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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

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 2010, or tax year beginning , 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 THE JOHN R. AND M. MARGRITE DAVIS FOUNDATION		A Employer identification number 38-6058593
Number and street (or P.O. box number if mail is not delivered to street address) 40950 WOODWARD AVENUE, SUITE 306	Room/suite	B Telephone number (248) 594-5770
City or town, state, and ZIP code BLOOMFIELD HILLS, MI 48304		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10224100.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	155.	155.	155.	Statement 1
	4 Dividends and interest from securities	241141.	241141.	241141.	Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-28964.			
	b Gross sales price for all assets on line 6a	2807761.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			N/A	
	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	212332.	241296.	241296.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20000.	20000.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	5652.	0.	0.	0.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	3288.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	776.	0.	0.	0.
	22 Printing and publications				
	23 Other expenses Stmt 5	9025.	0.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	38741.	20000.	0.	0.
	25 Contributions, gifts, grants paid	500300.			500300.
26 Total expenses and disbursements. Add lines 24 and 25	539041.	20000.	0.	500300.	
27 Subtract line 26 from line 12	-326709.				
a Excess of revenue over expenses and disbursements		221296.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			241296.		

**THE JOHN R. AND M. MARGRITE DAVIS
FOUNDATION**

38-6058593

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	100293.	33040.	33040.	
2 Savings and temporary cash investments	1351117.	2118014.	2118014.	
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	102413.			
b Investments - corporate stock Stmt 7	2991747.	3108075.	4718533.	
c Investments - corporate bonds Stmt 8	2109059.	1672340.	1705153.	
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 9	2014197.	1425845.	1649360.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	8668826.	8357314.	10224100.	
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 <input checked="" type="checkbox"/> X				
and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted	8668826.	8357314.		
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here <input type="checkbox"/>				
and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	8668826.	8357314.		
31 Total liabilities and net assets/fund balances	8668826.	8357314.		

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)	8668826.
2 Enter amount from Part I, line 27a	-326709.
3 Other increases not included in line 2 (itemize) ▶ See Statement 6	15197.
4 Add lines 1, 2, and 3	8357314.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	8357314.

**THE JOHN R. AND M. MARGRITE DAVIS
FOUNDATION**

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				
b	See Attached Statements			
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			
b			
c			
d			
e	2807761.	2836725.	-28964.

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

(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			
b			
c			
d			
e			-28964.

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	-28964.
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	-19249.

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))
2009	407130.	8903851.	.045725
2008	183800.	9503343.	.019341
2007	235750.	9883452.	.023853
2006	191310.	9256198.	.020668
2005	354304.	9082207.	.039011

2 Total of line 1, column (d)	2	.148598
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	.029720
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9832115.
5 Multiply line 4 by line 3	5	292210.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2213.
7 Add lines 5 and 6	7	294423.
8 Enter qualifying distributions from Part XII, line 4 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	8	500300.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	2213.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	2213.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2213.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2320.	
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	2320.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	107.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	0.	

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
b 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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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) <input type="checkbox"/> 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 2010 or the taxable year beginning in 2010 (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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Raymond C. Cunningham Jr Telephone no ► 864-288-1199 Located at ► 126 Babbs Hollow, Greenville, SC ZIP+4 ► 29607			
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			
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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ►	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)?

☐ 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

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?

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
See Statement 10		20000.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
	0.
2	
All other program-related investments See instructions	
3 N/A	
	0.
	0.
Total. Add lines 1 through 3	0.

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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	9294987.
b	Average of monthly cash balances	1b	686856.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9981843.
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	9981843.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	149728.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9832115.
6	Minimum investment return. Enter 5% of line 5	6	491606.

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	491606.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2213.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2213.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	489393.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	489393.
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	489393.

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	500300.
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	500300.
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	2213.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	498087.

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				489393.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			33423.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 500300.				
a Applied to 2009, but not more than line 2a			33423.	
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				466877.
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).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				22516.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XV	Supplementary Information (continued)
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3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
See Statement 11				
Total			► 3a	500300.
b <i>Approved for future payment</i>				
None				
Total			► 3b	0.

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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		

**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

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

**Paid
Preparer
Use Only**

MARY M. LYNEIS

Firm's name ▶ **LOPRETE & LYNEIS, P.C.**
40950 WOODWARD AVENUE, SUITE 306

Firm's address ► BLOOMFIELD HILLS, MI 48304

Firm's EIN ▶

Phone no	248 594-5770
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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	500 shs CVS Caremark	P	05/05/10	08/12/10
b	1850 shs Citigroup	P	Various	09/22/10
c	12000 Federal National Mtge	P	02/25/10	03/25/10
d	20000 Federal National Mtge	P	02/25/10	04/26/10
e	16000 Federal National Mtge	P	02/25/10	05/25/10
f	100000 Federal National Mtge	P	02/25/10	06/25/10
g	2000 Federal National Mtge	P	02/25/10	07/26/10
h	Govt National Mtge	P	08/31/09	Various
i	Govt National Mtge	P	12/18/09	Various
j	1000 shs Ishares Barclays Treas Inflation	P	10/27/10	12/28/10
k	3 shs Ishares Barclays Treas Inflation	P	Various	12/28/10
l	.917 shs Ishares Barclays Treas Inflation	P	10/27/10	12/31/10
m	Wash Sale Disallowed Loss	P	Various	Various
n	75000 Merrill Lynch 4.25%	P	09/29/09	02/08/10
o	500 shs Petroleo Brasileiro	P	01/20/10	09/15/10

(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 14409.		18079.	-3670.
b 7146.		8300.	-1154.
c 12000.		12000.	0.
d 20000.		20000.	0.
e 16000.		16000.	0.
f 100000.		100000.	0.
g 2000.		2000.	0.
h 52548.		52548.	0.
i 46393.		46393.	0.
j 106633.		111034.	-4401.
k 320.		334.	-14.
l 98.		104.	-6.
m		-4.	4.
n 75000.		75000.	0.
o 16991.		22414.	-5423.

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

(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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			** -3670.
b			** -1154.
c			** 0.
d			** 0.
e			** 0.
f			** 0.
g			** 0.
h			** 0.
i			** 0.
j			** -4401.
k			** -14.
l			** -6.
m			** 4.
n			** 0.
o			** -5423.

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

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

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	50,000 Royal Caribbean Cruises 8%	P	09/29/09	05/17/10
b	4720.129 shs Vanguard Short Term Bond	P	Various	12/02/10
c	913.531 shs Vanguard Short Term Invest	P	Various	12/08/10
d	6855.576 shs Vanguard Short Term Fed	P	Various	09/02/10
e	Wash Sale Disallowed Loss	P	Various	Various
f	2352.829 shs Vanguard Short Term Fed	P	Various	12/02/10
g	3592.294 shs Vanguard Intermed Tax Exempt	P	Various	11/16/10
h	5 shs Research in Motion - Call	P	09/20/10	07/21/10
i	1725 shs Bank of America	P	Various	08/12/10
j	100000 Boston Private Bank 4.1%	P	09/23/08	10/04/10
k	1000 shs CVS Caremark	P	11/12/07	08/12/10
l	500 shs Caterpillar	P	10/03/08	11/16/10
m	100000 CIT Salt Lake City UT 4%	P	09/16/08	03/24/10
n	1150 shs Citigroup	P	05/29/09	09/22/10
o	500 shs Colgate-Palmolive	P	10/18/05	10/07/10

(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	50000.		51565.	-1565.
b	50155.		50097.	58.
c	9847.		9318.	529.
d	74970.		75069.	-99.
e			-67.	67.
f	25654.		25813.	-159.
g	48322.		50035.	-1713.
h	1626.			1626.
i	22525.		78956.	-56431.
j	100000.		100000.	0.
k	28818.		41991.	-13173.
l	40726.		26777.	13949.
m	100000.		100000.	0.
n	4442.		24990.	-20548.
o	36805.		26122.	10683.

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

(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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			** -1565.
b			** 58.
c			** 529.
d			** -99.
e			** 67.
f			** -159.
g			** -1713.
h			** 1626.
i			-56431.
j			0.
k			-13173.
l			13949.
m			0.
n			-20548.
o			10683.

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
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

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	100000 Comerica 4.05%	P	10/07/08	04/15/10
b	50000 Comerica .35013%	P	03/26/09	05/10/10
c	100000 Community First 4.05%	P	09/22/08	09/29/10
d	100000 County Bank 4%	P	09/22/08	10/04/10
e	500 shs Deere	P	06/12/08	09/23/10
f	100000 Firstbank 4.1%	P	09/22/08	09/27/10
g	1,000 shs General Electric	P	01/01/00	10/04/10
h	Govt National Mtge	P	08/31/09	Various
i	Govt National Mtge	P	12/18/09	12/20/10
j	450 shs Ishares TR Dow Jones US Healthcare	P	09/27/04	03/19/10
k	100000 Meridian Fort Worth TX 3.15%	P	12/16/08	06/21/10
l	500 shs Oceaneering Intl	P	01/22/08	10/29/10
m	1000 shs Powershares Water Port	P	12/14/07	08/12/10
n	500 shs Research in Motion	P	08/27/09	09/30/10
o	500 shs Unilever	P	05/07/08	11/23/10

(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 100000.		100000.	0.
b 50000.		50000.	0.
c 100000.		100000.	0.
d 100000.		100000.	0.
e 35400.		38827.	-3427.
f 100000.		100000.	0.
g 15976.		6210.	9766.
h 108066.		108066.	0.
i 17447.		17447.	0.
j 29989.		25417.	4572.
k 100000.		100000.	0.
l 30693.		30099.	594.
m 15235.		21054.	-5819.
n 24404.		36954.	-12550.
o 14716.		16327.	-1611.

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

(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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			0.
b			0.
c			0.
d			0.
e			-3427.
f			0.
g			9766.
h			0.
i			0.
j			4572.
k			0.
l			594.
m			-5819.
n			-12550.
o			-1611.

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 }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

2

3

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 100000 US Treasury Notes	P	08/06/09	12/28/10
b 2397.612 shs Vanguard Short Term Bond	P	Various	12/02/10
c 9233.61 shs Vanguard Short Term Invmt	P	Various	09/02/10
d 25693.413 shs Vanguard Short Term Invmt	P	Various	12/08/10
e 2288.517 shs Vanguard Short Term Fed	P	Various	12/02/10
f 2500 Wells Fargo	P	Various	09/30/10
g 500 shs Ishares Barclays Treas Inflation	P	10/27/10	12/01/10
h 100 shs Vanguard Bond Index	P	08/27/10	11/16/10
i Wash Sale Disallowed Loss	P	Various	Various
j Wash Sale Disallowed Loss	P	Various	Various
k 300 shs Vanguard Bond Index	P	08/27/10	11/16/10
l 1100 shs Vanguard Bond Index	P	Various	11/16/10
m 1500 shs Vanguard Bond Index	P	Various	12/02/10
n Capital Gains Dividends			
o			

(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 108230.		102413.	5817.
b 25477.		25447.	30.
c 99970.		94183.	5787.
d 276946.		262082.	14864.
e 24953.		25108.	-155.
f 62973.		25164.	37809.
g 54384.		55500.	-1116.
h 8513.		8623.	-110.
i		-312.	312.
j		110.	-110.
k 25557.		25868.	-311.
l 93696.		95366.	-1670.
m 121580.		121904.	-324.
n 128.			128.
o			

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

(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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			5817.
b			30.
c			5787.
d			14864.
e			-155.
f			37809.
g			** -1116.
h			** -110.
i			** 312.
j			** -110.
k			** -311.
l			** -1670.
m			** -324.
n			128.
o			

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	-28964.
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	-19249.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Fidelity	93.
Wachovia	62.
Total to Form 990-PF, Part I, line 3, Column A	155.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
3 M Company	4200.	0.	4200.
Abbott Laboratories	2380.	0.	2380.
Aflac	1290.	0.	1290.
American Express	1080.	0.	1080.
American Express 3.05%	1487.	0.	1487.
Automatic Data Processing	1700.	0.	1700.
Bank of America	35.	0.	35.
Bank of America 4.9%	4900.	0.	4900.
BHP Billiton Ltd	1740.	0.	1740.
Boston Private Bank 4.1%	4122.	0.	4122.
Branch Banking & Trust 1.4%	1400.	0.	1400.
Caterpillar	3440.	0.	3440.
Caterpillar 4.75%	831.	0.	831.
Caterpillar 4.85%	2425.	0.	2425.
Cathay Bank 1.2%	1200.	0.	1200.
CIT Bank Salt Lake City UT 4%	1984.	0.	1984.
CME Group 5.4%	5400.	0.	5400.
Colgate Palmolive	3310.	0.	3310.
Comerica .35013%	70.	0.	70.
Comerica 4.05%	2019.	0.	2019.
Comerica sale .64625%	3750.	0.	3750.
Community First 4.05%	4050.	0.	4050.
Conocophillips	825.	0.	825.
County Bank Greenwood SC 4%	3343.	0.	3343.
CVS Caremark	306.	0.	306.
Deere & Co	2170.	0.	2170.
Dow Chemical Sr 7.125%	3562.	0.	3562.
Emerson Electric Co	4387.	0.	4387.
Energen	780.	0.	780.
Exxon Mobil Corp	1740.	0.	1740.
Federal Natl Mtge 2010-9	1913.	0.	1913.
Fidelity	93.	0.	93.
Firstbank PR .9%	451.	0.	451.
Firstbank PR 4.1%	3089.	0.	3089.
Freeport McMoran Copper & Gold	2850.	0.	2850.

GE Cap Finl 1.1%	2750.	0.	2750.
General Electric Co	2856.	0.	2856.
General Electric Co	5250.	0.	5250.
General Electric Co 6.125%	3063.	0.	3063.
Govt Natl Mtge 2009-100	4588.	0.	4588.
Govt Natl Mtge 2009-68	9730.	0.	9730.
Horry County SC 1.1%	1100.	0.	1100.
I shares Dow US Health	2083.	0.	2083.
I Shares MSCI EAFE Index	2294.	0.	2294.
I Shares S & P 500 Index	1454.	0.	1454.
I Shares S & P 600 Small Cap Index	449.	0.	449.
I Shares S & P Latin Amer 40 Index	1284.	0.	1284.
I Shares S&P Mid Cap 400 Index	2508.	0.	2508.
I Shares Small Cap 600 Growth	510.	0.	510.
IBM	3150.	0.	3150.
Ingersoll-Rand	336.	0.	336.
Intel Corp	1890.	0.	1890.
Ishares Barclays Treas Infl	698.	0.	698.
Ishares Barclays Treas Infl	217.	0.	217.
Ishares Dow Jones US Basic Materials	108.	0.	108.
Ishares Dow Jones US Energy	997.	0.	997.
Ishares Dow Jones US Indl	148.	0.	148.
Ishares Dow Jones US Oil & Gas	89.	0.	89.
Ishares Dow Jones Util	2902.	0.	2902.
Ishares FTSE China	1087.	0.	1087.
Ishares MSCI Australia Index	840.	0.	840.
Ishares MSCI Emerging Markets	30.	0.	30.
Ishares MSCI Japan Index	120.	0.	120.
Ishares MSCI Pacific Japan	567.	0.	567.
Ishares MSCI Pacific Japan	1781.	0.	1781.
Ishares S & P 500 Value	144.	0.	144.
Ishares S & P Asia 50 Index	155.	0.	155.
Ishares S & P Global Consumer	128.	0.	128.
Ishares S & P Latin Amer 40	41.	0.	41.
Ishares S & P North American	40.	0.	40.
Ishares S & P Smallcap 600 Index	103.	0.	103.
Ishares TR Dow Jones US	275.	0.	275.
Ishares TR Dow Jones US Finl	46.	0.	46.
Ishares TR Dow Jones US Finl	345.	0.	345.
Ishares Tr MSCI Emerging Mkts	725.	0.	725.
Ishares TR Russell 1000 Growth	728.	0.	728.
Ishares TR Russell 2000 Growth	35.	0.	35.
Ishares TR Russell 2000 Growth Index	254.	0.	254.
Ishares TR Russell 2000 Index	180.	0.	180.
Ishares TR Russell 2000 Index	342.	0.	342.
Ishares TR S & P Asia 500 Index	304.	0.	304.
Ishares TR S & P Midcap	16.	0.	16.
Ishares TR S & P Smallcap 600 Growth	119.	0.	119.
ishares Xinhau China	92.	0.	92.

John Deere Cap Corp 3%	1500.	0.	1500.
John Deere Cap Corp 4%	2000.	0.	2000.
Johnson & Johnson	5275.	0.	5275.
JP Morgan Chase 4.6%	2300.	0.	2300.
McDonalds	5650.	0.	5650.
Medtronic NT 1.5%	375.	0.	375.
Meridian Ft Worth TX 3.15%	1588.	0.	1588.
Merrill Lynch 4.25%	1594.	0.	1594.
Microsoft	1650.	0.	1650.
Midfirst Okla City OK 1.4%	1400.	0.	1400.
Pepsico Inc	3720.	0.	3720.
Petroleo Brasileiro	369.	0.	369.
Plainscapital Lubbock TX .85%	1589.	0.	1589.
Powershares Exchange Traded	41.	0.	41.
Powershares Exchange Traded	88.	0.	88.
Powershares QQQ TR	1842.	0.	1842.
Powershares Water Port	25.	0.	25.
Procter & Gamble Co	5373.	0.	5373.
Qualcomm	1025.	0.	1025.
Royal Caribbean Cruises 8%	2000.	0.	2000.
Select Sector SPDR	1179.	0.	1179.
Southern Co	1803.	0.	1803.
SPDR Dow Jones Indl	432.	0.	432.
SPDR Index S & P Emerging Markets	174.	0.	174.
SPDR Index S & P Emerging Middle	69.	0.	69.
SPDR Index S & P Emerging Middle	823.	0.	823.
SPDR Index S & P Emerging Middle	68.	48.	20.
SPDR S & P 500 ETF	734.	0.	734.
SPDR S & P Emerging Latin	231.	0.	231.
SPDR Ser DJ Wilshire Small Cap	168.	0.	168.
SPDR Ser DJ Wilshire Small Cap	156.	0.	156.
SPDR Ser DJ Wilshire Small Cap	22.	0.	22.
SPDR Ser DJ Wilshire Small Cap ETF	226.	0.	226.
SPDR Ser S & P Retail	72.	0.	72.
Suntrust Bank 4%	4000.	0.	4000.
Sysco	1000.	0.	1000.
Target	1659.	0.	1659.
Teva Pharmaceudical	1106.	0.	1106.
Treasury Fund Daily Money	69.	0.	69.
Unilever NV	1672.	0.	1672.
United Parcel Service	1880.	0.	1880.
United Technologies	3188.	0.	3188.
US Treasury Notes 1.25%	1284.	0.	1284.
US Treasury Notes 1.25%	266.	0.	266.
Vanguard Emerging Markets	180.	0.	180.
Vanguard Emerging Markets	2708.	0.	2708.
Vanguard Emerging Markets Small Cap	122.	0.	122.
Vanguard Index Intermediate	962.	0.	962.
Vanguard Index Large Cap	144.	0.	144.
Vanguard Index Short Term	795.	0.	795.
Vanguard International Explorer	861.	0.	861.

Vanguard Sector Index	603.	0.	603.
Vanguard Sector Index Matls	361.	0.	361.
Vanguard Short Term Bond	799.	10.	789.
Vanguard Short Term Federal	503.	70.	433.
Vanguard Short Term Investment			
Grad	11200.	0.	11200.
Vanguard Specialized Portfolios	77.	0.	77.
Vanguard Tax Exempt	402.	0.	402.
Wachovia Charlotte NC 5.05%	5050.	0.	5050.
Wachovia Houston TX 5.05%	5050.	0.	5050.
Wachovia Money Market	513.	0.	513.
Wachovia Mtg Las Vegas NV 5.05%	5050.	0.	5050.
Wal-Mart Stores	1180.	0.	1180.
Wells Fargo & Co	375.	0.	375.
Wells Fargo & Co 4.875%	3656.	0.	3656.
Wisdomtree Emerging Markets			
Small Cap	92.	0.	92.
WM Wrigley 5.65%	1628.	0.	1628.
Total to Fm 990-PF, Part I, ln 4	241269.	128.	241141.

Form 990-PF	Legal Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LoPrete & Lyneis, P.C.	5652.	0.	0.	0.
To Fm 990-PF, Pg 1, ln 16a	5652.	0.	0.	0.

Form 990-PF	Taxes	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax	1548.	0.	0.	0.
Excise Tax/Estimates	1740.	0.	0.	0.
To Form 990-PF, Pg 1, ln 18	3288.	0.	0.	0.

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Bank Charges	25.	0.	0.	0.	
Director's Insurance	725.	0.	0.	0.	
Computer	1695.	0.	0.	0.	
Telephone, supplies, internet, fax	2551.	0.	0.	0.	
Assn. of Small Foundations	495.	0.	0.	0.	
Smart Money	11.	0.	0.	0.	
Accrued Interest	3523.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 23	9025.	0.	0.	0.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	6
Description	Amount		
Basis Adjustment	15777.		
Basis Adjustment	15777.		
Total to Form 990-PF, Part III, line 3	15197.		

Form 990-PF	Corporate Stock		Statement	7
Description	Book Value	Fair Market Value		
Abbott Labs	52571.	71865.		
Emerson Electric	80471.	185803.		
Exxon Mobil	15394.	73120.		
General Electric	82019.	106082.		
Intel	16830.	63090.		
Johnson & Johnson	100547.	154625.		
Microsoft	71753.	83730.		
Powershares QQQ	118587.	266854.		
Pepsico	66091.	130660.		
Proctor & Gamble	40689.	183341.		
Ishares Tr S&P Midcap 400	171180.	226725.		
I shares Tr S&P Smallcap	32399.	51353.		
Target Corp	87335.	118757.		
Ishares Pac Japan	39572.	70470.		
Ishares Dow Jones Health	118118.	130740.		

Teva Pharm	53153.	78195.
American Express	64128.	64380.
Cisco Systems	32733.	30345.
Colgate Palmolive	105840.	120555.
Energen	51919.	72390.
Fiserv	42424.	58560.
Freeport McMoran	95988.	180135.
IBM	159337.	220140.
I Shares MSCI Emerg Mkts	34129.	47642.
Waters Corp	43094.	77710.
3M	153117.	172600.
United Parcel	73054.	72580.
Wal-Mart Stores	43334.	53930.
McDonalds	67919.	191900.
BHP Billiton LTD	64054.	92920.
Caterpillar	66560.	140490.
Deere & Co	93349.	124575.
Ingersoll Rand	17201.	56508.
Laboratory Cor Amer Hldgs	104170.	131880.
Qualcomm	61723.	74235.
Unilver	31656.	31400.
United Technologies	125117.	157440.
Aflac	55755.	84645.
Powershares DB Commodity	22708.	27550.
Select Sector SPDR	26643.	38410.
Southern Co	30428.	38230.
St. Jude Medical	36387.	42750.
Vanguard Emerging Markets	102356.	144438.
Automatic Data Processing	84262.	92560.
Conocophillips	27279.	34050.
Sysco	42123.	44100.
Ford Motor Co	2579.	4075.
Total to Form 990-PF, Part II, line 10b	3108075.	4718533.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
Dow Chemical Sr Internotes 7.125%	50000.	50476.
Firstbank PR Santurce .9%	100000.	100258.
Wachovia Bk Houston TX 5.05%	100000.	107928.
Wachovia Bk Charlotte NC 5.05%	100000.	107928.
Wachovia Bk Las Vegas NV 5.05%	100000.	107928.
Suntrust Bk 4%	100000.	100456.
American Express 3.05%	50000.	50651.
Caterpillar Finl 4.85%	50000.	50355.
CME Group 5.4%	101425.	110112.
General Electric Cap 5.25%	104250.	106878.
General Electric Cap 6.125%	51652.	50367.

Govt Nat Mtg 2009	46899.	47088.
Govt Nat Mtg 2009	77125.	77637.
John Deere Cap 3%	50000.	50278.
John Deere Cap 4%	50000.	50220.
JP Morgan Chase 4.6%	50374.	50065.
Wells Fargo 4.875%	78225.	75056.
Amgen .125%	49943.	49938.
Bank of America Sr. Note	105671.	104261.
Caterpillar Finl 4.75%	35925.	35344.
Medtronic Sr Note 1.5%	49993.	50000.
Morgan Stanley Sr Note 5%	100000.	99331.
WM Wrigley Jr Notes 4.65%	70858.	72598.
Total to Form 990-PF, Part II, line 10c	1672340.	1705153.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
Ishares MSCI EAFE Index	COST	100247.	87330.
Ishares Russell 1000 Gro	COST	50039.	57260.
Ishares S&P Sm Cap 600	COST	57554.	72590.
I Shares S&P Latin Am 40	COST	28130.	53860.
I Shares S&P 500 Index	COST	75623.	82063.
Ishares TR Dow Jones US Utils	COST	66996.	77100.
Ishares TR Dow Jones US Energy	COST	64417.	77920.
Ishares TR Dow Jones US Oil & Gas	COST	23503.	31925.
Ishares TR FTSE Xinhau China	COST	56462.	64635.
Vanguard International Explorer	COST	50738.	59262.
Barclays Bank Index	COST	18549.	24560.
Ishares Australia	COST	23554.	25440.
Ishares Dow Jones US Financial	COST	53140.	57885.
Ishares Dow Jones US Telecom	COST	22504.	23591.
Ishares Japan Index	COST	10197.	10984.
Ishares Russell 2000 Growth	COST	31829.	43710.
Ishares Russell 2000 Index	COST	60034.	78240.
Ishares S & P Asia 50 Index	COST	44272.	47354.
Nestle SA	COST	49919.	58738.
Powershares Dynamic Media	COST	13175.	13962.
SPDR S & P Emerging Middle	COST	37023.	40404.
SPDR Wilshire Small Cap	COST	59308.	66319.
Vanguard Information	COST	60346.	61881.
Ishares MSCI Japan Index	COST	4932.	5455.
Ishares FRSE Xinhau China	COST	7914.	8618.
Ishares S & P North American	COST		
Natural Resources		3275.	4169.
Ishares S & P 500 Value Index	COST	9870.	11918.
Ishares S & P Midcap 400 Index	COST	14815.	18138.
Ishares TR Dow Jones US	COST		
Telecommunications		5505.	5843.

Ishares TR Dow Jones US Indl	COST	10834.	13080.
Isharse TR Dow Jones US Basica	COST		
Materials		11556.	15492.
Ishares Trust S & P Global Consumer	COST	11088.	12494.
Powershares QQQ Tr	COST	13601.	16338.
Powersharse Exchange Traded Basic	COST		
Materials		2777.	3544.
Powershares Exchange Taded Dynamic	COST		
Media		3258.	3480.
SPDR S & P 500 EFT Trust	COST	53788.	62875.
SPDR Index S & P Emerging Markets	COST	12788.	14874.
SPDR Index S & P Emerging Latin	COST	14188.	17948.
SPDR Index S & P Emerging Middle	COST		
East & Africa		18225.	19897.
SPDR DJ Wilshire Small Cap Growth	COST	8358.	10900.
SPDR S & P Retail ETF	COST	9008.	12090.
SPDR DJ Wilshire Small Cap EFT	COST	27864.	33000.
SPDR Dow Jones Industrial EFT TR	COST	20908.	23126.
Vanguard Specialized Portfolios	COST	12570.	13158.
Vanguard Sector Index Consumer	COST		
Discretionary Vipers		4958.	6046.
Vanguard Sector Index Information	COST		
Technology Vipers		28683.	30760.
Vanguard Sector Index Matls Vipers	COST	11940.	16520.
Vanguard Emerging Markets Vipers	COST	7616.	9629.
Vanguard Index Large Cap	COST	12238.	14403.
Wisdomtree Emerging Markets	COST	8077.	10900.
Accumulated Interest	COST	17652.	17652.
Total to Form 990-PF, Part II, line 13		1425845.	1649360.

Form 990-PF Part VIII - List of Officers, Directors Statement 10
 Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Raymond C. Cunningham, Jr. 126 Babbs Hollow Greenville, SC 29607	President 5.00	0.	0.	0.
Debra Cunningham 126 Babbs Hollow Greenville, SC 29607	Trustee 5.00	0.	0.	0.
Deborah Sue Cunningham 5647 Loch Broom Circle Dublin, OH 43017	Sec/Treas/Trustee 10.00	20000.	0.	0.
James H. LoPrete 40950 Woodward Avenue, Suite 306 Bloomfield Hills, MI 48304	Trustee 1.00	0.	0.	0.
Mary M. Lyneis 40950 Woodward Avenue, Suite 306 Bloomfield Hills, MI 48304	Trustee 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		20000.	0.	0.

Form 990-PF

Grants and Contributions
Paid During the Year

Statement 11

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Adrian Dominican Sisters 1257 E Siena Heights Drive Adrian, MI 49221	None Religious	501(c)(3)	5000.
American Cancer Society P. O. Box 100902 Charlotte, SC 29290	None Medical	501(c)(3)	1000.
American Heart Assn. 24445 Northwestern Highway Southfield, MI 48075	None Medical	501(c)(3)	5000.
Armed Forces Relief Trust Dept. 6055 Washington, DC 20042	None General Charitable	501(c)(3)	20000.
Arthritis Foundation P. O. Box 96280 Washington, DC 20077	None Medical	501(c)(3)	5000.
Boy Scouts of America P. O. Box 152079 Irving, TX 75015	None General Charitable	501(c)(3)	7500.
Brighton Hospital Foundation 12851 Grand River Brighton, MI 48116	None Medical	501(c)(3)	5000.
Carolina Youth Symphony P.O. Box 534 Greenville, SC 29602	None General Charitable	501(c)(3)	3000.

Catholic Relief Services 209 W. Fayette Baltimore, MD 21201	None General Charitable	501(c)(3)	10000.
Cato Institute 1000 Massachusetts Ave Washington, DC 20077	None General Charitable	501(c)(3)	500.
Community Foundation - Greenville 27 Cleveland St., Suite 101 Greenville, SC 29601	None General Charitable	501(c)(3)	5000.
Dachshund Rescue of North America 7821 Sabre Court Manassas, VA 20109	None General Charitable	501(c)(3)	500.
Desert Angels 4280 Diehl Road Metamora, MI 48455	None General Charitable	501(c)(3)	1000.
Detroit Athletic Club Foundation 241 Madison Avenue Detroit, MI 48226	None General Charitable	501(c)(3)	15000.
Camperdown Academy 501 Howell Road Greenville, SC 29615	None Educational	501(c)(3)	7500.
Friends of the Greenville Zoo 135 S. Main, 10th Floor Greenville, SC 29601	None General Charitable	501(c)(3)	5000.
Greenville Children's Museum 300 College Street Greenville, SC	None General Charitable	501(c)(3)	15000.
Greenville County Sheriff's Foundation Greenville, SC	None General Charitable	501(c)(3)	20000.

Greenville Free Clinic P.O. Box 8993 Greenville, SC 29604	None Medical	501(c)(3)	20000.
Greenville Hospital System 255 Enterprise Greenville, SC 29609	None Medical	501(c)(3)	25000.
Greenville Humane Society 328 Furman Hall Greenville, SC 29609	None General Charitable	501(c)(3)	5000.
God's Pantry 1100 Log Shoals Road Maudin, SC 29661	None General Charitable	501(c)(3)	5000.
Greenville Woman Giving 27 Cleveland St., Suite 101 Greenville, SC 29601	None General Charitable	501(c)(3)	18300.
Henry Ford Community College 5101 Evergreen Rd Dearborn, MI 48128	None Educational	501(c)(3)	10000.
Henry Ford Hospital/Health Systems 1 Ford Place 5B Detroit, MI 48202	None Medical	501(c)(3)	10000.
Heritage Foundation 214 Massachusettes Ave Washington, DC 20077	None General Charitable	501(c)(3)	10000.
Hillsdale College Scholarship Hillsdale, MI 49242	None Educational	501(c)(3)	20000.
Humane Society of the United States P. O. Box 97015 Washington, DC 20077	None General Charitable	501(c)(3)	1000.

Leadership Institute 1101 N. Highland Arlington, VA 22201	None General Charitable	501(c)(3)	2500.
Lourdes Senior Community 2300 Watkins Lake Road Waterford, MI 48328	None General Charitable	501(c)(3)	10000.
St. Vincent de Paul 3710 Augusta Rd Greenville, SC 29604	None General Charitable	501(c)(3)	500.
Marines Corps Law Enforcement P. O. Box 37 Mountain Lakes, NJ 07046	None General Charitable	501(c)(3)	50000.
Martin Memorial Hospital Foundation 2127 S.E. Ocean Blvd. Stewart, FL 34966	None Medical	501(c)(3)	5000.
Michigan Alzheimer's Chapter 20300 Civic Center Drive Southfield, MI 48076	None Medical	501(c)(3)	1000.
Michigan Humane Society 3600 W. Auburn Road Rochester Hills, MI 48309	None General Charitable	501(c)(3)	5000.
U of D Jesuit High School 8400 Cambridge Detroit, MI 48221	None Educational	501(c)(3)	5000.
Franciscan Friars 3710 Augusta Rd Greenville, SC 29603	None Religious	501(c)(3)	500.
The Poinsett Club Foundation 807 E. Washington Greenville, SC 29601	None General Charitable	501(c)(3)	10000.

Project Hope 2131 Woodruff Road, PMB Suite 2100 Greenville, SC 29607	None General Charitable	501(c)(3)	16000.
Pink Fund 3580 W. Maple Bloomfield Hills, MI 48301	None General Charitable	501(c)(3)	10000.
Right to Work Foundation 8001 Braddock Springfield, VA 22160	None General Charitable	501(c)(3)	5000.
Roper Mountain Science Center Assn. 402 Roper Mountain Road Greenville, SC 22160	None Educational	501(c)(3)	10000.
Salvation Army P. O. Box 105 Beaufort, SC 29901	None General Charitable	501(c)(3)	15000.
Shriners Hospital 950 W. Faris Road Greenville, SC 29605	None Medical	501(c)(3)	20000.
Siena Heights University 1247 E Siena Heights Drive Adrian, MI 49221	None Educational	501(c)(3)	10000.
Sigma Chi Foundation 1714 Hinman Ave Evanston, IL 602014517	None Educational	501(c)(3)	2000.
Soldier's Angels 1792 E. Washington Blvd. Pasadena, CA 91104	None General Charitable	501(c)(3)	1000.
Forgotten Harvest 21800 Greenfield Road Oak Park, MI 48237	None General Charitable	501(c)(3)	5000.

Heidelberg Wrestling Team Fund 310 E. Market Street Tiffin, OH 44883	None Educational	501(c)(3)	1000.
St. Jude Children's Research Hospital P. O, Box 50 Memphis, TN 38101	None Medical	501(c)(3)	2500.
Tax Foundation 2001 L St., NW, Suite 1050 Washington, DC 200779595	None General Charitable	501(c)(3)	2500.
The Peace Center for Performing Arts 101 W. Broad Greenville, SC 29601	None Educational	501(c)(3)	1500.
Thomas More Law Center 24 Frank Lloyd Wright Dr Ann Arbor, MI 48106	None Educational	501(c)(3)	5000.
USO P. O. Box 96860 Washington, DC 20077	None General Charitable	501(c)(3)	2500.
Village Women's Club Foundation 190 E. Long Lake Rd. Bloomfield Hills, MI 48304	None General Charitable	501(c)(3)	5000.
Wounded Warriors 7020 A.C. Skinner Parkway Jacksonville, FL 32256	None General Charitable	501(c)(3)	10000.
YMCA of Greenville 601 E. McBee Avenue Suite 212 Greenville, SC 29601	None General Charitable	501(c)(3)	10000.
Kappa Kappa Gamma Foundation 530 E. Town Street Columbus, OH 43216	None General Charitable	501(c)(3)	500.

Harvest Hope Food Pantry 2818 Wild Horse Road Greenville, SC 29611	None General Charitable	501(c)(3)	5000.
Salvation Army Boys and Girls Club 25 Owens Street Greenville, SC 29611	None General Charitable	501(c)(3)	5000.
Holiday Sunshine Fund P.O. Box 1688 Greenville, SC 29602	None General Charitable	501(c)(3)	1000.
Meals on Wheels-Greenville 15 Oregon Street Greenville, SC 29605	None General Charitable	501(c)(3)	5000.
Miracle Hill Ministries P.O.Box 2546 Greenville, SC 29602	None General Charitable	501(c)(3)	5000.

Total to Form 990-PF, Part XV, line 3a

500300.