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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 DEC 1, 2009, and ending NOV 30, 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: **MERKLEY CHARITABLE TRUST**
C/O CITIZENS BANK WEALTH MANAGEMENT, NA
 Number and street (or P.O. box number if mail is not delivered to street address): **328 S SAGINAW ST. M/C 001065**
 Room/suite: _____
 City or town, state, and ZIP code: **FLINT, MI 48502**

A Employer identification number: **38-6528749**

B Telephone number: **810-766-7826**

C If exemption application is pending, check here ☐
 D 1. Foreign organizations, check here ☐
 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
 E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 4,235,502.** (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses	(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 ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	168.	168.		STATEMENT 1
4 Dividends and interest from securities	97,686.	97,686.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-119,850.			
b Gross sales price for all assets on line 6a	2,027,716.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	-21,996.	97,854.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	315.	0.		315.
b Accounting fees STMT 4	575.	0.		575.
c Other professional fees STMT 5	40,565.	4,057.		36,508.
17 Interest				
18 Taxes STMT 6	1,063.	1,063.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	42,518.	5,120.		37,398.
25 Contributions, gifts, grants paid	195,798.			195,798.
26 Total expenses and disbursements. Add lines 24 and 25	238,316.	5,120.		233,196.
27 Subtract line 26 from line 12	-260,312.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		92,734.		
c Adjusted net income (if negative, enter -0-)			N/A	

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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	Savings and temporary cash investments		44,099.	70,667.	70,667.
	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	STMT 8	2,626,265.	2,346,200.	2,571,365.
	c	Investments - corporate bonds	STMT 9	1,529,510.	1,529,510.	1,593,470.
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)					
16	Total assets (to be completed by all filers)		4,199,874.	3,946,377.	4,235,502.	
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.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		3,774,532.	3,774,532.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		20,023.	20,023.		
29	Retained earnings, accumulated income, endowment, or other funds		405,319.	151,822.		
30	Total net assets or fund balances		4,199,874.	3,946,377.		
31	Total liabilities and net assets/fund balances		4,199,874.	3,946,377.		

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	4,199,874.
2	Enter amount from Part I, line 27a	2	-260,312.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	6,815.
4	Add lines 1, 2, and 3	4	3,946,377.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,946,377.

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 GAIN/LOSS - SEE ATTACHED	P	VARIOUS	VARIOUS
b LONG TERM 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 351,726.		273,222.	78,504.
b 1,674,362.		1,874,344.	-199,982.
c 1,628.			1,628.
d			
e			

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			78,504.
b			-199,982.
c			1,628.
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	-119,850.
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	224,376.	3,554,134.	.063131
2007	294,257.	4,471,320.	.065810
2006	267,723.	4,909,266.	.054534
2005	298,287.	4,642,545.	.064251
2004	257,225.	4,548,435.	.056552

2 Total of line 1, column (d)	2	.304278
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	.060856
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,019,828.
5 Multiply line 4 by line 3	5	244,631.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	927.
7 Add lines 5 and 6	7	245,558.
8 Enter qualifying distributions from Part XII, line 4	8	233,196.

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		1	1,855.
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	1,855.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,855.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,040.	
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	1,040.	
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	815.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be credited to 2010 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e 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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.		X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14	The books are in care of ► CITIZENS BANK WEALTH MANAGEMENT, N. 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 ► 15 N/A		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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?	☐ 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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Form 990-PF (2009)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CITIZENS BANK WEALTH MANAGEMENT N. A. TRUSTEE				
328 S SAGINAW STREET				
FLINT, MI 48502	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

Form 990-PF (2009)

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."

[illegible]

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

Part IX-A	Summary of Direct Charitable Activities
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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
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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		
3	All other program-related investments See instructions	
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	4,081,044.
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	4,081,044.
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	4,081,044.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	61,216.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,019,828.
6	Minimum investment return. Enter 5% of line 5	6	200,991.

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	200,991.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,855.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,855.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	199,136.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	199,136.
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	199,136.

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	233,196.
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	233,196.
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	233,196.

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				199,136.
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	39,142.			
b From 2005	71,564.			
c From 2006	27,813.			
d From 2007	77,189.			
e From 2008	48,743.			
f Total of lines 3a through e	264,451.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 233,196.				
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				199,136.
e Remaining amount distributed out of corpus	34,060.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	298,511.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	39,142.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	259,369.			
10 Analysis of line 9				
a Excess from 2005	71,564.			
b Excess from 2006	27,813.			
c Excess from 2007	77,189.			
d Excess from 2008	48,743.			
e Excess from 2009	34,060.			

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

DAWN BENTLEY CB WEALTH MANAGEMENT, NA, 810-766-7826
 328 S. SAGINAW ST., FLINT, MI 48502

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

WRITTEN REQUEST STATING NAME OF ORGANIZATION TO BE CONSIDERED FOR SUPPORT

c Any submission deadlines

NONE

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

ORGANIZATIONS PROVIDING SERVICES TO THE YOUTH & ELDERLY OF GENESEE COUNTY

Part XV Supplementary Information (continued)				
3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED LIST OF CHARITABLE RECIPIENTS	NONE	501(C)(3) EXEMPT ORGANIZATI	GENERAL SUPPORT OF ORGANIZATION	195,798.
Total ▶ 3a				195,798.
b <i>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	168.			
4 Dividends and interest from securities			14	97,686.			
5 Net rental income or (loss) from real estate							
a Debt-financed property							
b Not debt-financed property							
6 Net rental income or (loss) from personal property							
7 Other investment income							
8 Gain or (loss) from sales of assets other than inventory			18	-119,850.			
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.		-21,996.		0.	
13 Total. Add line 12, columns (b), (d), and (e)							

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than the taxpayer) is based on all information of which preparer has any knowledge.

and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which prep

Sign Here

Signature of officer or trustee

12-13-10
Date

Vice President + Trust Officer
Title

Preparer's signature	
-------------------------	---

Date
12-8-10

Check if self-employed ☐

Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code **THOMSON REUTERS (TAX & ACCOUNTING)
6135 TRUST DRIVE, STE 118
HOLLAND, OH 43528**

EIN ▶

Phone no (419) 861-2300

Form 990-PF (2009)

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

SOURCE	AMOUNT
INTEREST ON MONEY MARKET	168.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	168.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT INCOME	99,314.	1,628.	97,686.
TOTAL TO FM 990-PF, PART I, LN 4	99,314.	1,628.	97,686.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	315.	0.		315.
TO FM 990-PF, PG 1, LN 16A	315.	0.		315.

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 FEE	575.	0.		575.
TO FORM 990-PF, PG 1, LN 16B	575.	0.		575.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CITIZENS BANK WEALTH MANAGEMENT FEE	40,565.	4,057.		36,508.
TO FORM 990-PF, PG 1, LN 16C	40,565.	4,057.		36,508.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,063.	1,063.		0.
TO FORM 990-PF, PG 1, LN 18	1,063.	1,063.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
PRIOR/POST PERIOD ADJUSTMENT	6,431.
IRS REFUND	384.
TOTAL TO FORM 990-PF, PART III, LINE 3	6,815.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS	2,346,200.	2,571,365.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,346,200.	2,571,365.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME MUTUAL FUNDS	1,529,510.	1,593,470.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,529,510.	1,593,470.

MARTHA MERKLEY TRUST

EIN 38-65258749

YEAR END 11/30/2010

ATTACHMENT FOR 990PF PAGE 11, PART XV

NO	GIFT RECIPIENT	RELATIONSHIP	PURPOSE	AMOUNT
1	BIG BROTHER/BIG SISTER OF GR FLINT 410 E SECOND ST FLINT, MI 48503	NONE	CAMPING PROGRAM	5,000.00
2	FOOD BANK OF EASTERN MICHIGAN 2312 LEPEER RD FLINT, MI 48503	NONE	SENIOR BOX PROGRAM	10,000.00
3	JEWISH COMMUNITY SERVICES 619 WALLENBERG ST FLINT, MI 48502	NONE	RUSSIAN SENIORS PROGRAM	8,000.00
4	NEW FLINT NEIGHBORHOOD PO BOX 1195 FLINT, MI 48501	NONE	COMMUNITY TUTORIAL PROGRAM	2,500.00
5	HURLEY FOUNDATION ONE HURLEY PLAZA FLINT, MI 48503-5993	NONE	NURSES IMPROVING ELDER CARE	5,000 00
6	GENESYS HURLEY CANCER INST. 302 KENSINGTON FLINT, MI 48503	NONE	HELP OLDER CANCER PATIENTS	6,500.00
12	FLINT INSTITUTE OF THE ARTS 1120 KEARSLEY ST FLINT, MI 48503	NONE	VARIOUS GRANTS	15,000 00
8	FLINT COMMUNITY SCHOOLS 923 E KEARSLEY ST. FLINT, MI 48503	NONE	LET'S SEW FOR KIDS PROJECT	2,900.00

MARTHA MERKLEY TRUST

EIN 38-65258749

YEAR END 11/30/2010

ATTACHMENT FOR 990PF PAGE 11, PART XV

NO	GIFT RECIPIENT	RELATIONSHIP	PURPOSE	AMOUNT
9	GENESEE COUNTY PARKS & REC. 5045 STANLEY RD FLINT, MI 48506	NONE	GRANT	106,023 00
10	GENESEE COUNTY HUMANE SOCIETY G3325 DORT HIGHWAY POBOX 190138 BURTON, MI 48519-0138	NONE	GRANT	33,675.00
13	SENIOR WINTER GAMES OF GENESEE 3065 N. GENESEE RD. FLINT, MI 48506	NONE	2011 WINTER GAMES	1,200 00
TOTAL				195,798 00

FROM 12/01/2009
TO 11/30/2010

CITIZENS BANK WEALTH MANAGEMENT, N A
STATEMENT OF CAPITAL GAINS AND LOSSES
MARTHA K MERKLEY CHARITABLE TRUST

PAGE 30

RUN 12/07/2010
08 20:44 AM

TRUST YEAR ENDING 11/30/2010

TAX PREPARER SC
TRUST ADMINISTRATOR DMB
INVESTMENT OFFICER MSV

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
12434 3260 ASTON MONTAG & CALDWELL GTH FD CL I - 00078H281 - MINOR = 3505						
SOLD		12/28/2009	284000 00			
ACQ	12434 3260	01/07/2009	284000 00	218222 42	65777 58	ST
CHANGED 12/05/10 SYL						
13358 9390 COLUMBIA FUNDS SERIES TRUST - COLUMBIA MARSICO - 19765H636 - MINOR = 3503						
SOLD		12/28/2009	143608 59			
ACQ	6300 1150	07/09/2009	67726 23	55000 00	12726 23	ST
	7058 8240	12/22/2008	75882 36	54000 00	21882 36	LT15
CHANGED 12/05/10 SYL						
7827 2910 COLUMBIA VALUE AND RESTRUCTURING FUND CLASS Z - 19765Y514 - MINOR = 3503						
SOLD		12/28/2009	339000 00			
ACQ	3448 8860	04/25/2008	149371 26	195000 00	-45628 74	LT15
	3452 8850	09/02/2005	149544 46	156135 00	-6590 54	LT15
	925 5200	10/26/2005	40084 27	40443 74	-359 47	LT15
CHANGED 12/05/10 SYL						
15239 8520 JENNDRY FUNDS - DRYDEN SMALL CAP CORE EQUITY CLASS Z - 26249A400 - MINOR = 3505						
SOLD		12/28/2009	228750 20			
ACQ	15239 8520	04/25/2008	228750 20	289100 00	-60349 80	LT15
CHANGED 12/05/10 SYL						
4580 1530 HARBOR INTERNATIONAL FD-INST - 411511306 - MINOR = 3503						
SOLD		12/28/2009	252000 00			
ACQ	4580 1530	10/26/2005	252000 00	214534 36	37465 64	LT15
CHANGED 12/05/10 SYL						
23155 3320 PIONEER CULLEN VALUE FUND CLASS Y #765 - 72387X406 - MINOR = 3505						
SOLD		02/26/2010	380210.55			
ACQ	19964.6460	11/06/2007	327819 49	434830 00	-107010 51	LT15
	1152 7380	04/25/2008	18927 96	24000 00	-5072 04	LT15
	2037 9480	01/07/2009	33463 11	29000 00	4463 11	LT15
CHANGED 12/05/10 SYL						
48481 5690 TRANSAMERICA WMC DIVERSIFIED GROWTH I - 893962225 - MINOR = 3505						
SOLD		02/26/2010	398518 49			
ACQ	27040 8040	04/25/2008	222275 40	296300 00	-74024 60	LT15
	21440 7650	01/07/2009	176243 09	141000 00	35243 09	LT15
CHANGED 12/05/10 SYL						
TOTALS			2026087 83	2147565 52		

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	78503 81	0 00	-199981 50	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	1628 31			0 00
	78503 81	0 00	-198353 19	0 00	0 00	0 00
STATE						
SUBTOTAL FROM ABOVE	78503 81	0 00	-199981 50	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0.00	0 00	1628 31			0 00
	78503.81	0 00	-198353 19	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

MARTHA K MERKLEY CHARITABLE TRUST

Statement Period:

11/01/10 - 11/30/10

Asset Position As of 11/30/10

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Cash Equivalents				
Goldman Sachs Fin Sq PR Ob Cl I #462	37,515.200	37,515.20 37,515.20	52.00 4.27	0.14%
Total Cash Equivalents		\$ 37,515.20 \$ 37,515.20	52.00 4.27	0.14%
Equities				
Aston Montag & Caldwell Gth Fd Cl I	5,742.312	133,738.45 100,777.58	671.00	0.50%
Baron Asset Fd Small Cap Fd #583	6,240.369	140,158.69 121,500.00	0.00	0.00%
Bridgeway Ultra-Small Company Mkt Fd	10,150.376	139,060.15 121,500.00	1,756.00	1.26%
Columbia Value and Restructuring Fund Class Z	2,790.149	129,462.91 86,556.26	1,735.00	1.34%
DFA International Core Equity #306	35,840.708	370,951.33 364,500.00	7,060.00	1.90%
DFA US Core Equity 1 Portfolio	104,300.409	1,075,337.22 976,500.00	12,828.00	1.19%
DFA Emerging Markets Core Equity Fund #272	6,720.133	139,375.56 121,500.00	1,915.00	1.37%
Harbor Fd Intl Fd Inst #2011	2,249.480	126,893.17 105,365.64	1,585.00	1.25%
JP Morgan U.S. Real Estate Fund - Sel	9,558.067	143,084.26 186,000.00	2,284.00	1.60%
Vanguard Total Stock Market Index Fund - SG #1341	6,044.776	173,303.73 162,000.00	3,294.00	1.90%
Total Equities		\$ 2,571,365.47 \$ 2,346,199.48	33,128.00 0.00	1.29%
Fixed Income				
Pimco Fds Total Return Fd Inst #35	54,524.636	626,488.07 580,252.48	21,317.00 1,813.49	3.40%



MARTHA K MERKLEY CHARITABLE TRUST

Statement Period:

11/01/10 - 11/30/10

Asset Position As of 11/30/10

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Pimco High Yield Fund Cl I #108	16,259 074	149,583.48 157,550.42	10,964.00 969 33	7 33%
Pimco Real Return Fund Cl I #122	20,652 629	239,363.97 232,810.01	5,422.00 352 53	2 27%
T Rowe Price International Bond Fund #76	14,819.272	145,821.64 151,897.54	3,593 00 315 11	2 46%
Vanguard Total Bond Market Index Fund - Sig #1351	40,019 666	432,212 39 407,000.00	13,943.00 1,167 03	3 23%
Total Fixed Income		\$ 1,593,469.55 \$ 1,529,510.45	55,239.00 4,617.49	3.47%
Cash				
Principal Cash		0 00 0.00	0 00	0 00%
Income Cash		0.00 0.00	0.00	0.00%
Total Cash		\$ 0.00 \$ 0.00	0.00 0.00	0.00%
Total Market Value		\$ 4,202,350.22 \$ 3,913,225.13	88,419.00 4,621.76	2.10%



EIN
38-6528749

MARTHA MERKLEY CHAR TR FOR YOUTH

Statement Period:

11/01/10 - 11/30/10

Asset Position As of 11/30/10

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Cash Equivalents				
Goldman Sachs Fin Sq PR Ob Cl I #462	9,223.060	9,223.06 9,223.06	12.00 1.01	0.14%
Total Cash Equivalents		\$ 9,223.06 \$ 9,223.06	12.00 1.01	0.14%
Cash				
Principal Cash		0.00 0.00	0.00	0.00%
Income Cash		0.00 0.00	0.00	0.00%
Total Cash		\$ 0.00 \$ 0.00	0.00 0.00	0.00%
Total Market Value		\$ 9,223.06 \$ 9,223.06	12.00 1.01	0.14%



EIN
38-6528749

MARTHA MERKLEY CHARITR FOR ELDERLY

Statement Period:

11/01/10 - 11/30/10

Asset Position As of 11/30/10

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Cash Equivalents				
Goldman Sachs Fin Sq PR Ob CI I #462	23,927.420	23,927.42 23,927.42	33.00 2.63	0.14%
Total Cash Equivalents		\$ 23,927.42 \$ 23,927.42	33.00 2.63	0.14%
Cash				
Principal Cash		0.00 0.00	0.00	0.00%
Income Cash		0.00 0.00	0.00	0.00%
Total Cash		\$ 0.00 \$ 0.00	0.00 0.00	0.00%
Total Market Value		\$ 23,927.42 \$ 23,927.42	33.00 2.63	0.14%