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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

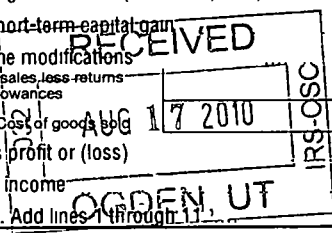
For calendar year 2009, or tax year beginning **JUL 1, 2009**, and ending **JUN 30, 2010**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation GRACE I KLEINPELL TRUST CITIZENS BANK WEALTH MANAGMENT, N.A.	A Employer identification number 38-6122631
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 328 S SAGINAW ST M/C 001065	B Telephone number 810-766-7826
	City or town, state, and ZIP code FLINT, MI 48502	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,597,583.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	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	47.	47.		STATEMENT 1
	4 Dividends and interest from securities	37,364.	37,364.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,015.			
	b Gross sales price for all assets on line 6a 671,604.				
	7 Capital gain net income (from Part IV, line 2)		8,015.		
	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	4,113.	4,113.		STATEMENT 3
	12 Total. Add lines 1 through 11	49,539.	49,539.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	177.	0.		177.
	c Other professional fees STMT 5	20,563.	18,507.		2,056.
	17 Interest				
	18 Taxes STMT 6	1,527.	262.		0.
	19 Depreciation and depletion	617.	617.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	775.	775.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	23,659.	20,161.		2,233.
	25 Contributions, gifts, grants paid	57,420.			57,420.
	26 Total expenses and disbursements. Add lines 24 and 25	81,079.	20,161.		59,653.
	27 Subtract line 26 from line 12	-31,540.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		29,378.		
	c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED AUG 30 2010



RB

GRACE I KLEINPELL TRUST
CITIZENS BANK WEALTH MANAGEMENT, N.A.

Form 990-PF (2009)

38-6122631 Page 2

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	2,846.		
	2 Savings and temporary cash investments	70,608.	27,744.	27,744.
	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			
	b Investments - corporate stock	1,069,324.	968,000.	894,837.
	c Investments - corporate bonds	509,851.	626,197.	660,272.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ MINERAL RIGHTS)	1.	2.	14,730.	
16 Total assets (to be completed by all filers)	1,652,630.	1,621,943.	1,597,583.	
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 and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,533,945.	1,534,181.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	118,685.	87,762.		
30 Total net assets or fund balances	1,652,630.	1,621,943.		
31 Total liabilities and net assets/fund balances	1,652,630.	1,621,943.		

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 50 (must agree with end-of-year figure reported on prior year's return)	1,652,630.
2 Enter amount from Part I, line 27a	-31,540.
3 Other increases not included in line 2 (itemize) ▶	853.
4 Add lines 1, 2, and 3	1,621,943.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,621,943.

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 SHORT TERM CAPITAL GAIN/LOSS - SEE ATTACHED	P	VARIOUS	VARIOUS
b LONG TERM CAPITAL GAIN/LOSS - SEE ATTACHED	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 101,539.		83,900.	17,639.
b 568,956.		579,689.	-10,733.
c 1,109.			1,109.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			17,639.
b			-10,733.
c			1,109.
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	8,015.
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	81,846.	1,452,151.	.056362
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	.056362
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	.056362
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,547,492.
5 Multiply line 4 by line 3	5	87,220.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	294.
7 Add lines 5 and 6	7	87,514.
8 Enter qualifying distributions from Part XII, line 4	8	59,653.

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.

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)		
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	1	588.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	588.
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	588.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	640.
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	640.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	52.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 52. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► CITIZENS BANK WEALTH MANAGEMENT NA Telephone no ► 810-766-7826 Located at ► 328 S SAGINAW STREET, FLINT, MI ZIP+4 ► 48502			
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	► <input checked="" type="checkbox"/>		0.

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 checked="" type="checkbox"/> Yes <input 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	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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)? Yes No
Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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? Yes 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? Yes No

	5b	
6b		X
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
CITIZENS BANK WEALTH MANAGEMENT NA 328 S. SAGINAW ST. FLINT, MI 48502	TRUSTEE 1.00	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

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.

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	1,571,058.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,571,058.
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	1,571,058.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,566.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,547,492.
6	Minimum investment return. Enter 5% of line 5	6	77,375.

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	77,375.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	588.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	588.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	76,787.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	76,787.
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	76,787.

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	59,653.
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	59,653.
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	59,653.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				76,787.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
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	9,863.			
f Total of lines 3a through e	9,863.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 59,653.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				59,653.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	9,863.			9,863.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				7,271.
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	0.			
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				

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 ▶ 4942(j)(3) or 4942(j)(5)

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				(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

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 11				
Total			▶ 3a	57,420.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

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

SOURCE	AMOUNT
INVESTMENT INCOME	47.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	47.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT INCOME	38,473.	1,109.	37,364.
TOTAL TO FM 990-PF, PART I, LN 4	38,473.	1,109.	37,364.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	4,113.	4,113.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,113.	4,113.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	177.	0.		177.
TO FORM 990-PF, PG 1, LN 16B	177.	0.		177.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CITIZENS BANK WEALTH MANAGEMENT FEES	20,563.	18,507.		2,056.
TO FORM 990-PF, PG 1, LN 16C	20,563.	18,507.		2,056.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	262.	262.		0.
EXCISE TAXES	625.	0.		0.
ESTIMATES PAID	640.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,527.	262.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OIL AND GAS EXPENSES	538.	538.		0.
PRODUCTION TAXES ON OIL/GAS	237.	237.		0.
TO FORM 990-PF, PG 1, LN 23	775.	775.		0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BOY SCOUTS OF AMERICA -TALL PINES 507 W. ATHERTON RD. FLINT, MI 48507	NONE GENERAL SUPPORT OF ORGANIZATION	501(C)(3) CHARITY	8,203.
CHILD WELFARE SOCIETY OF FLINT 924 CEDAR ST. FLINT, MI 48503	NONE GENERAL SUPPORT OF ORGANIZATION	501(C)(3) CHARITY	8,202.
COMMUNITY FOUNDATION OF GREATER FLINT 500 S SAGINAW ST STE 200 FLINT, MI 48502	NONE GENERAL SUPPORT OF ORGANIZATION	501(C)(3) CHARITY	8,203.
GIRL SCOUTS OF SOUTHEASTERN MICHIGAN 42804 GARFIELD CLINTON TWP, MI 48038	NONE GENERAL SUPPORT OF ORGANIZATION	501(C)(3) CHARITY	8,203.
GOODWILL INDUSTRIES OF MID MICHIGAN 501 S. AVERILL FLINT, MI 48506	NONE GENERAL SUPPORT OF ORGANIZATION	501(C)(3) CHARITY	8,203.
MCFARLAN HOME 700 E. KEARSLEY ST. FLINT, MI 48503	NONE GENERAL SUPPORT OF ORGANIZATION	501(C)(3) CHARITY	8,203.
YWCA OF FLINT 310 E. THIRD ST. FLINT, MI 48502	NONE GENERAL SUPPORT OF ORGANIZATION	501(C)(3) CHARITY	8,203.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			57,420.



GRACE I KLEINPELL CHARITABLE TRUST

38-6122631

Statement Period:

06/01/10 - 06/30/10

Asset Position As of 06/30/10

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Cash Equivalents				
Marshall Prime Money Market CI I #90		0.00 0.00	0.00 1.41	0.00%
Marshall Prime Money Market CI I #90 (Invested Income)	27,743.590	27,743.59 27,743.59	57.00 5.00	0.21%
Total Cash Equivalents		\$ 27,743.59 \$ 27,743.59	57.00 6.41	0.21%
Equities				
Aston Montag & Caldwell Gth Fd CI I	2,162.181	44,022.01 49,751.79	252.00	0.57%
Baron Asset Fd Small Cap Fd #583	2,466.623	46,471.18 49,751.79	0.00	0.00%
Bridgeway Ultra-Small Company Mkt Fd	3,902.101	45,732.62 49,751.79	675.00	1.48%
Columbia Value and Restructuring Fund Class Z	1,113.763	42,478.92 49,751.79	504.00	1.19%
DFA International Core Equity	14,544.955	129,304.65 153,301.25	2,923.00	2.26%
DFA US Core Equity 1 Portfolio	35,546.207	313,162.08 356,599.10	4,123.00	1.32%
DFA Emerging Markets Core Equity Fund	2,689.286	46,443.97 49,751.79	696.00	1.50%
Harbor Fd Intl Fd Inst #2011	914.444	44,277.38 26,558.30	644.00	1.46%
JP Morgan U.S. Real Estate Fund - Sel	3,826.742	49,709.38 33,526.62	910.00 285.01	1.83%
Vanguard Total Stock Market Index Fund - SG #1341	5,394.123	133,234.84 149,255.37	2,821.00	2.12%
Total Equities		\$ 894,837.03 \$ 967,999.59	13,548.00 285.01	1.51%



GRACE I KLEINPELL CHARITABLE TRUST

Statement Period:

06/01/10 - 06/30/10

38-6122631

Asset Position As of 06/30/10

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Fixed Income				
Pimco Fds Total Return Fd Inst #35	18,075.128	203,525.94 195,167.79	6,287.00 521.24	3.09%
Pimco High Yield Fund Cl I #108	1,892.285	16,746.72 13,000.00	1,270.00 106.55	7.59%
T Rowe Price International Bond Fund #76	3,385.028	31,717.71 31,881.02	761.00 64.13	2.40%
Vanguard Total Bond Market Index Fund - Sig #1351	31,736.116	339,893.80 319,869.38	11,590.00 988.65	3.41%
Vanguard Inflation-Protected Securities Fund-IV #119	5,272.800	68,388.22 66,279.10	1,703.00	2.49%
Total Fixed Income		\$ 660,272.39 \$ 626,197.29	21,611.00 1,680.57	3.27%
Miscellaneous				
Kleinpell Royalty Interests	8.000	14,728.00 1.00	0.00	0.00%
Kleinpell Non-Producing Mineral Interests	2.000	2.00 1.00	0.00	0.00%
Total Miscellaneous		\$ 14,730.00 \$ 2.00	0.00 0.00	0.00%
Cash				
Cash		0.00 0.00	0.00	0.00%
Total Cash		\$ 0.00 \$ 0.00	0.00 0.00	0.00%
Total Market Value		\$ 1,597,583.01 \$ 1,621,942.47	35,216.00 1,971.99	2.20%

FROM 07/01/2009
TO 06/30/2010

CITIZENS BANK WEALTH MANAGEMENT, N A
STATEMENT OF CAPITAL GAINS AND LOSSES
GRACE I KLEINPELL TRUST FBO VARIOUS CHARITIES
FILE #CT 2808
TRUST YEAR ENDING 06/30/2010

TAX PREPARER: SC
TRUST ADMINISTRATOR: DMB
INVESTMENT OFFICER: JMD

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
44576 4190 DFA US CORE EQUITY 1 PORTFOLIO - 233203413 - MINOR = 3505						
SOLD		03/12/2010	437740 43			
ACQ	8748 9060	05/14/2008	85914 26	100000 00	-14085 74	LT15
	27527 8290	08/28/2008	270323 28	296750 00	-26426 72	LT15
	8299 6840	09/16/2008	81502 90	83743 81	-2240 91	LT15
1011 7630 HARBOR INTERNATIONAL FD-INST - 411511306 - MINOR = 3503						
SOLD		03/12/2010	55515 42			
ACQ	323 0450	12/23/2008	17725 47	12350 00	5375 47	LT15
	688.7180	02/21/2002	37789 95	20165 67	17624 28	LT15
2505 0240 JP MORGAN U S REAL ESTATE FUND - SEL - 4812C0613 - MINOR = 3505						
SOLD		03/12/2010	32941 07			
ACQ	2505.0240	12/23/2008	32941 07	24123 38	8817 69	LT15
4395.6040 PIMCO REAL RETURN FUND CLI #122 - 693391104 - MINOR = 3506						
SOLD		03/12/2010	47912 08			
ACQ	4395 6040	04/28/2009	47912 08	44000 00	3912 08	ST
3457 5400 PRUDENTIAL SMALL-CAP CORE EQUITY FD CL Z #444 - 74441D509 - MINOR = 3505						
SOLD		03/05/2010	53626 45			
ACQ	3457 5400	04/28/2009	53626 45	39900 00	13726 45	ST
3385 5530 VANGUARD INFLATION-PROTECTED SECURITIES FUND-IV #119 - 922031869 - MINOR = 3506						
SOLD		03/12/2010	42759 53			
ACQ	3385 5530	09/16/2008	42759 53	42556 40	203.13	LT15
TOTALS			670494 98	663589.26		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	17638 53	0 00	-10732 81	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	417 00	0 00	691 75			0 00
	18055 53	0.00	-10041 06	0 00	0 00	0 00
STATE						
SUBTOTAL FROM ABOVE	17638 53	0 00	-10732 81	0 00	0 00	0.00*
COMMON TRUST FUND	0 00	0 00	0 00			0.00
CAPITAL GAIN DIVIDENDS	417 00	0 00	691 75			0 00
	18055 53	0 00	-10041 06	0 00	0 00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
MICHIGAN	0 00	0 00