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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 01-01-2009 , and ending 12-31-2009

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 VAUGHAN FOUNDATION C/O ERIK H SERR MILLER CANFIELD	A Employer identification number 38-3355160
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 101 N MAIN STREET 7TH FLOOR	B Telephone number (see page 10 of the instructions) (734) 663-2445
	City or town, state, and ZIP code ANN ARBOR, MI 48104	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 ☑ 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)* ▶$ 9,372,342

J Accounting method ☑ 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)	89,182			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	5	5		
	4	Dividends and interest from securities	257,806	257,806		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	56,529			
	b	Gross sales price for all assets on line 6a 92,093				
	7	Capital gain net income (from Part IV, line 2)		56,529		
	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)	30	30		
	12	**Total.** Add lines 1 through 11	403,552	314,370		
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)	11,607	11,607		
	b	Accounting fees (attach schedule)	2,950	2,950		
	c	Other professional fees (attach schedule)				
	17	Interest	197	197		
	18	Taxes (attach schedule) (see page 14 of the instructions)	6,418			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	21,172	14,754		0
	25	Contributions, gifts, grants paid	550,000			550,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	571,172	14,754		550,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-167,620			
	b	**Net investment income** (if negative, enter -0-)		299,616		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	115,641		
2	Savings and temporary cash investments			
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 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			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	1,471,911	1,591,913	9,372,342
c	Investments—corporate bonds (attach schedule)			
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)	1,587,552	1,591,913	9,372,342
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)		171,981	
23	**Total liabilities** (add lines 17 through 22)		171,981	
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			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	1,587,552	1,419,932	
30	**Total net assets or fund balances** (see page 17 of the instructions)	1,587,552	1,419,932	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,587,552	1,591,913	

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	1,587,552
2	Enter amount from Part I, line 27a	2	-167,620
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,419,932
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	1,419,932

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	56,529
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	495,169	8,718,189	0 056797
2007	477,133	8,448,350	0 056476
2006	408,897	7,135,636	0 057304
2005	357,503	6,207,013	0 057597
2004	299,126	5,801,264	0 051562

2	**Total** of line 1, column (d)	2	0 279736
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 055947
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,808,064
5	Multiply line 4 by line 3	5	436,838
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,996
7	Add lines 5 and 6	7	439,834
8	Enter qualifying distributions from Part XII, line 4	8	550,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	2,996
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	2,996
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,996
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 4,840		
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	4,840
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,844
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 1,844 **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		No
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		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation.*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶ERIK H SERR Telephone no ▶(734) 663-2445

Located at ▶101 N MAIN ST 7TH FLOOR ANN ARBOR MI ZIP+4 ▶48104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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**

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** No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☐ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CHRISTINE HOLMES 101 N MAIN ST 7TH FLOOR 101 N MAIN ST 7TH FLOOR ANN ARBOR, MI 48104	PRESIDENT 2 00	0	0	0
CHRISTINE HOLMES 101 N MAIN ST 7TH FLOOR 101 N MAIN ST 7TH FLOOR ANN ARBOR, MI 48104	TREASURER 2 00	0	0	0
ERIK E SERR 101 N MAIN ST 7TH FLOOR 101 N MAIN ST 7TH FLOOR ANN ARBOR, MI 48104	SECRETARY 2 00	0	0	0
CHRISTINE HOLMES 101 N MAIN ST 7TH FLOOR 101 N MAIN ST 7TH FLOOR ANN ARBOR, MI 48104	DIRECTOR 2 00	0	0	0

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

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	

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	7,770,508
b	Average of monthly cash balances	1b	156,461
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	7,926,969
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,926,969
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	118,905
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,808,064
6	**Minimum investment return.** Enter 5% of line 5	6	390,403

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	390,403
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,996		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,996
3	Distributable amount before adjustments Subtract line 2c from line 1			3	387,407
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	387,407
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	387,407

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	550,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	550,000
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	2,996
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	547,004

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					387,407
2 Undistributed income, if any, as of the end of 2008					
a Enter amount for 2008 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2009					
a From 2004.	12,601				
b From 2005.	52,146				
c From 2006.	64,321				
d From 2007.	60,449				
e From 2008.	68,922				
f **Total** of lines 3a through e.		258,439			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 550,000					
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.					387,407
e Remaining amount distributed out of corpus		162,593			
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		421,032			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		12,601			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		408,431			
10 Analysis of line 9					
a Excess from 2005. . . .	52,146				
b Excess from 2006. . . .	64,321				
c Excess from 2007. . . .	60,449				
d Excess from 2008. . . .	68,922				
e Excess from 2009. . . .	162,593				

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

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

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

	Tax year	Prior 3 years			
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	**(e) Total**
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 organization had $5,000 or more in assets at any time during the year—see page 27 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))

CHRISTINE HOLMES

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

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

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				550,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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	5	
4 Dividends and interest from securities			14	257,806	
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			14	56,529	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			14	30	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				314,370	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 314,370

(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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

****** | 2010-04-26 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature ROBERT M SMITH	Date 2010-05-13	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code: BOND & COMPANY PLC, 113 WEST MICHIGAN AVENUE SUITE 301, JACKSON, MI 49201		EIN	Phone no (517) 789-8900

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Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of organization
VAUGHAN FOUNDATION
C/O ERIK H SERR MILLER CANFIELD

Employer identification number
38-3355160

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
VAUGHAN FOUNDATION
C/O ERIK H SERR MILLER CANFIELD

Employer identification number
38-3355160

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHRISTINE HOLMES TRUST C/O ERIK SERR MILLER CANFIELD 101 N MAIN STREET 7TH FLOOR ANN ARBOR, MI 48104	$ 89,182	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
VAUGHAN FOUNDATION
C/O ERIK H SERR MILLER CANFIELD

Employer identification number
38-3355160

Part II **Noncash Property** (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	6000 SHS BURLINGTON NO SANTE FE	$ 791,600	2009-12-09
		$	
		$	
		$	
		$	
		$	

Name of organization
VAUGHAN FOUNDATION
C/O ERIK H SERR MILLER CANFIELD

Employer identification number
38-3355160

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e)** and the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID: 09000034
Software Version: 09510950
EIN: 38-3355160
Name: VAUGHAN FOUNDATION
C/O ERIK H SERR MILLER CANFIELD

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
186 SHS CARDINAL HEALTH	P	1993-08-12	2009-12-15
93 SHS CAREFUSION CORP	P	1993-08-12	2009-12-15
2126 SHS DISCOVER FINANCIAL	P	1993-07-20	2009-12-15
300 SHS INTERNATIOINAL PAPER CO	P	1991-06-14	2009-12-15
606 SHS NEENAH PAPER CO	P	1990-08-16	2009-12-15
2000 SHS SARA LEE CORP	P	1994-03-15	2009-12-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,005		705	5,300
2,167		279	1,888
34,026		6,376	27,650
7,698		4,451	3,247
8,632		4,752	3,880
24,451		19,001	5,450

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,300
			1,888
			27,650
			3,247
			3,880
			5,450

Form 990PF Part XV Line 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*				
ANN ARBOR HANDS ON MUSEUM ANN ARBOR HANDS ON MUSEUM 220 E ANN STREET 202 E ANN STREET ANN ARBOR, MI 48104	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	20,000
ANN ARBOR TEEN CENTER ANN ARBOR TEEN CENTER637 S MAIN STREET 637 S MAIN STREET ANN ARBOR, MI 48104	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	20,000
DOMESTIC VIOLENCE PROJECT DOMESTIC VIOLENCE PROJECT720 19TH ST SE 720 19TH ST SE CANTON, MI 48188	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	25,000
FOOD GATHERERS FOOD GATHERERS1 CARROT WAY 1 CARROT WAY ANN ARBOR, MI 48105	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	25,000
GREAT LAKES RABBITS SANCT GREAT LAKES RABBITS SANCTUARYPO BOX 7 PO BOX 7 WHITTAKER, MI 48190	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	20,000
HORSES HAVEN HORSE HAVEN8257 N LATSON ROAD 8257 N LATSON ROAD HOWELL, MI 48855	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	50,000
HUMANE SOCIETY OF HURON V HUMANE SOCIETY OF HURON VALLEY3100 CHERRYHILLD ROAD 3100 CHERRYHILL ROAD ANN ARBOR, MI 48105	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	45,000
LEADER DOGS FOR THE BLIND LEADER DOGS FOR THE BLIND1039 S ROCHESTER ROAD 1039 S ROCHESTER RD ROCHESTER, MI 48307	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	15,000
MICHIGAN FRIENDS CENTER MICHIGAN FRIENDS CENTER INC 7748 CLARKLAKE ROAD 7748 CLARKLAKE ROAD CHELSEA, MI 48118	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	5,000
MICHIGAN THEATRE FOUNDATI MICHIGAN THEATRE FOUNDATION INC603 E LIBERTY 603 E LIBERTY ANN ARBOR, MI 48108	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	35,000
PAWS WITH A CAUSE PAWS WITH A CAUSE2660 AUBURN ROAD 2660 AUBURN ROAD AUBURN HILLS, MI 48326	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	15,000
PEACE NEIGHBORHOOD CENTER PEACE NEIGHBORHOOD1111 N MAPLE ROAD 1111 N MAPLE ROAD ANN ARBOR, MI 48103	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	45,000
RONALD MCDONALD HOUSE RONALD MCDONALD HOUSE121 S HOLMES 121 S HOLMES LANSING, MI 48912	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	15,000
ST LOUIS CENTER FOR EXCE ST LOUIS CENTER FOR EXCEPTION 16195 OLD US 12 16195 OLD US 12 CHELSEA, MI 48118	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	30,000
SHELTER ASSOCIATION OF WA SHELTER ASSOCIATON OF WASHTENAWPO BOX 7370 PO BOX 7370 ANN ARBOR, MI 48107	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	25,000
Total . . . . ▶ **3a**				550,000

Form 990PF Part XV Line 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*				
UNIVERSITY MUSICAL SOCIET UNIVERSITY MUSICAL SOCIETY BURTON TOWER BURTON TOWER ANN ARBOR, MI 48103	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	30,000
WASHTENAW LAND TRUST WASHTENAW LAND TRUST1100 N MAIN STREET 1100 N MAIN STREET ANN ARBOR, MI 48104	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	5,000
WASHTENAW LITERCY WASHTENAW LITERACY1100 N MAIN STREET SUIT 1100 NMAIN STREET ANN ARBOR, MI 48104	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	25,000
RECYCLE ANN ARBOR RECYCLE ANN ARBOR2950 E ELLSWORTH ROAD 2950 E ELLSWORTH ANN ARBOR, MI 48108	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	5,000
ELES PLACE ELES PLACE1145 W OAKLAND AVE 1145 W OAKLAND AVENUE LANSING, MI 48915	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	5,000
TRAIL'S END WILDLIFE REFU TRAIL'S END WILDLIFE REFUGE INC N/A N/A MARTINSVILLE, IN 46151	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	10,000
UMRC HERITAGE FOUNDATION UMRC HERITAGE FOUNDATIONN/A N/A ANN ARBOR, MI 48108	NONE		USED CONSISTENT W/ 501 (C)(3) STATUS	40,000
THERAPEUTIC RIDING INC THERAPEUTIC RIDING INC4715 E JOY ROAD 4715 E JOY ROAD ANN ARBOR, MI 48105	NONE		USED CONSISTENT W 501(C) (3) STATUS	25,000
PACKARD HEALTH CENTER PACKARD HEALTH CENTER3174 PACKARD ROAD 3174 PACKARD ROAD ANN ARBOR, MI 48108	NONE		USED CONSISTENT W 501(C) (3) STATUS	15,000
Total . . . . ▶ **3a**				550,000

TY 2009 Accounting Fees Schedule

Name: VAUGHAN FOUNDATION

C/O ERIK H SERR MILLER CANFIELD

EIN: 38-3355160

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,950	2,950		

TY 2009 Investments Corporate Stock Schedule

Name: VAUGHAN FOUNDATION
C/O ERIK H SERR MILLER CANFIELD
EIN: 38-3355160

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN MOVIL	13,412	140,940
ARCHER DANIELS MIDLAND	12,807	32,938
AT & T WIRELESS	466,312	1,418,598
BAXTER INTL INC	11,588	58,680
BP PLC SPONS ADR	24,635	114,085
BURLINGTON NO SANTE FE	89,182	788,960
CARDINAL HEALTH		
CHEVRON	22,983	182,004
CITI GROUP INC.	24,547	13,836
COCA COLA	65,659	827,520
DELMONTE FOODS CO.	18,780	50,645
DISCOVER FINANCIAL		
DOW CHEMICAL CO	44,562	110,520
DUN & BRADSTREET	4,736	42,185
EXXON MOBIL	110,098	2,005,877
FORD MOTOR	50,268	192,290
HOSPIRA INC	10,278	112,200
IMS HEALTH	25,739	42,120
INTERNATIONAL PAPER	6,633	11,971
MICROSOFT CORP	36,189	60,960
MOODYS	15,281	53,600
MORGAN STANLEY & CO	32,291	125,859
ORACLE CORPORATION	30,195	49,060
NEENAH PAPER INC		
PEPSICO	10,204	105,184
PLUM CREEK TIMBER CO	46,999	204,848
ROCKWELL AUTOMATION	3,679	150,336
ROCKWELL COLLINS, INC.	5,597	177,152
SARA LEE CORP		
TECO ENERGY	21,618	32,440

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEXTRON CORP	3,536	90,288
VERIZON COMMUNICATIONS	231,563	490,324
VODAPHONE GROUP PLC	6,012	42,624
YUM BRANDS	14,703	423,417
ZIMMER HOLDINGS	5,954	47,288
3M COMPANY	43,846	330,680
MEDCO HEALTH SOLUTIONS	4,021	61,609
SMUCKER J M CO NEW	1,448	14,820
PROCTER & GAMBLE CO	76,558	766,484

TY 2009 Legal Fees Schedule

Name: VAUGHAN FOUNDATION

C/O ERIK H SERR MILLER CANFIELD

EIN: 38-3355160

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	11,607			

TY 2009 Other Income Schedule

Name: VAUGHAN FOUNDATION
C/O ERIK H SERR MILLER CANFIELD

EIN: 38-3355160

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	30	30	

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TY 2009 Other Liabilities Schedule

Name: VAUGHAN FOUNDATION
C/O ERIK H SERR MILLER CANFIELD

EIN: 38-3355160

Description	Beginning of Year - Book Value	End of Year - Book Value
MARGIN ACCOUNT PAYABLE		171,981

TY 2009 Substantial Contributors Schedule

Name: VAUGHAN FOUNDATION
C/O ERIK H SERR MILLER CANFIELD

EIN: 38-3355160

Name	Address
CHRISTINE HOLMES TRUST	101 N MAIN ST SEVENTH FLOOR 101 N MAIN ST SEVENTH FLOOR ANN ARBOR, MI 48104

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TY 2009 Taxes Schedule

Name: VAUGHAN FOUNDATION

C/O ERIK H SERR MILLER CANFIELD

EIN: 38-3355160

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAXES	6,418			