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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 NOV 1, 2009, and ending OCT 31, 2010

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 SHIRLEY K. SCHLAFFER FOUNDATION Number and street (or P O box number if mail is not delivered to street address) 1465 CLARENDON RD. | | Room/suite | A Employer identification number 38-2637259 |
| | | | | | B Telephone number 248-375-7827 |
| 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 | | | | 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"/> | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 8,197,768. (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 | | | | |
| | 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B interest on savings and temporary cash investments | | | | |
| | 3 Dividends and interest from securities | 245,954. | 245,954. | | STATEMENT 1 |
| | 5a Gross rents | | | | STATEMENT 2 |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a | -183,095. | | | |
| | 6b 2,053,874. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications Gross sales less returns and allowances | | | | |
| | b Less cost of goods sold | | | | |
| | c Gross profit (loss) | | | | |
| 11 Other income | 198. | 198. | 0. | STATEMENT 3 | |
| 12 Total. Add lines 1 through 11 | 63,062. | 246,157. | 0. | | |
| | 32,550. | 32,550. | 0. | 0. | |
| | 2,491. | 2,491. | 0. | 0. | |
| | 11,955. | 5,977. | 0. | 5,978. | |
| | 36,458. | 36,458. | 0. | 0. | |
| 16a Legal fees | | | | | |
| b Accounting fees | STMT 4 | | | | |
| c Other professional fees | STMT 5 | | | | |
| 17 Interest | | | | | |
| 18 Taxes | | | | | |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses | STMT 6 | 40. | 40. | 0. | 0. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 83,494. | 77,516. | 0. | 5,978. |
| 25 Contributions, gifts, grants paid | | 407,750. | | | 407,750. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 491,244. | 77,516. | 0. | 413,728. |
| 27 Subtract line 26 from line 12: | | -428,182. | | | |
| a Excess of revenue over expenses and disbursements | | | | | |
| b Net investment income (if negative, enter -0-) | | | 168,641. | | |
| c Adjusted net income (if negative, enter -0-) | | | | 0. | |

| 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 | |
| | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | | 144,204. | 225,254. |
| | 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 ► 200,000. | | 200,000. | 200,000. |
| | 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 STMT 7 | | 149,873. | 101,552. |
| | b Investments - corporate stock STMT 8 | | 5,375,542. | 4,837,739. |
| | c Investments - corporate bonds STMT 9 | | 1,294,099. | 1,544,784. |
| | 11 Investments - land, buildings, and equipment basis ► | | | |
| | Less accumulated depreciation ► | | | |
| | 12 Investments - mortgage loans STMT 10 | | 781,961. | 610,355. |
| | 13 Investments - other STMT 11 | | 307,666. | 301,800. |
| | 14 Land, buildings, and equipment; basis ► | | | |
| | Less accumulated depreciation ► | | | |
| | 15 Other assets (describe ►) | | | |
| | 16 Total assets (to be completed by all filers) | | 8,253,345. | 7,821,484. |
| | 17 Accounts payable and accrued expenses | | 2,863. | 1,187. |
| | 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) | | 2,863. | 1,187. |
| | 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 | | 8,250,482. | 7,820,297. |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | 0. | 0. |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | 0. | 0. |
| | 30 Total net assets or fund balances | | 8,250,482. | 7,820,297. |
| | 31 Total liabilities and net assets/fund balances | | 8,253,345. | 7,821,484. |

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 8,250,482. |
| 2 Enter amount from Part I, line 27a | 2 -428,182. |
| 3 Other increases not included in line 2 (itemize) ► | 3 0. |
| 4 Add lines 1, 2, and 3 | 4 7,822,300. |
| 5 Decreases not included in line 2 (itemize) ► PRIOR PERIOD ADJUSTMENT | 5 2,003. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 7,820,297. |

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 CHARLES SCHWAB PUBLICLY TRADED | | | P | 09/02/09 | 01/05/10 |
| b CHARLES SCHWAB PUBLICLY TRADED | | | P | 11/02/06 | 11/09/09 |
| c CHARLES SCHWAB PUBLICLY TRADED | | | P | 02/20/09 | 11/13/09 |
| d CHARLES SCHWAB PUBLICLY TRADED | | | P | 09/26/08 | 11/13/09 |
| 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 38,988. | | 35,338. | 3,650. | | |
| b 949,542. | | 1,159,081. | -209,539. | | |
| c 404,182. | | 397,998. | 6,184. | | |
| d 661,162. | | 644,552. | 16,610. | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (I) 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 | | | | | 3,650. |
| b | | | | | -209,539. |
| c | | | | | 6,184. |
| d | | | | | 16,610. |
| 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 | -183,095. | |
| 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 | 396,588. | 6,768,344. | .058595 |
| 2007 | 470,021. | 8,751,584. | .053707 |
| 2006 | 427,913. | 9,503,535. | .045027 |
| 2005 | 191,925. | 8,905,596. | .021551 |
| 2004 | 505,529. | 9,277,166. | .054492 |
| 2 Total of line 1, column (d) | | | 2 .233372 |
| 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 .046674 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | | | 4 7,539,490. |
| 5 Multiply line 4 by line 3 | | | 5 351,898. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 1,686. |
| 7 Add lines 5 and 6 | | | 7 353,584. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 413,728. |

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 ► 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

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-)

3 Add lines 1 and 2

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 9,756.

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 9,756.

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 8,070.

11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ►

11 0.

Part VII-A: Statements Regarding Activities

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?

Yes

No

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.

1c Did the foundation file Form 1120-POL for this year?

Yes

No

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

Yes

No

If "Yes," attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

N/A

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.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

Yes

No

• 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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see 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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes

No

Yes

No

Yes

No

Yes

No

Yes

No

Yes

No

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 ► **EDITH BRISKIN** Telephone no. ► **248-375-7827**
Located at ► **1465 CLARENDON RD., BLOOMFIELD HILLS, MI** ZIP+4 ► **48302**

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.

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)?

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? Yes No

If "Yes," list the years ► 2a **N/A**

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.) 2b **N/A**

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 2c **N/A**

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 **N/A**

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**

| | Yes | No |
|----|--------------------------|-------------------------------------|
| 1a | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 1b | <input type="checkbox"/> | X |
| 1c | <input type="checkbox"/> | X |
| 2a | <input type="checkbox"/> | N/A |
| 2b | <input type="checkbox"/> | N/A |
| 2c | <input type="checkbox"/> | N/A |
| 3b | <input type="checkbox"/> | N/A |
| 4a | <input type="checkbox"/> | X |
| 4b | <input type="checkbox"/> | 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))?

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

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

(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)?

(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 Yes No Yes No Yes No Yes Nob 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

►

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?

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

 Yes No

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 |
|--|---|---|---|---------------------------------------|
| EDITH S. BRISKIN 1465 CLARENDRON RD. BLOOMFIELD HILLS, MI 48302 | CHAIRMAN/TREASURER 10.00 | 10,850. | 0. | 0. |
| SUSANNAH M. BRISKIN 1465 CLARENDRON RD. BLOOMFIELD HILLS, MI 48302 | VICE PRESIDENT 0.00 | 0. | 0. | 0. |
| ANDREW BRISKIN 1465 CLARENDRON RD. BLOOMFIELD HILLS, MI 48302 | VICE PRESIDENT 10.00 | 10,850. | 0. | 0. |
| BARRY D. BRISKIN 1465 CLARENDRON RD. BLOOMFIELD HILLS, MI 48302 | PRESIDENT/SECRETARY 10.00 | 10,850. | 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. |

Form 990-PF (2009)

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 | 7,561,109. |
| b | Average of monthly cash balances | 1b | 93,196. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 7,654,305. |
| 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 | 7,654,305. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 114,815. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 7,539,490. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 376,975. |

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 | 376,975. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 1,686. |
| b | Income tax for 2009. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 1,686. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 375,289. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 375,289. |
| 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 | 375,289. |

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 | 413,728. |
| 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 | 413,728. |
| 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 | 1,686. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 412,042. |

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 | | | | 375,289. |
| 2 Undistributed income, if any, as of the end of 2009 | | | 0. | |
| a Enter amount for 2008 only | | | | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | 47,675. | | | |
| b From 2005 | | | | |
| c From 2006 | | | | |
| d From 2007 | 43,088. | | | |
| e From 2008 | 61,845. | | | |
| f Total of lines 3a through e | 152,608. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 413,728. | | | 0. | |
| a Applied to 2008, but not more than line 2a | | | | |
| 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 | | | | 375,289. |
| e Remaining amount distributed out of corpus | 38,439. | | | |
| 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: | 191,047. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| 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. | | | 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 | 47,675. | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 143,372. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | 43,088. | | | |
| d Excess from 2008 | 61,845. | | | |
| e Excess from 2009 | 38,439. | | | |

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 12 | | | | |
| Total | | | ► 3a | 407,750. |
| <i>b Approved for future payment</i> | | | | |
| NONE | | | | |
| Total | | | ► 3b | 0. |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated. | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|--|--|---------------------------|---------------|--------------------------------------|---------------|---|
| | | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue: | | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g Fees and contracts from government agencies | | | | | | |
| 2 Membership dues and assessments | | | | | | |
| 3 Interest on savings and temporary cash investments | | | | 14 | 5. | |
| 4 Dividends and interest from securities | | | | 14 | 245,954. | |
| 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 | | | | 01 | 198. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | 18 | -183,095. | |
| 9 Net income or (loss) from special events | | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | | |
| 11 Other revenue: | | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | 0. | | 63,062. | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | 13 | 63,062. |

Relationship of Activities to the Accomplishment of Exempt Purposes

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

| SOURCE | AMOUNT |
|--|--------|
| CHARLES SCHWAB | 5. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 5. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|-------------------------|-------------------|
| CHARLES SCHWAB | 144,542. | 0. | 144,542. |
| CHARLES SCHWAB | 101,412. | 0. | 101,412. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 245,954. | 0. | 245,954. |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| OTHER INVESTMENT INCOME | 198. | 198. | 0. |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 198. | 198. | 0. |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PLANTE & MORAN, PLLC | 11,955. | 5,977. | 0. | 5,978. |
| TO FORM 990-PF, PG 1, LN 16B | 11,955. | 5,977. | 0. | 5,978. |

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 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVSTMNT ADVISORY FEE | 36,458. | 36,458. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 36,458. | 36,458. | 0. | 0. |

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| MISCELLANEOUS EXPENSES | 40. | 40. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 40. | 40. | 0. | 0. |

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 7

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------|----------------|------------|----------------------|
| US TREASURY BONDS | X | | 101,552. | 109,350. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 101,552. | 109,350. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 101,552. | 109,350. |

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| CORPORATE STOCKS | 4,837,739. | 4,978,409. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 4,837,739. | 4,978,409. |

| | | |
|-------------|-----------------|-------------|
| FORM 990-PF | CORPORATE BONDS | STATEMENT 9 |
|-------------|-----------------|-------------|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| CORPORATE BONDS | 1,544,784. | 1,710,525. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 1,544,784. | 1,710,525. |

| | | |
|-------------|----------------|--------------|
| FORM 990-PF | MORTGAGE LOANS | STATEMENT 10 |
|-------------|----------------|--------------|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|--|------------|-------------------|
| MORTGAGE LOANS | 610,355. | 653,476. |
| TOTAL TO FORM 990-PF, PART II, LINE 12 | 610,355. | 653,476. |

| | | |
|-------------|-------------------|--------------|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT 11 |
|-------------|-------------------|--------------|

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|------------------|------------|-------------------|
| OTHER INVESTMENTS | COST | 301,800. | 320,754. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 301,800. | 320,754. |

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

| RECIPIENT NAME AND ADDRESS | RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT | RECIPIENT STATUS | AMOUNT |
|--|---|---------------------|---------|
| JARC - 30301 NORTHWESTERN HIGHWAY, SUITE 100 FARMINGTON HILLS, MI 48334 | CHARITABLE; PEOPLE WITH DISABILITIES | PUBLIC CHARITY | 250. |
| PLANNED PARENTHOOD 3100 PROFESSIONAL DR., PO BOX 3673 ANN ARBOR, MI 48106 | CHARITABLE; REPRODUCTIVE HEALTH CARE | PUBLIC CHARITY | 2,500. |
| OAKLAND UNIVERSITY 2200 NORTH SQUIRREL ROAD ROCHESTER, MI 48309 | CHARITABLE; EDUCATIONAL | PUBLIC CHARITY | 1,000. |
| DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001 | CHARITABLE; HAITI SUPPORT | PUBLIC CHARITY | 10,000. |
| ALVIN AILEY DANCE FOUNDATION 405 W. 55TH ST. NEW YORK, NY 10019 | CHARITABLE; 2ND OF 2 YEAR GRANT | PUBLIC CHARITY | 35,000. |
| AMERICAN FOLK ART MUSEUM 45 WEST 53RD STREET NEW YORK, NY 10019 | CHARITABLE; PRESERVATION & CONSERVATION OF ART | PUBLIC CHARITY | 35,000. |
| BUSTED FOUNDATION 7510 W SUNSET BLVD., #248 LOS ANGELES, CA 90046 | CHARITABLE; FINANCIAL SUPPORT FOR WOMEN WITH BREAST | PUBLIC CHARITY | 2,500. |
| CRANBROOK ACADEMY OF ART 39221 WOODWARD AVENUE, BOX 801 BLOOMFIELD HILLS, MI 48301 | CHARITABLE; SCHOLARSHIPS/CERAMICS & METALS | PUBLIC CHARITY | 10,000. |

SHIRLEY K. SCHLAFER FOUNDATION

38-2637259

| | | | |
|---|---|-------------------|----------|
| CRANBROOK EDUCATIONAL COMMUNITY 1221 WOODWARD AVENUE BLOOMFIELD HILLS, MI 48301 | CHARITABLE; EDUCATION, SCIENCE & ART | PUBLIC CHARITY | 10,000. |
| DETROIT INSTITUTE OF ARTS 5200 WOODWARD AVENUE DETROIT, MI 48202 | CHARITABLE; EDUCATION PROGRAMMING | PUBLIC CHARITY | 20,000. |
| MUSEUM OF CONTEMPORARY ART DETROIT 4454 WOODWARD AVENUE DETROIT, MI 48201 | CHARITABLE; MUSEUM MAINTENANCE & EDUCATION | PUBLIC CHARITY | 25,000. |
| PEWABIC POTTERY 10125 E. JEFFERSON DETROIT, MI 48214 | CHARITABLE; MUSEUM MAINTENANCE & EDUCATION | PUBLIC CHARITY | 68,000. |
| TREVOR PROJECT 9056 SANTA MONICA BLVD., SUITE 208 WEST HOLLYWOOD, CA 90069 | CHARITABLE; SUICIDE & CRISIS PREVENTION | PUBLIC CHARITY | 10,000. |
| UNIVERSITY OF MICHIGAN 1301 BEAL AVENUE ANN ARBOR, MI 48109 | CHARITABLE; RESEARCH, 2ND OF 10 YEAR GRANT FOR RESEARCH | PUBLIC CHARITY | 100,000. |
| UNIVERSITY OF MICHIGAN MUSEUM OF ART 525 S STATE ST ANN ARBOR, MI 48109 | CHARITABLE; MUSEUM MAINTENANCE & EDUCATION | PUBLIC CHARITY | 2,500. |
| MICHIGAN OPERA THEATRE 1526 BROADWAY DETROIT, MI 48226 | CHARITABLE; DANCE EDUCATION | PUBLIC CHARITY | 25,000. |
| UNIVERSITY OF MICHIGAN 1301 BEAL AVENUE ANN ARBOR, MI 48109 | CHARITABLE; DEPRESSION CENTER | PUBLIC CHARITY | 1,000. |
| UNIVERSITY OF MICHIGAN 1301 BEAL AVENUE ANN ARBOR, MI 48109 | CHARITABLE; 1ST OF 3 YEAR GRANT/TAUBMAN EMERGING SCHOLARS | PUBLIC CHARITY | 50,000. |

TOTAL TO FORM 990-PF, PART XV, LINE 3A

407,750.

PLANTE MORAN FINANCIAL ADVISORS
 PORTFOLIO APPRAISAL
Shirley K. Schlafer Foundation
Charles Schwab

October 31, 2010

| Quantity | Security | Original Investment | Total Cost | Price | Market Value | Pct. Assets | Annual Income | Cur. Yield |
|--------------------------------|---------------------------------------|---------------------|------------|-------|--------------|-------------|---------------|------------|
| Cash & Equiv. | | | | | | | | |
| | Schwab US Treasury Money Fund | 197,997 | 197,997 | | 197,997 | 3.8 | 20 | 0.0 |
| | | 197,997 | 197,997 | | 197,997 | 3.8 | 20 | 0.0 |
| U.S. Large | | | | | | | | |
| 5,293,7050 | Mainstay ICAP Select Equity I | 167,900 | 172,256 | 33.12 | 175,328 | 3.4 | 2,274 | 1.3 |
| 15,691,35560 | Touchstone Sands Capital Instl Growth | 167,100 | 169,584 | 13.00 | 203,988 | 3.9 | 0 | 0.0 |
| 15,812,45330 | Vanguard Index 500 Signal | 1,647,367 | 1,647,367 | 90.09 | 1,424,544 | 27.5 | 27,245 | 1.9 |
| | | 1,982,367 | 1,989,208 | | 1,803,859 | 34.8 | 29,519 | 1.6 |
| U.S. Medium | | | | | | | | |
| 7,920,0680 | Rainier Small/Mid Cap Instl | 259,459 | 259,491 | 30.15 | 238,790 | 4.6 | 0 | 0.0 |
| 3,654,9120 | T. Rowe Price Mid-Cap Growth | 151,500 | 151,595 | 55.29 | 202,080 | 3.9 | 0 | 0.0 |
| | | 410,959 | 411,086 | | 440,870 | 8.5 | 0 | 0.0 |
| U.S. Small | | | | | | | | |
| 8,274,5110 | CRM Small Cap Value Instl | 125,662 | 125,662 | 21.27 | 175,998 | 3.4 | 0 | 0.0 |
| 3,923,4580 | Stratton Small Cap Value | 143,770 | 143,770 | 44.79 | 175,732 | 3.4 | 0 | 0.0 |
| | | 269,432 | 269,432 | | 351,731 | 6.8 | 0 | 0.0 |
| International Developed | | | | | | | | |
| 19,232,8240 | Columbia International Value Cl Z | 275,000 | 281,629 | 14.46 | 278,107 | 5.4 | 8,2228 | 3.0 |
| 3,804,3780 | Harbor International Instl | 268,770 | 296,398 | 59.13 | 224,953 | 4.3 | 3,3116 | 1.5 |
| 10,016,3900 | Thornburg International Value | 279,870 | 279,870 | 27.71 | 277,554 | 5.4 | 2,845 | 1.0 |
| | | 823,641 | 857,897 | | 780,814 | 15.1 | 14,389 | 1.8 |
| International Emerging | | | | | | | | |
| 5,016,8460 | Harding Loewner Emerging Markets Cl I | 70,000 | 70,000 | 16.71 | 83,831 | 1.6 | 216 | 0.3 |
| | | 70,000 | 70,000 | | 83,831 | 1.6 | 216 | 0.3 |
| Hedged Strategies | | | | | | | | |
| 9,517,0580 | Hussman Strategic Growth | 125,000 | 125,160 | 13.06 | 124,293 | 2.4 | 160 | 0.1 |
| | | 125,000 | 125,160 | | 124,293 | 2.4 | 160 | 0.1 |
| Hybrid | | | | | | | | |
| 12,762,0410 | BlackRock Global Allocation Cl I | 211,200 | 215,401 | 19.07 | 243,372 | 4.7 | 3,467 | 1.4 |
| 5,992,3940 | Calamos Growth & Income Fund Cl I | 125,000 | 131,173 | 29.48 | 176,656 | 3.4 | 4,645 | 2.6 |
| 24,864,7310 | Loomis Sayles Strategic Income Y | 245,342 | 274,472 | 14.91 | 370,733 | 7.2 | 21,423 | 5.8 |

PLANTE MORAN FINANCIAL ADVISORS
 PORTFOLIO APPRAISAL
Shirley K. Schlafer Foundation
Charles Schwab

October 31, 2010

| Quantity | Security | Original Investment | Total Cost | Price | Market Value | Pct. Assets | Annual Income | Cur. Yield |
|------------------------|---|---------------------|------------------|--------|------------------|--------------|---------------|------------|
| 13,760.9040 | PIMCO Global Advantage Strategy Bd Inst | 150,000 | 152,537 | 11.91 | 163,892 | 3.2 | 3,833 | 2.3 |
| | | 731,542 | 773,583 | | 954,653 | 18.4 | 33,368 | 3.5 |
| Commodities | | | | | | | | |
| 1,015.0000 | SPDR Gold Shares | 94,495 | 94,495 | 132.62 | 134,609 | 2.6 | 0 | 0.0 |
| 33,327.7150 | Credit Suisse Commodity Return Strategy | 230,000 | 246,878 | 9.12 | 303,949 | 5.9 | 22,215 | 7.3 |
| | | 324,495 | 341,373 | | 438,558 | 8.5 | 22,215 | 5.1 |
| TOTAL PORTFOLIO | | 4,935,434 | 5,036,736 | | 5,176,406 | 100.0 | 99,886 | 1.8 |

PLANTE MORAN FINANCIAL ADVISORS
 PORTFOLIO APPRAISAL
Shirley K. Schlafer Foundation
Richmond Capital Management
Charles Schwab

October 31, 2010

| Quantity | Security | Original Investment | Total Cost | Price | Market Value | Pct. Assets | Annual Income | Cur. Yield |
|---|--|---------------------|---------------|--------|---------------|---------------|---------------|------------|
| | Cash & Equiv. | | | | | | | |
| Schwab Advisor Cash Reserves Premier | | | | | | | | |
| | | 42,257 | 42,257 | | 42,257 | 42,257 | 4 | 0.0 |
| | | 42,257 | 42,257 | | 42,257 | 42,257 | 4 | 0.0 |
| Defensive Fixed | | | | | | | | |
| 20,000 | Chase Issuance Trust 2005 4.550% Due 03-15-13 | 20,327 | 20,327 | 100.82 | 20,164 | 0.7 | 910 | 4.5 |
| 30,000 | Wells Fargo & Company 6.375% Due 08-01-11 | 31,588 | 30,280 | 104.20 | 31,259 | 1.1 | 1,912 | 6.1 |
| 30,000 | Grand Met Investment Corp 9.000% Due 08-15-11 | 34,508 | 30,830 | 106.68 | 32,005 | 1.1 | 2,700 | 8.4 |
| 30,000 | Capital One Finl Corp Sr 5.700% Due 09-15-11 | 31,336 | 31,010 | 103.96 | 31,189 | 1.1 | 1,710 | 5.5 |
| 30,000 | Goldman Sachs Group Inc 6.600% Due 01-15-12 | 32,854 | 30,562 | 106.65 | 31,994 | 1.1 | 1,980 | 6.2 |
| 35,000 | Progressive Corp Ohio 6.375% Due 01-15-12 | 36,804 | 36,144 | 106.34 | 37,219 | 1.3 | 2,231 | 6.0 |
| 25,000 | CSX Corp 6.300% Due 03-15-12 | 26,904 | 26,644 | 107.19 | 26,796 | 0.9 | 1,575 | 5.9 |
| 30,000 | Atlantic Richfield Co Deb 8.500% Due 04-01-12 | 34,661 | 31,357 | 107.50 | 32,250 | 1.1 | 2,550 | 7.9 |
| 20,000 | M&T Bank Corp 5.375% Due 05-24-12 | 18,910 | 19,445 | 105.69 | 21,137 | 0.7 | 1,075 | 5.1 |
| 40,000 | Citigroup Inc 5.500% Due 08-27-12 | 39,859 | 39,935 | 106.87 | 42,750 | 1.5 | 2,200 | 5.1 |
| 20,000 | General Elec Cap Corp Mn 5.250% Due 10-19-12 | 21,541 | 21,070 | 108.19 | 21,638 | 0.8 | 1,050 | 4.9 |
| 15,000 | General Electric Cap Corp 5.450% Due 01-15-13 | 13,036 | 13,792 | 108.95 | 16,342 | 0.6 | 817 | 5.0 |
| 25,000 | Union Pac Corp 5.450% Due 01-31-13 | 27,064 | 26,464 | 109.37 | 27,342 | 1.0 | 1,362 | 5.0 |
| 10,000 | Wells Fargo & Co New 4.375% Due 01-31-13 | 10,700 | 10,648 | 106.78 | 10,678 | 0.4 | 437 | 4.1 |
| 30,000 | Pepsico Inc Sr Nt 4.650% Due 02-15-13 | 30,185 | 30,096 | 109.05 | 32,715 | 1.2 | 1,395 | 4.3 |
| 10,000 | Keycorp Medium Term NTS 6.500% Due 05-14-13 | 10,994 | 10,930 | 109.90 | 10,990 | 0.4 | 650 | 5.9 |
| 15,000 | American Express Cr Corp 7.300% Due 08-20-13 | 15,050 | 15,030 | 114.37 | 17,156 | 0.6 | 1,095 | 6.4 |

PLANTE MORAN FINANCIAL ADVISORS
 PORTFOLIO APPRAISAL
 Shirley K. Schlafer Foundation
 Richmond Capital Management
 Charles Schwab

October 31, 2010

| Quantity | Security | Original Investment | Total Cost | Price | Market Value | Pct. Assets | Annual Income | Cur. Yield |
|--------------------|--|---------------------|------------|--------|--------------|-------------|---------------|------------|
| 10,000 | Ohio Power Co 5.750% Due 09-01-13 | 10,017 | 10,010 | 111.65 | 11,165 | 0.4 | 575 | 5.2 |
| 35,000 | CME Group Inc NT 5.750% Due 02-15-14 | 38,698 | 38,104 | 113.84 | 39,844 | 1.4 | 2,012 | 5.1 |
| 20,000 | Goldman Sachs Group Inc Min 6.000% Due 05-01-14 | 21,805 | 21,524 | 112.62 | 22,525 | 0.8 | 1,200 | 5.3 |
| 20,000 | Merrill Lynch Co Inc 5.450% Due 07-15-14 | 20,235 | 20,125 | 108.80 | 21,359 | 0.8 | 1,090 | 5.1 |
| 20,000 | Bank of America 5.125% Due 11-15-14 | 19,901 | 19,945 | 106.94 | 21,387 | 0.8 | 1,025 | 4.8 |
| 25,000 | Bear Stearns Company Inc Global 5.700% Due 11-15-14 | 26,176 | 25,914 | 113.42 | 28,354 | 1.0 | 1,425 | 5.0 |
| 20,000 | Emerson Electric 5.000% Due 12-15-14 | 19,745 | 19,856 | 114.65 | 22,931 | 0.8 | 1,000 | 4.4 |
| | Accrued Interest | | | | | | | |
| | | 592,896 | 580,043 | | 8,313 | 0.3 | | |
| | | | | | 619,503 | 21.8 | 33,979 | 5.6 |
| Broad Fixed | | | | | | | | |
| 40,000 | LB-UBS 5.124% Due 11-15-32 | 40,200 | 40,200 | 108.02 | 43,209 | 1.5 | 2,050 | 4.7 |
| 20,023 | CSFB Coml Mtg Ptc 6.520% Due 06-15-34 | 20,499 | 20,499 | 101.33 | 20,290 | 0.7 | 1,308 | 6.4 |
| 35,000 | Wachovia CMBS 2002-C2 4.980% Due 11-15-34 | 34,803 | 34,803 | 105.75 | 37,012 | 1.3 | 1,743 | 4.7 |
| 17,044 | Greenwich Cap CMBS 4.533% Due 01-05-36 | 16,603 | 16,603 | 103.51 | 17,642 | 0.6 | 773 | 4.4 |
| 71,079 | Salomon Bros Mtg 7 2001-C2 6.499% Due 11-13-36 | 72,151 | 72,151 | 103.16 | 73,325 | 2.6 | 4,619 | 6.3 |
| 25,000 | Bear Stearns Cmbs 5.186% Due 05-11-39 | 24,580 | 24,580 | 106.82 | 26,706 | 0.9 | 1,296 | 4.9 |
| 25,000 | CSFB Commercial Mortgage 5.230% Due 12-15-40 | 24,009 | 24,009 | 111.39 | 27,847 | 1.0 | 1,307 | 4.7 |
| 25,000 | Wachovia CMBS 2004 4.748% Due 02-15-41 | 24,407 | 24,407 | 109.37 | 27,344 | 1.0 | 1,187 | 4.3 |
| 25,000 | Wachovia CMBS 2005 4.935% Due 04-15-42 | 24,221 | 24,221 | 108.86 | 27,215 | 1.0 | 1,234 | 4.5 |
| 35,000 | Berkshire Hathaway Fin Corp 4.850% Due 01-15-15 | 35,663 | 35,607 | 113.04 | 39,564 | 1.4 | 1,697 | 4.3 |

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| Quantity | Security | Original Investment | Total Cost | Price | Market Value | Pct. Assets | Annual Income | Cur. Yield |
|----------|---|---------------------|------------|--------|--------------|-------------|---------------|------------|
| 20,000 | National City Corp SR NT 4.900% Due 01-15-15 | 18,760 | 19,239 | 110.33 | 22,066 | 0.8 | 980 | 4.4 |
| 20,000 | Ace Ina Hldg Inc Sr 5.600% Due 05-15-15 | 20,528 | 20,424 | 113.74 | 22,747 | 0.8 | 1,120 | 4.9 |
| 20,000 | Keybank National Association Cleveland FR 4.95% | 19,340 | 19,598 | 106.73 | 21,347 | 0.8 | 990 | 4.6 |
| 25,000 | 4.950% Due 09-15-15 Morgan Stanley Nt 5.375% Due 10-15-15 | 25,577 | 25,546 | 108.67 | 27,167 | 1.0 | 1,344 | 4.9 |
| 20,000 | Wisconsin Elec Pwr Co Deb 6.250% Due 12-01-15 | 20,131 | 20,101 | 121.75 | 24,349 | 0.9 | 1,250 | 5.1 |
| 15,000 | FPL Group Cap Inc GTD NT 7.875% 15 7.875% Due 12-15-15 | 15,025 | 15,020 | 125.36 | 18,804 | 0.7 | 1,181 | 6.3 |
| 20,000 | BB&T Corp SB NT 5.2% 15 5.200% Due 12-23-15 | 19,766 | 19,854 | 111.13 | 22,226 | 0.8 | 1,040 | 4.7 |
| 20,000 | Virginia Electric & Power Com Sr Nt 5.400% Due 01-15-16 | 19,478 | 19,618 | 117.11 | 23,423 | 0.8 | 1,080 | 4.6 |
| 10,000 | Home Depot Inc. SR Note 5.400% Due 03-01-16 | 10,044 | 10,028 | 115.00 | 11,500 | 0.4 | 540 | 4.7 |
| 5,000 | Goldman Sachs Group 5.625% Due 01-15-17 | 4,799 | 4,857 | 107.12 | 5,356 | 0.2 | 281 | 5.3 |
| 20,000 | Alabama Power 5.550% Due 02-01-17 | 19,666 | 19,778 | 114.88 | 22,977 | 0.8 | 1,110 | 4.8 |
| 10,000 | Lilly Eli & Co Nt 5.200% Due 03-15-17 | 10,812 | 10,737 | 115.80 | 11,580 | 0.4 | 520 | 4.5 |
| 20,000 | McDonalds Corp Med Term Nt 5.300% Due 03-15-17 | 21,822 | 21,648 | 115.68 | 23,136 | 0.8 | 1,060 | 4.6 |
| 10,000 | Archer Daniels Midland Bedentures 8.375% Due 04-15-17 | 24,466 | 23,822 | 131.24 | 26,248 | 0.9 | 1,675 | 6.4 |
| 10,000 | Prudential Financial 6.100% Due 06-15-17 | 10,081 | 10,059 | 112.01 | 11,201 | 0.4 | 610 | 5.4 |
| 15,000 | Wachovia Corp New Nt 6.750% Due 06-15-17 | 15,959 | 15,874 | 113.41 | 17,012 | 0.6 | 1,012 | 6.0 |
| 15,000 | Kimberly Clark Corp Note 6.125% 17 6.125% Due 08-01-17 | 15,078 | 15,000 | 121.10 | 18,164 | 0.6 | 919 | 5.1 |
| 10,000 | American Express Co 6.150% Due 08-28-17 | 10,121 | 10,090 | 114.88 | 11,488 | 0.4 | 615 | 5.4 |
| 15,000 | Suntrust Banks 6.000% Due 09-11-17 | 15,088 | 15,065 | 107.63 | 16,145 | 0.6 | 900 | 5.6 |

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|----------|--|---------------------|------------|--------|--------------|-------------|---------------|------------|
| 10,000 | Florida Power Corp 5.800% Due 09-15-17 | 10,036 | 10,000 | 118.18 | 11,818 | 0.4 | 580 | 4.9 |
| 15,000 | Travelers Companies Inc Sr Nt 5.750% Due 12-15-17 | 14,660 | 14,728 | 114.31 | 17,146 | 0.6 | 862 | 5.0 |
| 5,000 | McDonalds Corp 5.350% Due 03-01-18 | 5,016 | 5,000 | 116.47 | 5,823 | 0.2 | 267 | 4.6 |
| 10,000 | Hartford Finl Svcs Group Inc Sr 6.300% Due 03-15-18 | 7,916 | 8,127 | 107.20 | 10,720 | 0.4 | 630 | 5.9 |
| 10,000 | Morgan Stanley Sr Nt 6.625% Due 04-01-18 | 10,909 | 10,826 | 112.16 | 11,216 | 0.4 | 662 | 5.9 |
| 10,000 | Chubb Corp Sr Nt 5.750% Due 05-15-18 | 10,086 | 10,069 | 115.40 | 11,540 | 0.4 | 575 | 5.0 |
| 20,000 | Eaton Corp. NT 5.600% Due 05-15-18 | 19,867 | 19,893 | 114.41 | 22,883 | 0.8 | 1,120 | 4.9 |
| 25,000 | Du Pont E I DE Nemours & Co 6.000% Due 07-15-18 | 27,918 | 27,728 | 119.24 | 29,811 | 1.1 | 1,500 | 5.0 |
| 10,000 | Kraft Foods Inc 6.125% Due 08-23-18 | 9,832 | 9,863 | 118.21 | 11,821 | 0.4 | 612 | 5.2 |
| 15,000 | Halliburton Co. Sr NT 5.900% Due 09-15-18 | 15,217 | 15,180 | 115.16 | 17,274 | 0.6 | 885 | 5.1 |
| 20,000 | Verizon Communications Inc NT 8.750% Due 11-01-18 | 25,279 | 24,952 | 137.48 | 27,496 | 1.0 | 1,750 | 6.4 |
| 10,000 | Duke Energy Carolinas LLC 7.000% Due 11-15-18 | 11,753 | 11,638 | 126.21 | 12,621 | 0.4 | 700 | 5.5 |
| 15,000 | Caterpillar Inc 7.900% Due 12-15-18 | 15,125 | 15,108 | 132.40 | 19,860 | 0.7 | 1,185 | 6.0 |
| 15,000 | XTO Energy Inc Sr Nt 6.500% Due 12-15-18 | 18,182 | 18,085 | 128.41 | 18,962 | 0.7 | 975 | 5.1 |
| 15,000 | United Technologies Corp Sr Nt 6.125% Due 02-01-19 | 17,015 | 16,890 | 122.56 | 18,383 | 0.6 | 919 | 5.0 |
| 25,000 | Mettlife Inc. Sr DB 7.717% Due 02-15-19 | 27,857 | 27,630 | 126.92 | 31,730 | 1.1 | 1,929 | 6.1 |
| 10,000 | Boeing Co 6.000% Due 03-15-19 | 9,983 | 9,985 | 120.28 | 12,029 | 0.4 | 600 | 5.0 |
| 15,000 | Pfizer Inc Sr 6.200% Due 03-15-19 | 15,010 | 15,009 | 122.57 | 18,386 | 0.6 | 930 | 5.1 |
| 15,000 | Aflac Inc Sr Nt 8.500% Due 05-15-19 | 17,667 | 17,473 | 127.97 | 19,195 | 0.7 | 1,275 | 6.6 |

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|----------|---|---------------------|------------|--------|--------------|-------------|---------------|------------|
| 20,000 | Bank New York 5.450% Due 05-15-19 | 19,999 | 19,999 | 113.54 | 22,707 | 0.8 | 1,090 | 4.8 |
| 15,000 | Allstate Corp Sr Nt 7.450% Due 05-16-19 | 17,860 | 17,725 | 125.45 | 18,817 | 0.7 | 1,117 | 5.9 |
| 10,000 | PNC Funding Corp Gtd Sr Nt 6.700% Due 06-10-19 | 11,366 | 11,313 | 118.97 | 11,897 | 0.4 | 670 | 5.6 |
| 10,000 | Lincoln Natl Corp Ind 8.750% Due 07-01-19 | 9,928 | 9,935 | 128.50 | 12,850 | 0.5 | 875 | 6.8 |
| 10,000 | United Technologies Corp 8.875% Due 11-15-19 | 13,170 | 12,428 | 141.19 | 14,119 | 0.5 | 887 | 6.3 |
| 10,000 | Campbell Soup Company 8.875% Due 05-01-21 | 13,129 | 12,507 | 142.04 | 14,204 | 0.5 | 887 | 6.2 |
| 15,000 | Coca Cola Enterprises Inc 8.500% Due 02-01-22 | 18,268 | 18,542 | 141.81 | 21,242 | 0.7 | 1,275 | 6.0 |
| 5,000 | Johnson & Johnson Debentures 6.730% Due 11-15-23 | 5,890 | 5,746 | 129.73 | 6,486 | 0.2 | 336 | 5.2 |
| 10,000 | News Amer Holdings Inc 8.500% Due 02-23-25 | 10,667 | 10,601 | 124.72 | 12,472 | 0.4 | 850 | 6.8 |
| 10,000 | Boeing Company Debentures 7.250% Due 06-15-25 | 12,117 | 11,824 | 129.04 | 12,904 | 0.5 | 725 | 5.6 |
| 10,000 | Procter & Gamble Co 6.450% Due 01-15-26 | 11,235 | 11,073 | 122.55 | 12,255 | 0.4 | 645 | 5.3 |
| 15,000 | Bristol Myers Squibb Co 6.800% Due 11-15-26 | 15,750 | 15,695 | 123.48 | 18,522 | 0.7 | 1,020 | 5.5 |
| 10,000 | Becton Dickinson & Company 7.000% Due 08-01-27 | 11,735 | 11,536 | 124.20 | 12,420 | 0.4 | 700 | 5.6 |
| 10,000 | Anheuser Busch Cos Inc 6.750% Due 12-15-27 | 11,246 | 11,110 | 114.36 | 11,436 | 0.4 | 675 | 5.9 |
| 10,000 | Equitable Cos Inc 7.000% Due 04-01-28 | 11,386 | 11,240 | 104.11 | 10,411 | 0.4 | 700 | 6.7 |
| 10,000 | BestFoods M/T/N 6.625% Due 04-15-28 | 11,199 | 11,071 | 122.76 | 12,276 | 0.4 | 662 | 5.4 |
| 10,000 | Caterpillar Inc 6.625% Due 07-15-28 | 11,307 | 11,169 | 119.60 | 11,960 | 0.4 | 662 | 5.5 |
| 10,000 | Sysco Corp Deb 6.500% Due 08-01-28 | 11,208 | 11,080 | 119.49 | 11,949 | 0.4 | 650 | 5.4 |
| 10,000 | Conoco Inc USD 6.950% Due 04-15-29 | 11,601 | 11,443 | 124.72 | 12,472 | 0.4 | 695 | 5.6 |

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|----------|---|---------------------|------------|--------|--------------|-------------|---------------|------------|
| 10,000 | Time Warner Companies Inc 6.625% Due 05-15-29 | 11,387 | 11,385 | 111.37 | 11,137 | 0.4 | 662 | 5.9 |
| 10,000 | Deere & Co 8.100% Due 05-15-30 | 12,036 | 11,925 | 136.08 | 13,608 | 0.5 | 810 | 6.0 |
| 10,000 | General Electric Cap Corp 6.750% Due 03-15-32 | 11,668 | 11,533 | 110.90 | 11,090 | 0.4 | 675 | 6.1 |
| 20,000 | Pitney Bowes Inc Gbl Mtn Fr 5.250% Due 01-15-37 | 21,410 | 21,402 | 102.90 | 20,580 | 0.7 | 1,050 | 5.1 |
| 5,000 | Burlington Northern 6.150% Due 05-01-37 | 4,810 | 4,818 | 110.52 | 5,526 | 0.2 | 307 | 5.6 |
| 10,000 | AT&T Inc Global NT 6.400% Due 05-15-38 | 9,987 | 9,987 | 111.18 | 11,118 | 0.4 | 640 | 5.8 |
| 10,000 | Parker Hannifin Corp MTNS 6.250% Due 05-15-38 | 6,260 | 6,234 | 147.02 | 7,351 | 0.3 | 444 | 6.0 |
| 5,000 | Virginia Electric and Power Co 8.875% Due 11-15-38 | 4,996 | 4,996 | 122.57 | 6,129 | 0.2 | 325 | 5.3 |
| 5,000 | Conoco Phillips Gld 6.500% Due 02-01-39 | 5,053 | 5,053 | 99.25 | 4,962 | 0.2 | 255 | 5.1 |
| 5,000 | Apache Corp Sr Nt 5.100% Due 09-01-40 | 3,651 | 3,555 | 103.96 | 3,796 | 0.1 | 160 | 4.2 |
| 4,375 | FHLMC Remic Series R001 4.375% Due 04-15-15 | 22,484 | 22,484 | 107.23 | 24,400 | 0.9 | 1,138 | 4.7 |
| 22,754 | FHLMC PC Gold 5.000% Due 02-01-19 | 12,893 | 12,893 | 106.92 | 13,972 | 0.5 | 653 | 4.7 |
| 13,067 | FHLMC PC Gold 5.000% Due 09-01-21 | 23,931 | 23,931 | 106.55 | 24,820 | 0.9 | 1,165 | 4.7 |
| 23,295 | FHLMC PC Gold Comb 5.000% Due 06-01-23 | 21,616 | 21,616 | 109.22 | 23,286 | 0.8 | 1,279 | 5.5 |
| 21,320 | FHLMC PC Gold Cash 6.000% Due 08-01-24 | 142,521 | 142,521 | 105.65 | 144,064 | 5.1 | 6,136 | 4.3 |
| 136,358 | FHLMC PC Gold Comb 4.500% Due 05-01-25 | 31,216 | 31,216 | 104.82 | 31,275 | 1.1 | 1,343 | 4.3 |
| 29,836 | FHLMC PC Gold Comb 4.500% Due 08-01-40 | 38,055 | 38,055 | 113.70 | 42,369 | 1.5 | 2,021 | 4.8 |
| 37,263 | FNMA Pass-Thru Mega Multi 5.423% Due 02-01-16 | 13,999 | 13,999 | 106.63 | 15,708 | 0.6 | 589 | 3.8 |
| 14,731 | FNMA Pass-Thru 4.000% Due 07-01-18 | | | | | | | |

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|------------------------|---|---------------------|------------------|--------|------------------|--------------|----------------|------------|
| 23,655 | FNMA Pass-Thru Long 6.500% Due 12-01-28 | 24,144 | 24,144 | 112.13 | 26,525 | 0.9 | 1,538 | 5.8 |
| 44,442 | FNMA Pass-Thru 5.000% Due 08-01-34 | 43,199 | 43,199 | 107.05 | 47,574 | 1.7 | 2,222 | 4.7 |
| 26,715 | FNMA Pass-Thru 4.500% Due 09-01-34 | 25,329 | 25,329 | 105.91 | 28,294 | 1.0 | 1,202 | 4.2 |
| 62,995 | FNMA Pass-Thru Long 30 year 5.000% Due 07-01-35 | 61,189 | 61,189 | 107.05 | 67,435 | 2.4 | 3,150 | 4.7 |
| 44,042 | FNMA Pass-Thru 5.500% Due 10-01-35 | 43,726 | 43,726 | 108.37 | 47,731 | 1.7 | 2,422 | 5.1 |
| 38,018 | FNMA Pass-Thru Long 6.000% Due 01-01-36 | 38,340 | 38,340 | 109.55 | 41,649 | 1.5 | 2,281 | 5.5 |
| 64,425 | FNMA Pass Thru 6.000% Due 07-01-37 | 64,158 | 64,158 | 109.55 | 70,578 | 2.5 | 3,865 | 5.5 |
| 5,000 | US Treasury Bond 6.625% Due 02-15-27 | 7,012 | 7,011 | 140.62 | 7,031 | 0.2 | 331 | 4.7 |
| 90,000 | US Treasury Bond 4.750% Due 02-15-37 Accrued Interest | 94,579 | 94,541 | 113.69 | 102,319 | 3.6 | 4,275 | 4.2 |
| | | 1,972,611 | 1,966,888 | | 21,297 | 0.8 | | |
| | | | | | 2,174,604 | 76.7 | 110,088 | 5.1 |
| TOTAL PORTFOLIO | | 2,607,764 | 2,589,187 | | 2,836,364 | 100.0 | 144,071 | 5.1 |