly cash balances	1b	4,430,918.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,624,369.
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	14,624,369.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	219,366.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,405,003.
6	Minimum investment return. Enter 5% of line 5	6	720,250.

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

1	Minimum investment return from Part X, line 6	1	720,250.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	7,947.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,947.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	712,303.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	712,303.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	712,303.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	795,183.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	795,183.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	795,183.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				712,303.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			53,364.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 795,183.				
a Applied to 2008, but not more than line 2a			53,364.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				712,303.
e Remaining amount distributed out of corpus	29,516.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	29,516.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	29,516.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	29,516.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 8

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:

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 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.

Sign Here	Signature of officer or trustee <u><i>Robert L. Shoemaker</i></u>		Date <u>5-5-10</u>		Title <u>PRESIDENT</u>	
	Preparer's signature <u><i>[Signature]</i></u>		Date <u>4/3/10</u>		Check if self-employed <input type="checkbox"/>	
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code <u>MILLER, CANFIELD, PADDOCK & STONE, PLC</u> <u>840 W. LONG LAKE ROAD, SUITE 200</u> <u>TROY, MI 48098-6358</u>				EIN <u> </u>	
	Phone no. <u>248-879-2000</u>				Preparer's identifying number <u> </u>	

Form **990-PF** (2009)

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

SOURCE	AMOUNT
CHARLES SCHWAB	4,958.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,958.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	432,937.	0.	432,937.
CHARLES SCHWAB	159.	0.	159.
TOTAL TO FM 990-PF, PART I, LN 4	433,096.	0.	433,096.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MILLER CANFIELD PADDOCK & STONE, PLC	10,826.	5,413.		5,413.
TO FM 990-PF, PG 1, LN 16A	10,826.	5,413.		5,413.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HARTLINE MANAGEMENT FEES	70,541.	35,271.		35,270.
TO FORM 990-PF, PG 1, LN 16C	70,541.	35,271.		35,270.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	4,000.	0.			0.
TO FORM 990-PF, PG 1, LN 18	4,000.	0.			0.

FORM 990-PF	CORPORATE STOCK			STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JOHNSON & JOHNSON	211,991.	257,640.
LA-Z-BOY INC	2,055,026.	1,066,207.
MEDTRONIC INC	210,945.	180,318.
MICROSOFT CORP	68,675.	76,200.
PEPSICO, INC	57,996.	72,960.
PROCTER & GAMBLE	157,258.	163,701.
WALGREEN COMPANY	36,400.	36,720.
ISHARES NAS BIOT IDX	70,381.	81,830.
MERCK & COMPANY	313,628.	426,312.
ACTIVISION INC	22,777.	62,305.
DUKE ENERGY CO	73,332.	78,478.
SEQUELLA INC	100,000.	100,000.
THERMO FISHER SCIENTIFIC INC	278,943.	383,905.
WATSON WYATT WORLDWIDE INC	194,022.	285,120.
ALTRIA GROUP	348,557.	369,044.
LORILLARD INC	283,255.	361,035.
MCDONALDS CORP	227,859.	280,980.
ST. GOLD TRUST	319,652.	429,240.
TEEKAY TANKERS LTD	232,245.	203,168.
ANNALY CAPITAL MANAGEMENT	111,835.	138,800.
MKT VECT GOLD MINERS ETF	392,065.	554,520.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,766,842.	5,608,483.

FORM 990-PF

CORPORATE BONDS

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DISNEY WALT CO 6.375% DUE 3/1/12	80,000.	87,854.
BUFFALO NY, 5.125%, 01/01/17	174,776.	159,829.
CLINTON PRAIRIE, IN 5.625%, 01/15/18	149,671.	157,295.
EASTERN IOWA COLLEGE DIST, 5.3%, 06/01/13	164,207.	172,351.
TOPEKA KANSAS, 5%, 08/15/15	148,150.	145,989.
LEHMAN 20+ BOND FUND	1,469,902.	1,357,339.
KNOX CNTY HOSPITAL, 5.8%, 12/01/13	307,906.	296,397.
INDIANA BD BK REV, 5.12%, 01/15/17	479,645.	515,420.
ILLINOIS FIN AUTH REV, 5.649%, 07/01/17	550,165.	568,975.
ROBINSON AUTH, 5.375%, 5/15/18	505,645.	491,220.
MARYSVILLE REF, 5.25%, 12/01/21	703,460.	660,089.
ST. LOUIS MUNI FIN CORP	655,662.	699,769.
DU PAGE CNTY IL, 4.4%, 10/01/14	572,978.	631,524.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,962,167.	5,944,051.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	8
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROBERT L. SHOEMAKER
9130 HUNTER LANE
TRAVERSE CITY, MI 49684

TELEPHONE NUMBER

231-943-4717

~~FORM AND CONTENT OF APPLICATIONS~~

LETTER DESCRIBING PURPOSE OF GRANT AND VERIFICATION OF ORGANIZATION'S
CHARITABLE STATUS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ORGANIZATIONS MUST HAVE AS THEIR MISSION AND ACTIVITY (WHETHER DIRECTLY
OR INDIRECTLY) THE FURTHERING OF THE GOSPEL OF OUR LORD JESUS CHRIST, (JOHN
3:16), AND MUST BE FAITHFUL TO THE TENETS OF THE CHRISTIAN FAITH, (MATTHEW
28:17-20).

REALIZED GAINS AND LOSSES
FOUNDATION
From 01-01-09 Through 10-12-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06/17/03	01/20/09	100000	FEDERAL HOME LOAN BANK 4.250% Due 07-17-18	100000	100000		0
12/09/08	02/05/09	-2500	RETAIL HOLDERS	174758	186157	11399	
12/09/08	02/10/09	-2500	RETAIL HOLDERS	175690	186157	10467	
04/15/04	02/20/09	1000	UNITED HEALTH GROUP	31596	27923		-3673
10/20/04	02/20/09	500	UNITED HEALTH GROUP	17124	13961		-3162
07/10/06	02/20/09	3000	UNITED HEALTH GROUP	140534	83769		-56765
04/16/03	04/06/09	200000	FEDERAL NATL MTG ASSN 5 000% Due 04-07-16	198500	200000		1500
07/16/03	05/05/09	250000	FED HOME LOAN MTG 5 000% Due 07-29-16	247500	250000		2500
05/08/09	06/20/09	-120	CALL MKT VECT GOLD MINERS ETF \$40 6/09	0	19679	19679	
12/01/05	09/28/09	4000	DHT MARITIME INC	42225	15043		-27182
12/02/05	09/28/09	2734	DHT MARITIME INC	28673	10282		-18391
12/06/05	09/28/09	2400	DHT MARITIME INC	25252	9026		-16226
12/07/05	09/28/09	4671	DHT MARITIME INC	48355	17567		-30788
12/07/05	09/29/09	9179	DHT MARITIME INC	95023	34067		-60956
TOTAL GAINS						41545	4000
TOTAL LOSSES						0	-217144
						1325231	1153633
						41545	-213144
TOTAL REALIZED GAIN/LOSS							-171598
NO CAPITAL GAINS DISTRIBUTIONS							

List of Officers, Directors, Trustees, etc.

Name and Address	Title & average Hour per week Devoted to position	Employee Ben Plan Contr	Expense Acct	Compen- sation
Robert L. Shoemaker 9130 Hunter Lane Traverse City, MI 49684	President/Director 2	0	0	0
Eric C. Shoemaker 10638 Fawn View Court Zeeland, MI 49464	Director 2	0	0	0
Dale A. Shoemaker 5330 Calle Vista San Diego, CA 92109	Vice-President/ Director 2	0	0	0
Mary Kaye Johnston 3500 207 th Avenue Issaquah, WA 98027	Secy./Treas Director 2	0	0	0
Rocque E. Lipford 214 E. Elm Avenue Suite 100 Monroe, MI 48161	Director 2	0 0	0 0	0 0
David Johnston Box 23 Garibaldi Highland, B.C. CANADA B0N-1T0	Director 2	0	0	0

Form 990-PF

Grants and Contributions Paid During the Year

Statement 10

<u>Recipient Name and Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
American Center of Church Music 2108 Scottwood Ann Arbor, MI 48104	N/A	Public Charity	General	5,000.00
Anglican Mission in America P.O. Box 3427 Pawleys Island, SC 29585	N/A	Public Charity	General	50,000.00
The Bible League 16801 Van Dam Road South Holland, IL 60473	N/A	Public Charity	General	10,000.00
Coral Ridge Ministries P.O. Box 40 Ft. Lauderdale, FL 33302	N/A	Public Charity	General	10,000.00
Ekklesia Society PO Box 118526 Carrollton, TX 75011-8526	N/A	Public Charity	General	75,000.00
Fidelus Center for Law and Policy PO Box 277 Chelsea, MI 48118	N/A	Public Charity	General	30,000.00
Focus on the Family Colorado Springs, Colorado 80995	N/A	Public Charity	General	10,000.00
Forward in Faith, North America 2905 Lackland Road, Suite D Fort Worth, TX 76116	N/A	Public Charity	General	25,000.00
Heartbeat of Monroe 326 North Monroe Street Monroe, MI 48161	N/A	Public Charity	General	15,000.00
Holy Ghost Lutheran Church 3589 Heiss Road Monroe, MI 48162-9440	N/A	Public Charity	General	2,500.00
Intermountain Baptist Church 20410 Marquette Street Burney, California 96013	N/A	Public Charity	General	2,500.00
Life Choices of King County Kirkland, Washington	N/A	Public Charity	General	2,000.00
Lutheran Special Education Ministries 6861 East Nevada Street Detroit, MI 48234	N/A	Public Charity	General	40,000.00

Mercy Memorial Hospital Monroe, MI 48161	N/A	Public Charity	General	120,000.00
Michigan Right to Life Educational Fund 2340 Porter Street P.O. Box 901 Grand Rapids, MI 49509	N/A	Public Charity	General	150,000.00
National Right to Life 512 10 th Street NW Washington, DC 20004	N/A	Public Charity	Education Trust Fund	50,000.00
Pregnancy Resource Center 1040 Walnut Street Traverse City, MI 49686	N/A	Public Charity	General	10,000.00
Redeemer Lutheran Church P.O. Box 184 Interlochen, MI 49634	N/A	Public Charity	General	60,000.00
Salvation Army - Monroe 1018 E. Second Street Monroe, MI 48161	N/A	Public Charity	General	10,000.00
St. Mary's School 303 St. Mary's Street P.O. Box 340 Lake Leelanau, MI 49686	N/A	Public Charity	General	2,500.00
The Thomas Moore Law Center 3475 Plymouth Road, Suite 100 Ann Arbor, MI 48105	N/A	Public Charity	General	50,000.00
The U of M Transplant Center 3867 Taubman Center Ann Arbor, MI 48109-0391	N/A	Public Charity	General	25,000.00

TOTAL GRANTS PAID IN 2009

\$754,500.00