Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending ,

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

Name of foundation
ETHEL AND JAMES FLINN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) 333 WEST FORT STREET
Room/suite 1950

City or town DETROIT State MI ZIP code 48226

A Employer identification number 38-2143122

B Telephone number (see the instructions) (313) 309-3436

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, column (c), line 16)* ► $ 59,642,012.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis)

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Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)	0.			
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	644.	644.		
	4	Dividends and interest from securities	1,129,268.	1,129,268.		
	5a	Gross rents				
	b	Net rental income or (loss)		L-6a Stmt		
	6a	Net gain/(loss) from sale of assets not on line 10	-1,062,645.			
	b	Gross sales price for all assets on line 6a 11,192,664.				
	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/(loss) (att sch)				
	11	Other income (attach schedule) See Line 11 Stmt	125,749.	125,749.		
	12	**Total.** Add lines 1 through 11	193,016.	1,255,661.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	265,008.	88,508.		176,500.
	14	Other employee salaries and wages	50,000.	25,000.		25,000.
	15	Pension plans, employee benefits	57,729.	20,802.		36,927.
	16a	Legal fees (attach schedule) L-16a Stmt	18,718.	6,745.		11,973.
	b	Accounting fees (attach sch) L-16b Stmt	11,500.	4,144.		7,356.
	c	Other prof fees (attach sch) L-16c Stmt	331,530.	27,595.		303,935.
	17	Interest				
	18	Taxes (attach schedule)(see instr) See Line 18 Stmt	86,562.	7,628.		13,541.
	19	Depreciation (attach sch) and depletion				
	20	Occupancy	59,053.	21,279.		37,774.
	21	Travel, conferences, and meetings	15,254.	5,496.		9,758.
	22	Printing and publications	5,223.	1,882.		3,341.
	23	Other expenses (attach schedule) MISC.	3,524.	1,268.		2,256.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	904,101.	210,347.		628,361.
	25	Contributions, gifts, grants paid	1,679,453.			1,679,453.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,583,554.	210,347.		2,307,814.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-2,390,538.			
	b	**Net investment income** (if negative, enter -0-)		1,045,314.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II	**Balance Sheets**	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1	Cash – non-interest-bearing	179,939.	20,787.	20,787.
	2	Savings and temporary cash investments	438,515.	828,797.	828,797.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less· allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)	0.		
	b	Investments – corporate stock (attach schedule) L-10b Stmt	26,733,610.	23,103,796.	22,427,941.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt	10,345,339.	9,962,230.	10,225,562.
	11	Investments – land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) L-13 Stmt	23,856,181.	25,247,436.	25,242,960.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► L-15 Stmt)	939,057.	939,057.	895,965.
	16	**Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	62,492,641.	60,102,103.	59,642,012.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)			
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	62,492,641.	60,102,103.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see the instructions)	62,492,641.	60,102,103.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	62,492,641.	60,102,103.	

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	62,492,641.
2	Enter amount from Part I, line 27a	2	-2,390,538.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	60,102,103.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	60,102,103.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Stocks, bonds, mutual funds, hedge funds, real estate and private equity	P	various	various
b	From K-1's	P	various	various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11,192,664.		12,255,308.	-1,062,644.
b	0.		0.	153,126.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-1,062,644.
b	0.	0.	0.	153,126.
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-909,518.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	2,813,279.	48,993,401.	0.057422
2008	3,600,931.	60,639,792.	0.059382
2007	1,773,134.	28,852,029.	0.061456
2006	2,057,291.	15,047,338.	0.136721
2005	1,536,159.	13,740,010.	0.111802

2	**Total** of line 1, column (d)	2	0.426783
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.085357
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	55,519,452.
5	Multiply line 4 by line 3	5	4,738,974.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,453.
7	Add lines 5 and 6	7	4,749,427.
8	Enter qualifying distributions from Part XII, line 4	8	2,307,814.

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 the instructions)

1 a 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 instr.)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	20,906.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	20,906.
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	20,906.
6 Credits/Payments.				
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	38,892.		
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	38,892.
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	17,986.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ►		**Refunded** ►	11	17,986.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ ________ **(2)** On foundation managers ► $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
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*	3	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► MI - Michigan			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV.*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(Continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.flinnfoundation.org

14 The books are in care of ► Andrea M. Cole, Executive Director & CEO Telephone no. ► (313) 309-3436

Located at ► 333 W. Fort St. Ste. 1950 Detroit MI ZIP + 4 ► 48226-3167

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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
1 a	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 the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ 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 the instructions)		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 ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2010 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 2010)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☒ **No**

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☒ **No**

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☒ **No**

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☒ **No**

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☒ **No**

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870

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

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

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

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

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Leonard W. Smith 333. W. Fort St, Suite 1950 Detroit MI 48226	Board Chair, CIO 40.00	100,008.	10,008.	0.
Lynn Carpenter 333. W. Fort St., Suite 1950 Detroit MI 48826	Trustee 0.50	0.	0.	0.
Dr. Calmeze Dudley 333. W. Fort St., Suite 1950 Detroit MI 48826	Trustee 0.50	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		165,000.	16,500.	0.

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
None				
0				
0				
0				
0				

Total *number of other employees paid over $50,000* ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Dr. Michael Faumen 333 W. Fort Street Detroit MI 48226	Project Management of (MQIP) Medication Quality Improvement Program	144,875.
Enlighten 3027 Miller Road Ann Arbor MI 48103	Development of Web-based Module (MQIP) Medication Quality Improvement Program	100,000.
Total number of others receiving over $50,000 for professional services ►		2

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 Michigan Medication Quality Improvement Program (MQIP) is an initiative to introduce evidence-based clinical guidelines throughout community mental health. A web-based decision support system is being developed to help psychiatrists improve medication treatment for major depression, schizophrenia and bipolar disorder.	244,875.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ►	None

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	55,683,643.
b Average of monthly cash balances			1b	681,283.
c Fair market value of all other assets (see instructions)			1c	
d Total (add lines 1a, b, and c)			1d	56,364,926.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2 Acquisition indebtedness applicable to line 1 assets			2	
3 Subtract line 2 from line 1d			3	56,364,926.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	845,474.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	55,519,452.
6 **Minimum investment return.** Enter 5% of line 5			6	2,775,973.

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	2,775,973.
2a Tax on investment income for 2010 from Part VI, line 5	2a	20,906.		
b Income tax for 2010 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	20,906.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	2,755,067.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	2,755,067.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,755,067.

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	2,307,814.
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	2,307,814.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,307,814.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					2,755,067.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006					
c From 2007	52,880.				
d From 2008	618,543.				
e From 2009	385,508.				
f **Total** of lines 3a through e		1,056,931.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 2,307,814.					
a Applied to 2009, 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 2010 distributable amount					2,307,814.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		447,253.			447,253.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		609,678.			
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					
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		609,678.			
10 Analysis of line 9.					
a Excess from 2006	0.				
b Excess from 2007	0.				
c Excess from 2008	224,170.				
d Excess from 2009	385,508.				
e Excess from 2010	0.				

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 2010, 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			
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
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 organization had $5,000 or more in assets at any time during the year – see 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

Andrea M. Cole
333 W. Fort Street, Suite 1950
Detroit MI 48226 (313) 309-3436

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

The Foundation accepts applications once a year through its on-line grant system.

c Any submission deadlines:

The Foundation announces RFPs annually in May, applications are accepted through July and grants awards are announced in September.

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

The Foundation awards grants to non-profits that deliver mental health care and services in Southeast Michigan.

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Schedule Various Various MI 48826		.		1,679,453.
Total ► **3a**				1,679,453.
b *Approved for future payment*				
Total ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	644.	
4 Dividends and interest from securities			14	1,129,268.	
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			15	125,749.	
8 Gain or (loss) from sales of assets other than inventory			18	-1,062,645.	
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)				193,016.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	193,016.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

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

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

▶ Signature of officer or trustee

11-11-11
Date

▶ Executive Director, CEO
Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if ☐ if self-employed	PTIN

Firm's name ▶ ETHEL & JAMES FLINN FOUNDATION

Firm's EIN ▶

Firm's address ▶ 333 W FORT ST STE 1950
DETROIT MI 48226-3154

Phone no

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2010

Name: ETHEL AND JAMES FLINN FOUNDATION
Employer Identification Number: 38-2143122

Asset Information:

Description of Property: Stocks, bonds, mutual funds
Date Acquired: various
How Acquired: Purchased
Date Sold: various
Name of Buyer: Ethel and James Flinn Foundation
Sales Price: 11,192,664.
Cost or other basis (do not reduce by depreciation): 12,255,309.
Sales Expense:
Valuation Method
Total Gain (Loss): -1,062,645.
Accumulation Depreciation

Description of Property:
Date Acquired
How Acquired
Date Sold
Name of Buyer
Sales Price
Cost or other basis (do not reduce by depreciation)
Sales Expense:
Valuation Method:
Total Gain (Loss)
Accumulation Depreciation

Description of Property:
Date Acquired:
How Acquired
Date Sold
Name of Buyer
Sales Price:
Cost or other basis (do not reduce by depreciation)
Sales Expense:
Valuation Method
Total Gain (Loss)
Accumulation Depreciation.

Description of Property
Date Acquired
How Acquired
Date Sold
Name of Buyer.
Sales Price:
Cost or other basis (do not reduce by depreciation)
Sales Expense:
Valuation Method
Total Gain (Loss):
Accumulation Depreciation:

Description of Property
Date Acquired
How Acquired
Date Sold
Name of Buyer
Sales Price
Cost or other basis (do not reduce by depreciation)
Sales Expense
Valuation Method:
Total Gain (Loss)
Accumulation Depreciation

Description of Property:
Date Acquired:
How Acquired
Date Sold
Name of Buyer.
Sales Price.
Cost or other basis (do not reduce by depreciation)
Sales Expense
Valuation Method
Total Gain (Loss)
Accumulation Depreciation

Description of Property:
Date Acquired:
How Acquired
Date Sold
Name of Buyer
Sales Price:
Cost or other basis (do not reduce by depreciation)
Sales Expense:
Valuation Method
Total Gain (Loss)
Accumulation Depreciation

Description of Property:
Date Acquired:
How Acquired.
Date Sold.
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation)
Sales Expense
Valuation Method
Total Gain (Loss)
Accumulation Depreciation

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
MINING ROYALTIES	118,443.	118,443.	
OTHER INVESTMENT INCOME	7,306.	7,306.	
Total	125,749.	125,749.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
EXCISE TAXES	65,393.			
PAYROLL TAXES	21,169.	7,628.		13,541.
Total	86,562.	7,628.		13,541.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Dr. Linda Hryhorczuk 333 W. Fort St., Suite 1950 Detroit MI 48826	Trustee 0.50	0.	0.	0.
Person ☒ Business ☐ Allen Ledyard 333. W. Fort St., Suite 1950 Detroit MI 48226	Trustee 0.50	0.	0.	0.
Person ☒ Business ☐ George A. Nicholson, III 333 W. Fort St., Suite 1950 Detroit MI 48826	Trustee 0.50	0.	0.	0.
Person ☒ Business ☐ Duane L. Tarnacki 333. W. Fort St., Suite 1950 Detroit MI 48226	Trustee 0.50	0.	0.	0.
Person ☒ Business ☐ Andrea M. Cole 333 W. Fort St. Suite 1950 Detroit MI 48226	Executive Directo 40.00	165,000.	16,500.	0.
Total		165,000.	16,500.	0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CLARK HILL PLC	LEGAL FEES	18,718.	6,745.		11,973.
Total		18,718.	6,745.		11,973.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PLANTE & MORAN	AUDIT FEES	11,500.	4,144.		7,356.
Total		11,500.	4,144.		7,356.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Dr. Michael Fauman	Project Management fee	144,875.			144,875.
Enlighten	Web Development Fees f	100,000.			100,000.
Public Sector Consul	Mental Health in Michi	47,120.			47,120.
DAVID TECHNOLOGIES	IT TECH SUPPORT	7,561.	2,725.		4,836.
JP MORGAN	CUSTODIAL FEES	13,345.	13,345.		
MEDIA GENESIS	WEBSITE	4,480.	1,614.		2,866.
EVELETH FEE OFFICE	MINING TAXES	9,911.	9,911.		
Paul Smyth	Closing the Gap Report	4,238.			4,238.
Total		331,530.	27,595.		303,935.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK MUTUAL FUNDS	23,103,796.	22,427,941.
Total	23,103,796.	22,427,941.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
FIXED INCOME MUTUAL FUNDS	9,962,230.	10,225,562.
Total	9,962,230.	10,225,562.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
MULTI-ASSET MUTUAL FUNDS	7,954,137.	7,902,953.
HEDGE FUNDS	9,528,322.	9,843,924.
PRIVATE EQUITY FUNDS	976,105.	1,066,681.
HARD ASSETS	6,788,872.	6,429,402.
Total	25,247,436.	25,242,960.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	Fair Market Value
MINING AND GAS INTERESTS	939,057.	939,057.	895,965.
Total	939,057.	939,057.	895,965.

Supporting Statement of:

Form 990-PF, p1/Line 15(a)

Description	Amount
403(b) Plan	31,501.
Employee Benefits	26,228.
Total	57,729.

Supporting Statement of:

Form 990-PF, p1/Line 15(b)

Description	Amount
403(b) plan	11,351.
Employee Benefits	9,451.
Total	20,802.

Supporting Statement of:

Form 990-PF, p1/Line 15(d)

Description	Amount
403(b) Plan	20,150.
Employee Benefits	16,777.
Total	36,927.

Supporting Statement of:

Form 990-PF, p2/Line 13(a)

Description	Amount
MULTI ASSET MUTUAL FUNDS	8,096,399.
HEDGE FUNDS	8,040,609.
PRIVATE EQUITY FUNDS	606,405.
REAL ESTATE FUNDS	7,112,768.
Total	23,856,181.

Supporting Statement of:

Net Gain or Loss From Sale of Assets/Sales Price-1

Description	Amount
	11,192,664.
Total	11,192,664.

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
SOLD				
	COMMONFUND INSTL MULTI STRAT COMMOD CUSIP: 202990214			
01/13/10	41.887 SOLD 12/31/09 AT $9.46 /SH COMMISSION $0.00 SELL DTD 12/31/09 SUB-ACCOUNT 4410989402	396.25	477.09-	80.84-
02/12/10	41.788 SOLD 01/29/10 AT $8.87 /SH COMMISSION $0.00 SELL DTD 01/29/2010 SUB-ACCOUNT 4410989402	370.66	475.97-	105.31-
03/15/10	37.734 SOLD 02/26/10 AT $9.18 /SH COMMISSION $0.00 SELL DTD 02/26/2010 SUB-ACCOUNT 4410989402	346.40	429.79-	83.39-
05/03/10	41.906 SOLD 03/31/10 AT $9.05 /SH COMMISSION $0.00 SELL DTD 03/31/2010 SUB-ACCOUNT 4410989402	379.25	477.31-	98.06-
06/04/10	40.411 SOLD 04/30/10 AT $9.3299/SH COMMISSION $0.00 SELL DTD 04/30/2010 SUB-ACCOUNT 4410989402	377.03	460.28-	83.25-
06/30/10	41.747 SOLD 05/28/10 AT $8.6701/SH COMMISSION $0.00 SELL DTD 05/28/2010 SUB-ACCOUNT 4410989402	361.95	475.50-	113.55-
07/29/10	40.483 SOLD 06/30/10 AT $8.63 /SH COMMISSION $0.00 SELL DTD 06/30/10 SUB-ACCOUNT 4410989402	349.37	461.10-	111.73-

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
SOLD (CONT.)				
08/16/10	41.726 SOLD 07/30/10 AT $9.12 /SH COMMISSION $0.00 SELL DTD 07/30/10 SUB-ACCOUNT 4410989402	380.54	475.26-	94.72-
09/24/10	41.716 SOLD 08/31/10 AT $9.01 /SH COMMISSION $0.00 SELL DTD 08/31/10 SUB-ACCOUNT 4410989402	375.86	475.15-	99.29-
10/14/10	40.443 SOLD 09/30/10 AT $9.66 /SH COMMISSION $0.00 SELL DTD 09/30/2010 SUB-ACCOUNT 4410989402	390.68	460.65-	69.97-
11/23/10	41.695 SOLD 10/29/10 AT $10.19 /SH COMMISSION $0.00 SELL DTD 10/29/2010 SUB-ACCOUNT 4410989402	424.87	474.91-	50.04-
	TOTAL	4,152.86	5,143.01-	990.15-
	JPMORGAN CORE BOND FUND CUSIP: 4812C0381			
01/04/10	7,047.748 SOLD 12/31/09 AT $11.10 /SH COMMISSION $0.00 7,047.748 SHARES AT $11.10 SUB-ACCOUNT 4410989401	78,230.00	76,679.50-	1,550.50
	JPMORGAN CORE BOND FUND ULTRA CUSIP: 4812C0100			

DATE	SOLD (CONT.) DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
07/01/10	45,233.428 SOLD 06/30/10 AT $11.47 /SH COMMISSION $0.00 45,233.428 SHARES AT $11.47 SUB-ACCOUNT 4410989401	518,827.42	492,139.70-	26,687.72
10/29/10	17,094.017 SOLD 10/28/10 AT $11.70 /SH COMMISSION $0.00 17,094.017 SHARES AT $11.70 SUB-ACCOUNT 4410989401	200,000.00	185,147.14-	14,852.86
	TOTAL	718,827.42	677,286.84-	41,540.58
	JPMORGAN EMERGING MKTS DEBT FD SEL CUSIP: 4812A0748			
07/01/10	22,178.967 SOLD 06/30/10 AT $7.63 /SH COMMISSION $0.00 22,178.967 SHARES AT $7.63 SUB-ACCOUNT 4410989401	169,225.52	185,637.95-	16,412.43-
10/29/10	11,455.847 SOLD 10/28/10 AT $8.38 /SH COMMISSION $0.00 11,455.847 SHARES AT $8.38 SUB-ACCOUNT 4410989401	96,000.00	95,885.44-	114.56
	TOTAL	265,225.52	281,523.39-	16,297.87-
	JPMORGAN EMERGING MKTS EQ FD INSTL CUSIP: 4812A0631			
01/08/10	2,788.104 SOLD 01/07/10 AT $21.52 /SH COMMISSION $0.00 2,788.104 SHARES AT $21.52 SUB-ACCOUNT 4410989401	60,000.00	60,390.33-	390.33-

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
SOLD (CONT.)				
10/01/10	8,825.921 SOLD 09/30/10 AT $23.53 /SH COMMISSION $0.00 8,825.921 SHARES AT $23.53 SUB-ACCOUNT 4410989401	207,673.91	191,169.45-	16,504.46
10/29/10	5,012.531 SOLD 10/28/10 AT $23.94 /SH COMMISSION $0.00 5,012.531 SHARES AT $23.94 SUB-ACCOUNT 4410989401	120,000.00	108,571.42-	11,428.58
	TOTAL	387,673.91	360,131.20-	27,542.71
	JPMORGAN EQUITY INDEX FD CUSIP: 4812C1553			
10/01/10	1,288.655 SOLD 09/30/10 AT $25.90 /SH COMMISSION $0.00 1,288.655 SHARES AT $25.90 SUB-ACCOUNT 4410989401	33,376.16	34,729.25-	1,353.09-
10/29/10	4,089.219 SOLD 10/28/10 AT $26.90 /SH COMMISSION $0.00 4,089.219 SHARES AT $26.90 SUB-ACCOUNT 4410989401	110,000.00	110,204.45-	204.45-
	TOTAL	143,376.16	144,933.70-	1,557.54-
	JPMORGAN HIGH YIELD BOND FUND CUSIP: 4812C0803			
01/04/10	1,837.855 SOLD 12/31/09 AT $7.74 /SH COMMISSION $0.00 1,837.855 SHARES AT $7.74 SUB-ACCOUNT 4410989401	14,225.00	15,125.55-	900.55-

DATE	SOLD (CONT.)	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
07/01/10		13,895.282 SOLD 06/30/10 AT $7.70 /SH COMMISSION $0.00 13,895.282 SHARES AT $7.70 SUB-ACCOUNT 4410989401	106,993.67	114,358.17-	7,364.50-
10/29/10		14,527.845 SOLD 10/28/10 AT $8.26 /SH COMMISSION $0.00 14,527.845 SHARES AT $8.26 SUB-ACCOUNT 4410989401	120,000.00	119,564.16-	435.84
		TOTAL	241,218.67	249,047.88-	7,829.21-
		JPMORGAN HIGHBRIDGE STAT MKT NEUT FD CUSIP: 4812A2439			
07/01/10		6,091.234 SOLD 06/30/10 AT $15.48 /SH COMMISSION $0.00 6,091.234 SHARES AT $15.48 SUB-ACCOUNT 4410989401	94,292.30	98,312.52-	4,020.22-
		JPMORGAN INTERNATIONAL EQUITY FUND CUSIP: 4812A0532			
01/08/10		9,888.476 SOLD 01/07/10 AT $13.45 /SH COMMISSION $0.00 9,888.476 SHARES AT $13.45 SUB-ACCOUNT 4410989401	133,000.00	348,986.98-	215,986.98-
10/01/10		10,806.87 SOLD 09/30/10 AT $13.04 /SH COMMISSION $0.00 10,806.87 SHARES AT $13.04 SUB-ACCOUNT 4410989401	140,921.58	352,127.12-	211,205.54-

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
SOLD (CONT.)				
10/29/10	7,590.273 SOLD 10/28/10 AT $13.57 /SH COMMISSION $0.00 7,590.273 SHARES AT $13.57 SUB-ACCOUNT 4410989401	103,000.00	248,050.12-	145,050.12-
	TOTAL	376,921.58	949,164.22-	572,242.64-
	JPMORGAN INTERNATIONAL EQUITY INDEX CUSIP: 4812C1876			
10/01/10	9,886.544 SOLD 09/30/10 AT $18.38 /SH COMMISSION $0.00 9,886.544 SHARES AT $18.38 SUB-ACCOUNT 4410989401	181,714.67	319,236.50-	137,521.83-
10/29/10	6,777.894 SOLD 10/28/10 AT $19.18 /SH COMMISSION $0.00 6,777.894 SHARES AT $19.18 SUB-ACCOUNT 4410989401	130,000.00	218,858.20-	88,858.20-
	TOTAL	311,714.67	538,094.70-	226,380.03-
	JPMORGAN INTL OPPORTUNITIES FD INSTL CUSIP: 4812A0490			
10/01/10	14,032.021 SOLD 09/30/10 AT $12.95 /SH COMMISSION $0.00 14,032.021 SHARES AT $12.95 SUB-ACCOUNT 4410989401	181,714.67	236,439.55-	54,724.88-
10/29/10	8,196.721 SOLD 10/28/10 AT $13.42 /SH COMMISSION $0.00 8,196.721 SHARES AT $13.42 SUB-ACCOUNT 4410989401	110,000.00	138,114.75-	28,114.75-

SOLD (CONT.)

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	TOTAL	291,714.67	374,554.30-	82,839.63-
	JPMORGAN INTREPID AMERICA FUND CUSIP. 4812A2108			
01/04/10	3,501.723 SOLD 12/31/09 AT $20.31 /SH COMMISSION $0.00 3,501.723 SHARES AT $20.31 SUB-ACCOUNT 4410989401	71,120.00	100,604.50-	29,484.50-
01/08/10	2,147.971 SOLD 01/07/10 AT $20.95 /SH COMMISSION $0.00 2,147.971 SHARES AT $20.95 SUB-ACCOUNT 4410989401	45,000.00	61,711.21-	16,711.21-
04/01/10	3,871.269 SOLD 03/31/10 AT $21.44 /SH COMMISSION $0.00 3,871.269 SHARES AT $21.44 SUB-ACCOUNT 4410989401	83,000.00	111,221.56-	28,221.56-
10/29/10	2,552.204 SOLD 10/28/10 AT $21.55 /SH COMMISSION $0.00 2,552.204 SHARES AT $21.55 SUB-ACCOUNT 4410989401	55,000.00	73,324.82-	18,324.82-
	TOTAL	254,120.00	346,862.09-	92,742.09-
	JPMORGAN INTREPID MID CAP FD CUSIP: 4812C1512			
01/04/10	9,695.589 SOLD 12/31/09 AT $12.47 /SH COMMISSION $0.00 9,695.589 SHARES AT $12.47 SUB-ACCOUNT 4410989401	120,904.00	173,454.09-	52,550.09-

DATE	SOLD (CONT.) DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
04/01/10	8,082.257 SOLD 03/31/10 AT $13.48 /SH COMMISSION $0.00 8,082.257 SHARES AT $13.48 SUB-ACCOUNT 4410989401	108,948.82	144,591.58-	35,642.76-
10/01/10	1,401.535 SOLD 09/30/10 AT $13.23 /SH COMMISSION $0.00 1,401.535 SHARES AT $13.23 SUB-ACCOUNT 4410989401	18,542.31	25,073.46-	6,531.15-
10/29/10	10,211.524 SOLD 10/28/10 AT $13.71 /SH COMMISSION $0.00 10,211.524 SHARES AT $13.71 SUB-ACCOUNT 4410989401	140,000.00	182,684.16-	42,684.16-
	TOTAL	388,395.13	525,803.29-	137,408.16-
	JPMORGAN INVESTOR CONSERVATIVE GRWTH CUSIP: 4812C2700			
12/20/10	4,476.276 SOLD 12/17/10 AT $11.17 /SH COMMISSION $0.00 4,476.276 SHARES AT $11.17 SUB-ACCOUNT 4410989404	50,000.00	43,598.93-	6,401.07
12/23/10	17,841.213 SOLD 12/22/10 AT $11.21 /SH COMMISSION $0.00 17,841.213 SHARES AT $11.21 SUB-ACCOUNT 4410989404	200,000.00	173,773.41-	26,226.59
	TOTAL	250,000.00	217,372.34-	32,627.66
	JPMORGAN MKT NEUTRAL FD INSTL CL CUSIP: 4812A1688			

ASSETS DISPOSED 01/01/10 TO 12/31/10

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
07/01/10	2,742.151 SOLD 06/30/10 AT $15.42 /SH COMMISSION $0.00 2,742.151 SHARES AT $15.42 SUB-ACCOUNT 4410989401	42,283.97	41,982.33-	301.64
	JPMORGAN PRIME MONEY MKT FD CAPITAL CUSIP: 4812A0367			
VARIOUS	TOTAL OF 119 SALES	6,335,467.14	6,335,467.14-	0.00
	JPMORGAN SMALL CAP GROWTH FD INSTL CUSIP: 4812C0290			
10/01/10	2,622.145 SOLD 09/30/10 AT $9.90 /SH COMMISSION $0.00 2,622.145 SHARES AT $9.90 SUB-ACCOUNT 4410989401	25,959.24	32,776.81-	6,817.57-
10/29/10	14,975.845 SOLD 10/28/10 AT $10.35 /SH COMMISSION $0.00 14,975.845 SHARES AT $10.35 SUB-ACCOUNT 4410989401	155,000.00	190,391.11-	35,391.11-
	TOTAL	180,959.24	223,167.92-	42,208.68-
	JPMORGAN SMALL CAP VALUE FUND CUSIP: 4812C1793			
04/01/10	9,264.794 SOLD 03/31/10 AT $16.73 /SH COMMISSION $0.00 9,264.794 SHARES AT $16.73 SUB-ACCOUNT 4410989401	155,000.00	212,220.16-	57,220.16-

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
SOLD (CONT.)				
	JPMORGAN US LARGE CAP CORE PLUS SEL CUSIP: 4812A2389			
10/29/10	13,340.174 SOLD 10/28/10 AT $19.49 /SH COMMISSION $0.00 13,340.174 SHARES AT $19.49 SUB-ACCOUNT 4410989401	260,000.00	278,809.64-	18,809.64-
	JPMORGAN US REAL ESTATE FUND CUSIP: 4812C0613			
01/04/10	10,193.284 SOLD 12/31/09 AT $12.21 /SH COMMISSION $0.00 10,193.284 SHARES AT $12.21 SUB-ACCOUNT 4410989401	124,460.00	112,640.99-	11,819.01
04/01/10	7,461.329 SOLD 03/31/10 AT $13.39 /SH COMMISSION $0.00 7,461.329 SHARES AT $13.39 SUB-ACCOUNT 4410989401	99,907.19	75,583.27-	24,323.92
07/01/10	5,290.531 SOLD 06/30/10 AT $12.99 /SH COMMISSION $0.00 5,290.531 SHARES AT $12.99 SUB-ACCOUNT 4410989401	68,724.00	53,106.40-	15,617.60
10/29/10	7,973.422 SOLD 10/28/10 AT $15.05 /SH COMMISSION $0.00 7,973.422 SHARES AT $15.05 SUB-ACCOUNT 4410989401	120,000.00	77,421.93-	42,578.07
	TOTAL	413,091.19	318,752.59-	94,338.60
	TOTAL SOLD	11,192,664.43	12,255,308.76-	1,062,644.33-
K1's	Partnership Gain/Losses			153,126.00
	Total Sold `	11, 192,664.43	12,255,308,76	909,518.00

Adopted: December 14, 2010
Effective: January 1, 2011

AMENDED AND RESTATED BYLAWS

OF

THE ETHEL AND JAMES FLINN FOUNDATION

(A Michigan Nonprofit Corporation)

ARTICLE I

Members

Section 1. Members. The Corporation is organized on a membership basis. The Members of this Corporation will consist of those persons elected as Members in the manner set forth in the Articles of Incorporation. Members will serve for a term of three years.

Section 2. Resignation, Removal and Vacancies. A Member may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. A Member may be removed, either with or without cause, by the affirmative vote of a 3/4ths of all Members entitled to vote. The remaining Members may fill any vacancies in the membership as a result of death, resignation, removal or otherwise by the affirmative vote of a majority of the remaining Members though less than a quorum of the Board.

Section 3. Annual Meeting. The annual meeting of the Members of the Corporation will be held on the second Tuesday of December of each year, or on such other date and at such place as designated by the notice of such meeting for the purpose of electing Trustees and for the transaction of other business properly brought before the meeting.

Section 4. Special Meetings. Special meetings of the Members may be called by the Chair of the Board and will be called by the Chair of the Board or Secretary at the direction of not less than two Trustees or at the request in writing of at least two of the Members entitled to vote at the meeting. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the Members and stated in the notice of meeting. Any request for a special meeting must state the purpose or purposes of the proposed meeting.

Section 5. Notice of Meetings. Except as otherwise provided by these bylaws or by law, written notice containing the time, place and purpose of a meeting of the Members will be given either personally or by mail to each Member of record entitled to vote at the meeting not less than 10 days nor more than 60 days before the meeting. No notice of an adjourned meeting need be given if the time and place to which the meeting is adjourned is announced at the meeting. At the adjourned meeting, the only business that may be transacted is business which might have been transacted at the original meeting, unless the Members fix a new record date for the adjourned meeting.

Meetings may be held without notice if all Members are present in person or if notice of the meeting is waived in writing, either before or after the meeting, by all Members not present at the meeting.

Section 6. Quorum. A majority of the Members will constitute a quorum for the transaction of business. The Members present in person or by proxy at the meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. The vote of a majority of the Members present at the meeting at which a quorum is present constitutes the action of the Members, unless a greater number is required by other sections of these Bylaws or the Articles of Incorporation. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Members present.

Section 7. Conduct of Meetings. Meetings of the Members will be presided over by the Chair of the Board. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 8. Participation by Conference Telephone. A Member may participate in a meeting by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section will constitute presence in person at the meeting.

Section 9. Voting. Each Member entitled to vote at any meeting of Members will have the right to cast one vote in person or by proxy.

Section 10. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of the Members may be taken without a meeting, without prior notice and without a vote, if all of the Members entitled to vote therein consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Members.

Section 11. Use of Electronic Transmission. As used in these bylaws, “written” or “writing” will include communications by electronic transmission, including but not limited to fax and email. Notices of meetings, waivers of notice of meetings, proxies, and written consents may be transmitted by electronic transmission. When a notice or communication is transmitted electronically, the notice or communication is deemed to be given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. A trustee will be deemed to have consented to the use of email upon providing the Corporation with a valid email address.

ARTICLE II

Trustees

Section 1. Number, Qualification and Term of Office. The property, activities and affairs of the Corporation will be managed by its Board of Trustees. The Board of Trustees of this Corporation will consist of not less than three nor more than nine persons as determined by the Members.

The terms of the Trustees will be staggered so that at each annual meeting, approximately one-third of the Trustees will be elected. The members of the first Board of Trustees will be divided as nearly as possible into three classes of equal size: the first class to serve a one-year term, the second class to serve a two-year term and the third class to serve a three-year term. Thereafter, the term of office of any Trustee will be for three years from the date of his or her election or appointment by the affirmative vote of a majority of the Members entitled to vote and present in person or by proxy at a meeting of the Members and continue until his or her successor has been elected and qualified. Each Trustee may serve a maximum of three (3) consecutive three (3) year terms effective January 1, 2010. Trustees appointed by the Board of Trustees to fill unexpired terms, shall stand for election at the annual meeting for which the vacated term was due to expire, and service provided for the unexpired term shall not be counted as an elected term. After serving three consecutive terms, a person will be eligible to serve as Trustee for three additional consecutive terms one year after the end of his or her third consecutive term."

Section 2. Resignation, Removal and Vacancies. A Trustee may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. A Trustee may be removed, either with or without cause, by the affirmative vote of 3/4ths of all Members entitled to vote.

If a vacancy has occurred in the Board of Trustees as a result of death, resignation, removal or otherwise, the vacancy may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board.

Section 3. General Powers as to Negotiable Paper. The Board of Trustees may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 4. Powers as to Other Documents. All material contracts, conveyances and other instruments may be executed on behalf of the Corporation by the Chair of the Board or Executive Director, and, if necessary, attested by the Secretary or the Treasurer.

Section 5. Regular Meetings. Regular meetings of the Board of Trustees may be held without notice if the time and place of the meeting has been determined by resolution of the Board. A regular meeting of the Board of Trustees will be held immediately after the annual meeting of the Members at the same place for the purpose of electing officers for the ensuing year. At least one regular meeting of the Board must be held each year.

Section 6. Special Meetings. Special meetings of the Board of Trustees may be called by the Chair of the Board and will be called by the Chair of the Board or Secretary at the direction of not less than two Trustees or as may otherwise be provided by law. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the Chair of the Board or Secretary and stated in the notice of meeting. Any request for a meeting by Trustees must state the purpose or purposes of the proposed meeting.

Section 7. Notice of Meeting. Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Trustees will be given either personally or by mail to each Trustee not less than ten days before a regular meeting and not less than two days before a special meeting. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

Attendance of a Trustee at a meeting constitutes a waiver of notice of the meeting, except where the Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 8. Quorum and Voting. A majority of all the Trustees will constitute a quorum at any meeting. The Trustees present in person or by proxy at the meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Trustees to leave less than a quorum. The vote of a majority of the Trustees present at a meeting at which a quorum is present constitutes the action of the Board of Trustees, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Trustees present.

Section 9. Voting. Each Trustee entitled to vote at any meeting of Trustees will have the right to cast one vote in person or by proxy.

Section 10. Conduct of Meetings. Meetings of the Trustees will be presided over by the Chair of the Board. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 11. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of Trustees may be taken without a meeting, without prior notice and without a vote, if all of the Trustees consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board of Trustees.

Section 12. Telephonic Conferences. A Trustee may participate in a meeting of Trustees by conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 13. Use of Electronic Transmission. As used in these bylaws, "written" or "writing" will include communications by electronic transmission, including but not limited to fax and email. Notices of meetings, waivers of notice of meetings, proxies, and written consents may be transmitted by electronic transmission. When a notice or communication is transmitted electronically, the notice or communication is deemed to be given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. A trustee will be deemed to have consented to the use of email upon providing the Corporation with a valid email address.

Section 14. Compensation. Trustees will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Trustee in his or her capacity as a Trustee.

ARTICLE III

Officers

Section 1. Election or Appointment. The Board of Trustees will elect a Chair of the Board, a Secretary and a Treasurer of the Corporation at each annual meeting and may elect a Vice Chair, Assistant Secretary, Assistant Treasurer and Executive Director. The same person may hold any two or more offices, but no officer will execute, acknowledge or verify any instrument in more than one capacity. The Trustees may also appoint any other officers and agents as they deem necessary for accomplishing the purposes of the Corporation.

Section 2. Term of Office. The term of office of all officers will commence upon their election or appointment and will continue until the next annual meeting of the Corporation and until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Trustees, with or without cause, by the affirmative vote of a majority of the Trustees then in office, whenever in their judgment the best interest of the Corporation will be served.

An officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of the resignation.

Section 3. Compensation. Any officer who is an employee of the Corporation will receive reasonable compensation for his or her services as fixed by the Board of Trustees. No officer is prevented from receiving compensation by reason of the fact that he or she is also a Trustee of the Corporation.

Section 4. Chair of the Board. The Chair of the Board will preside at meetings of the Trustees and in his or her absence, the Trustees present at the meeting will designate another presiding officer. The Chair of the Board will assist the Executive Director to see that all orders and resolutions of the Board of Trustees are carried into effect.

Section 5. Vice Chair. The Vice Chair will, in the absence or disability of the Chair of the Board, perform the duties and exercise the powers of the Chair of the Board and will perform any other duties prescribed by the Board of Trustees or the Chair of the Board.

Section 6. The Secretary. The Secretary will attend all meetings of the Board of Trustees and record the minutes of all proceedings in a book to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the Board of Trustees for which notice may be required and will perform any other duties prescribed by the Board of Trustees.

Section 7. The Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Trustees. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control will be returned to the Corporation at the time of his or her death, resignation or removal from office.

Section 8. Assistant Secretaries and Assistant Treasurers. The Assistant Secretary and the Assistant Treasurer, respectively, in the absence of the Secretary or Treasurer, as the case may be, will perform the duties and exercise the powers of the Secretary or Treasurer and will perform any other duties prescribed by the Board of Trustees.

Section 9. Executive Director. The Executive Director will be the chief executive officer of the Corporation and will see that all orders and resolutions of the Board of Trustees are carried into effect. The Executive Director will be the principal operating officer of the Corporation and will have general and active management of the activities of the Corporation. The Executive Director, subject to the control of the Board, will supervise and control all of the property and affairs of the Corporation and will have the general duties incident to the office of the Executive Director and other duties as may be prescribed by the Board. Within this authority and in the course of his or her duties, he or she will sign, execute, acknowledge or verify instruments of any nature which the Board has authorized to be signed, executed, acknowledged or verified, except in cases where expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation. The Executive Director is responsible for ensuring compliance with the requirements of the applicable Internal Revenue Code provisions and Regulations thereunder so as to maintain the Corporation's exemption from tax under Section 501(c)(3) of the Code and its classification as a private foundation under Section 509(a) of the Code.

ARTICLE IV

Committees

Section 1. Executive Committee. The Board of Trustees may establish an Executive Committee consisting of two or more members of the Board. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Trustees, may exercise all powers and authority of the Board of Trustees in the management of the business and affairs of the Corporation between meetings of the Board of Trustees, except that such Executive Committee will not have power or authority to:

(a) Amend the Articles of Incorporation;

(b) Adopt an agreement of merger or consolidation;

(c) Recommend to Members the sale, lease or exchange of all or substantially all of the Corporation's property and assets;

(d) Recommend to Members the dissolution of the Corporation or a revocation of a dissolution;

(e) Amend the Bylaws of the Corporation;

(f) Fill vacancies on the Board;

(g) Fix compensation of the Trustees for serving on the board or on a committee; or

(h) Terminate membership.

Section 2. Other Committees. The Board of Trustees may designate other committees as deemed appropriate. The committees will have the authority as delegated to them by the Board of Trustees.

Section 3. Procedure. All committees, and each member thereof, will serve at the pleasure of the Board of Trustees. The Board of Trustees will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence or any committee. Regular or special meetings of any committee may be held in the same manner provided in these Bylaws for regular or special meetings of the Board of Trustees, and a majority of any committee will constitute a quorum at the meeting.

ARTICLE V

Indemnification

Section 1. Indemnification. The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Trustee or officer of the Corporation (and, to the extent provided in a resolution of the Board of Trustees or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Trustee, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

The Corporation may purchase and maintain insurance on behalf of any such person against any liability (including penalties, taxes, expenses of correction, judgments, settlements or expenses) asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or under the provisions of Sections 561 through 565 of the Michigan Nonprofit Corporation Act.

Section 2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a Trustee or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Trustees or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Trustee, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

ARTICLE VI

Policies

Section 1. Governance Policies The Board of Trustees will adopt a conflicts of interest policy and such other policies as are appropriate for the governance of the Corporation.

ARTICLE VII

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation will end on the last day of December.

Section 2. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the Trustees then in office.

WHO WE ARE

The Ethel and James Flinn Foundation is a Detroit, Michigan based mental health foundation established in 1976 by Ethel "Peggy" W. Flinn to remember her parents Ethel G. and James H. Flinn and her brother, James "Jim" H. Flinn, Jr. and to provide a means for family philanthropy.

MISSION

The Flinn Foundation is committed to improving the quality of life of children, adolescents and adults with mental illness by improving the quality, scope and delivery of mental health services in Southeast Michigan. The Foundation uses its resources through research to develop, evaluate and implement best practice treatment programs.

MAJOR GRANTMAKING INITIATIVES

Integrated Care - The goal of this Initiative is to advance the integration of mental health services into primary care settings throughout southeast Michigan (Wayne, Oakland, Macomb and Washtenaw counties). Primary care settings (health clinics, primary care providers, school based health clinics), are crucial for treating those with mild to moderate symptoms that, if treated effectively, can be prevented from developing into disabling mental illness or emotional disturbance. Three year implementation grants are awarded ranging from $125,000 to $150,000 annually.

Evidence-Based Practices and Programs - The goal of this initiative is to expand the availability of effective community-based treatment practices and programs relating to serious mental illness or emotional disturbance. Two year implementation grants ranging from $50,000 to $100,000 annually are awarded to implement and evaluate proven treatment practices and programs that improve the quality, scope and delivery of mental health services.

Grantmaking Opportunities The goal of this initiative is to fund a wide variety of grants to improve organizational capacity of mental health providers in Southeast Michigan, combat stigma, and support policy research and evaluation. One year grants ranging from $25,000 to $50,000 are awarded.

Michigan Medication Quality Improvement Program (MQIP) The goal of this initiative is to improve the quality of mental health services in Michigan through dissemination and adoption of evidence-based pharmacological treatment of schizophrenia, major depression, and bipolar disorder. Phase I of the initiative included planning, researching and conceptualizing evidence-based clinical practice guidelines. Phase II involved testing the guidelines in real world settings. Phase III introduces the guidelines developed as a web-based clinical decision support system and rebranded as MQIP and designed to help psychiatrists decrease excessive variability in medication treatment. The module is owned by the Foundation and will be provided royalty free to community mental health providers and users statewide.

ATTACHED IS THE FULL LIST OF GRANTS PAID DURING THE YEAR AS PART XV SUPPLEMENTARY INFORMATION

Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
INTEGRATED CARE INITIATIVE: To integrate mental health care into primary care settings.				
Adult Well-Being Services 1423 Field Avenue Detroit, MI 48214		Public Charity	First year payment of three year grant to support an integrated health pilot to address health disparities in adults with severe mental illness living in adult foster care homes.	25,000
Children's Hospital of Michigan 3901 Beaubien Detroit, MI 48201		Public Charity	Final year payment of three year grant to integrate mental health services within the Adolescent Medicine Clinic serving 1,000 youth.	125,000
Henry Ford Health System 1 Ford Place Detroit, MI 48202		Public Charity	Final year payment of three year grant to integrate mental health services into 7 Detroit school-based health centers.	175,000
Sinai Hospital of Greater Detroit 6071 W. Outer Drive Detroit, MI 48235		Public Charity	Final year payment of three year grant to integrate mental health services within the hospital's primary care center in Northwest Detroit.	150,000
St. Joseph's Mercy Oakland 44405 Woodward Avenue Pontiac, MI 48341		Public Charity	Final year payment of three year grant to integrate mental health services within the hospital's Mercy Place Health Clinic.	150,000
Washtenaw Community Health Organization 555 Towner Boulevard Ypsilanti, MI 48197		Public Charity	Second year payment of three year grant to develop an integrated health care model for children and adolescents in Washteanw County.	150,000
Washtenaw Community Health Organization 555 Towner Boulevard Ypsilanti, MI 48197		Public Charity	Final year payment of three year grant to provide multi-site evaluation of integrating mental health services into primary care settings.	73,000

Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
INTEGRATED CARE INITIATIVE (Cont):				
Wayne State University - Department of Internal Medicine 5057 Woodward Avenue Detroit, MI 48202		Public Charity	Final year payment of three year grant to mental health services within Primary Care clinic which serves adults.	150,000
GRANTMAKING OPPORTUNITIES: A wide variety of one-year grants				
Children's Hospital of Michigan 3901 Beaubien Detroit, MI 48201		Public Charity	Expand integrated care beyond its Adolescent Medicine primary clinic to all General Pediatric clinics which serve 2,676 children ages 6 to 12 annually.	49,000
Community Care Services 26184 W. Outer Drive Lincoln Park, MI 48146		Public Charity	Improve organizational capacity by implementing a Learning Organizational Model to improve staff workflow and use of data-driven tools.	50,000
Detroit Central City Community 10 Peterboro Detroit, MI 48201		Public Charity	Implement a program that utilizes peers as mentors to individuals with mental illness who have involvement with the criminal justice system.	35,000
Detroit Science Center 5020 John R Street Detroit, MI 48202		Public Charity	Build a set of comprehensive and inactive mental health exhibits and programming to increase public awareness about depression and bipolar disorder.	75,000
Detroit Wayne County Health Authority 3031 West Grand Blvd., Suite 545 Detroit, MI 48202		Public Charity	Fund technical assistance to the Detroit Area Health Center Expansion (HCE) Council to compete for expansion grants available through the HRSA.	50,000

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GRANTMAKING OPPORTUNITIES (Con't):				
Detroit Wayne County Health Authority 3031 West Grand Blvd., Suite 545 Detroit, MI 48202		Public Charity	Promote mental illness awareness and education. A six-part regional health education program addressing stigmas and disease as a community issue will air on Detroit Public Television	35,000
Henry Ford Health System 1 Ford Place Detroit, MI 48202		Public Charity	Implement Applied Behavioral Analysis (ABA) at the Cottage Medical Center location. ABA is the most commonly prescribed type of treatment program for children who have been diagnosed with Autism.	30,000
Kadima Jewish Support Services 15999 W. Twelve Mile Road Southfield MI 48215		Public Charity	To provide early screening, assessment, diagnosis, intervention and treatment for children ages 3 to 8 who present with potential mental illness, emotional disturbance and/or serious behavioral disorders.	50,000
Mental Health Association in Michigan 30233 Southfield Road Southfield, MI 48076		Public Charity	For policy research and evaluation to improve delivery of mental health care and services in the State of Michigan by focusing on problems ensuing from children in the juvenile justice system.	50,000
Michigan State University 301 Administration Building East Lansing, MI 48224		Public Charity	To fund the evaluation of the Wayne County Mental Health Court pilot aimed at diverting people with mental illness from jail and into treatment.	35,000
New Passages 70 Lafayette Pontiac, MI 48342		Public Charity	To provide clinical training in implementing Motivational Interviewing and Parent Management Training-Oregon Models.	20,000

Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
GRANTMAKING OPPORTUNITIES (Con't):				
Regents of the University of Michigan 4250 Plymouth Road Ann Arbor, MI 48105		Public Charity	To fund a demonstration pilot to improve depression care in community-based primary care practices.	40,000
Regents of the University of Michigan 4250 Plymouth Road Ann Arbor, MI 48105		Public Charity	To support the Heinz C. Prechter Bipolar Research Fund in accelerating and translating research to diagnose and treat depression and bipolar disorder.	1,000
Rose Hill Center 5130 Rose Hill Boulevard Holy, MI 48442		Public Charity	To fund clinical staff training in implementing Motivational Interviewing to better engage individuals into treatment.	20,000
University of Detroit Mercy 4001 West McNichols Road Detroit, MI 48221		Public Charity	To implement an electronic scheduling and treatment program to better serve individuals who receive no-cost mental health services at the clinic.	25,000
Wayne State University 5057 Woodward Avenue Detroit, MI 48202		Public Charity	To implement a screening intervention to help address depression and substance abuse issues within the underserved Latino population of Macomb County.	30,000
Wayne State University 5057 Woodward Avenue Detroit, MI 48202		Public Charity	To conduct a study to inform policy makers of the characteristics, costs and outcomes for people served in the mental health system living in independent versus group home settings.	48,000
William Beaumont Hospital 3711 W. Thirteen Mile Road Royal Oak, MI 48073		Public Charity	To design an intensive three-day treatment program for young people and their families coping with eating disorders, including anorexia and bulimia.	25,000

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TRUSTEE AND EMPLOYEE MATCHING GIFTS				14,510
MEMBERSHIP DUES:				
Association for Children's Mental Health 100 W. Washtenaw, Suite 404 Lansing, MI 48933		Public Charity	Annual Membership Dues	125
Council of Michigan Foundation P.O. Box 599 Grand Haven, MI 49417		Public Charity	Annual Membership Dues	6,300
Grantmakers In Health 1100 Connecticut Avenue Washington, D.C.		Public Charity	Annual Membership Dues	500
Mental Health Association in Michigan 30233 Southfield Road Southfield, MI 48076		Public Charity	Annual Membership Dues	100
Michigan Association for Children with Emotional Disturbance 30233 Southfield Road, Suite 219 Southfield, MI 48076		Public Charity	Annual Membership Dues	100
NAMI 2107 Wilson Blvd. Arlington, VA 22201		Public Charity	Annual Membership Dues	250

Recipient	If grantee is individual, show Relationship to Foundation	Foundation Status	Purpose	Amount
MEMBERSHIP DUES (Cont):				
NARSAD Research 60 Cutter Mill Road Great Neck, NY 11021		Public Charity	Annual Membership Dues	200
NAMI - Michigan 921 N. Washington Lansing, MI 48906		Public Charity	Annual Membership Dues	100
RETURNED GRANT FUNDS:				
Regents of the University of Michigan 4250 Plymouth Road Ann Arbor, MI 48105		Public Charity		(5,747)
Rose Hill Center 5130 Rose Hill Boulevard Holy, MI 48442		Public Charity		(1,813)
Wayne State University 5057 Woodward Avenue Detroit, MI 48202		Public Charity		(1,172)
TOTAL GRANTS:				**1,679,453**