C-3

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 , 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
HARVEY RANDALL WICKES FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address): 472 PLAZA NORTH, 4800 FASHION SQ.
Room/suite

City or town, state, and ZIP code: SAGINAW MI 48604

A Employer identification number: 38-6061470

B Telephone number (see page 10 of the instructions): 989-799-1850

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 38,496,173

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

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 page 11 of the instructions).)

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income (N/A)	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,185,302	1,086,637		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-163,331			
	b	Gross sales price for all assets on line 6a 10,367,305				
	7	Capital gain net income (from Part IV, line 2)		42,217		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	0	3,421		
	12	**Total.** Add lines 1 through 11	1,021,971	1,132,275	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	106,666	37,933		68,733
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	19,000	14,250		4,750
	c	Other professional fees (attach schedule) STMT 2	81,257	81,257		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 3	14,780	2,884		4,896
	19	Depreciation (attach schedule) and depletion STMT 4	179	179		
	20	Occupancy	8,209	2,873		5,336
	21	Travel, conferences, and meetings				
	22	Printing and publications	1,715	1,715		
	23	Other expenses (att. sch.) STMT 5	12,674	4,086		7,588
	24	**Total operating and administrative expenses.** Add lines 13 through 23	244,480	145,177	0	91,303
	25	Contributions, gifts, grants paid	1,462,865			1,462,865
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,707,345	145,177	0	1,554,168
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-685,374			
	b	**Net investment income** (if negative, enter -0-)		987,098		
	c	**Adjusted net income** (if negative, enter -0-)			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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing	31,526	46,022	46,022
2 Savings and temporary cash investments	842,610	725,818	725,818
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 page 15 of the instructions)			
7 Other notes and loans receivable (att schedule) ▶			
Less allowance for doubtful accounts ▶ 0			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments—U S and state government obligations (attach schedule)			
b Investments—corporate stock (attach schedule) SEE STMT 6	3,894,145	311,371	221,975
c Investments—corporate bonds (attach schedule) SEE STMT 7	9,418,235	8,940,923	9,868,804
11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach sch) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule) SEE STATEMENT 8	25,220,199	28,010,910	27,633,116
14 Land, buildings, and equipment basis ▶ 9,637			
Less accumulated depreciation (attach sch) ▶ STMT 9 9,199	617	438	438
15 Other assets (describe ▶ SEE STATEMENT 10)			
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	39,407,332	38,035,482	38,496,173
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 (attach schedule)			
22 Other liabilities (describe ▶ SEE STATEMENT 11)	922	922	
23 **Total liabilities** (add lines 17 through 22)	922	922	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	39,406,410	38,034,560	
30 **Total net assets or fund balances** (see page 17 of the instructions)	39,406,410	38,034,560	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	39,407,332	38,035,482	

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	39,406,410
2 Enter amount from Part I, line 27a	2	-685,374
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	38,721,036
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	686,476
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	38,034,560

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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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	ONEOK K-1	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	10,367,153		10,325,088	42,065
b	152			152
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				42,065
b				152
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	42,217
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	42,217

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 page 18 of 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 (col (b) divided by col (c))
2009	1,849,744	31,263,502	0.059166
2008	2,004,415	37,492,637	0.053462
2007	2,150,940	44,022,521	0.048860
2006	2,002,484	43,068,161	0.046496
2005	1,838,697	41,546,036	0.044257

2	**Total** of line 1, column (d)	2	0.252241
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	0.050448
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	35,381,399
5	Multiply line 4 by line 3	5	1,784,921
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,871
7	Add lines 5 and 6	7	1,794,792
8	Enter qualifying distributions from Part XII, line 4	8	1,554,168

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 on page 18.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: .... (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	19,742
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	19,742
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	19,742
6	Credits/Payments.				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	21,582		
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 SEE STATEMENT 13		(2,684)	7	18,898
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	844
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of 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? If "Yes," attach a detailed description of the activities	2		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	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	X	
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, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 on page 27)? 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

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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 page 20 of the 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 ▶ N/A

14 The books are in care of ▶ HUGO E. BRAUN, JR. Telephone no. ▶ 989-799-1850

4800 FASHION SQUARE BLVD

Located at ▶ SAGINAW MI ZIP+4 ▶ 48604

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 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 ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20			
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 page 22 of the 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 ▶ 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.) 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

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

				Yes	No
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 page 22 of the 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 page 22 of the instructions)?		5b		X
	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?	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 (see page 22 of the 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
SEE STATEMENT 14				

2 Compensation of five highest-paid employees (other than those included on line 1 — see page 23 of the 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				

Total number of other employees paid over $50,000 ▶ 0

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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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
HARTLAND & CO CLEVELAND 1100 SUPERIOR AVENUE, E SUITE 1616 OH 44114	INVESTMENT SVCS	58,217

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the 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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3 ▶	

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Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	35,565,902
b	Average of monthly cash balances	1b	354,300
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	35,920,202
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	35,920,202
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	538,803
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	35,381,399
6	**Minimum investment return.** Enter 5% of line 5	6	1,769,070

Part XI **Distributable Amount** (see page 25 of the 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	1,769,070
2a	Tax on investment income for 2010 from Part VI, line 5	2a	19,742		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	19,742
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,749,328
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,749,328
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,749,328

Part XII **Qualifying Distributions** (see page 25 of the 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	1,554,168
b	Program-related investments—total from Part IX-B	1b	
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	1,554,168
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 page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,554,168

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

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Part XIII **Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,749,328
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,544,036	
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				
d From 2008				
e From 2009				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,554,168				
a Applied to 2009, but not more than line 2a			1,544,036	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				10,132
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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 page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				1,739,196
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
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				

DAA

AS AMENDED

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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 page 28 of the 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:

HUGO E. BRAUN, JR. 989-799-1850
4800 FASHION SQ. BLVD. SAGINAW MI 48604

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

SEE STATEMENT 15

c Any submission deadlines:

N/A

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

SEE STATEMENT 16

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 STATEMENT				1,462,865
Total			▶ 3a	1,462,865
b Approved for future payment				
SEE ATTACHED STATEMENT				1,201,512
Total			▶ 3b	1,201,512

AS AMENDED

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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					
4 Dividends and interest from securities			14	1,086,637	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	42,217	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b BUCKEYE PARTNERS LP - PTP	900001	10,669			
c TC PIPELINES LP - PTP	900001	9,021			
d TC PIPELINES LP PTP- P/Y LOSS	900001	-9,021			
e VARIOUS PARTNERSHIPS			14	3,421	
12 Subtotal Add columns (b), (d), and (e)		10,669		1,132,275	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,142,944

(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions.)
N/A	

AS AMENDED

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
N/A			

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] 5/1/12 President
Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
LAURA M. EBEL	Laura M. Ebel	5/1/12	

Firm's name ▶	ANDREWS HOOPER PAVLIK PLC	PTIN	
Firm's address ▶	5300 GRATIOT RD SAGINAW, MI 48638-6035	Firm's EIN ▶	
		Phone no	989-497-5300

AS AMENDED

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
AUDIT AND 990PF PREP FEES	$ 19,000	$ 14,250	$	$ 4,750
TOTAL	$ 19,000	$ 14,250	$ 0	$ 4,750

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MERRILL LYNCH INVESTMENT FEES	$ 150	$ 150	$	$
WILLIAM BLAIR INVESTMENT FEES	13,364	13,364		
AGINCOURT CAPITAL INVESTMENT FEE	9,527	9,527		
HARTLAND & CO. INVESTMENT FEES	58,216	58,216		
TOTAL	$ 81,257	$ 81,257	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAXES	$ 7,000	$	$	$
PAYROLL TAXES	7,701	2,856		4,845
PROPERTY TAXES	79	28		51
TOTAL	$ 14,780	$ 2,884	$ 0	$ 4,896

AS AMENDED

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
4 DRAWER FILING CABINET 10/15/77	$ 263	$ 263	S/L	10	$	$	$
4 DRAWER FILING CABINET 2/15/81	316	316	S/L	10			
FILING CABINET 11/19/85	225	225	S/L	10			
OFFICE EQUIPMENT 1/05/89	606	606	S/L	10			
HIGH BACK CHAIR 2/28/95	750	750	S/L	5			
OFFICE FURNITURE 5/11/98	2,542	2,542	S/L	7			
(2) DICTATING MACHINES 11/02/98	1,198	1,198	S/L	5			
4-DRAWER FILING CABINET 8/22/02	1,449	1,087	S/L	10	145	145	
HP COMPUTER & MONITOR 6/16/04	1,948	1,948	S/L	5			
LATERAL FILE 6/18/07	340	85	S/L	10	34	34	
TOTAL	$ 9,637	$ 9,020			$ 179	$ 179	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
MISCELLANEOUS	5,643	1,625		3,018
OTHER INSURANCE	7,031	2,461		4,570
TOTAL	$ 12,674	$ 4,086	$ 0	$ 7,588

AS AMENDED

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE STATEMENT - CORPORATE STOCK	$ 3,894,145	$ 311,371	COST	$ 221,975
TOTAL	$ 3,894,145	$ 311,371		$ 221,975

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE STATEMENT - BONDS	$ 9,134,047	$ 8,940,923	COST	$ 9,868,804
SEE STMT - SHORT & MED-TERM SEC	284,188		COST	
TOTAL	$ 9,418,235	$ 8,940,923		$ 9,868,804

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE STATEMENT - MUTUAL FUNDS	$ 22,520,224	$ 23,528,776	COST	$ 22,061,800
SEE STMT - ALTERNATIVE INVESTMENTS	2,699,975	4,482,134	COST	5,571,316
TOTAL	$ 25,220,199	$ 28,010,910		$ 27,633,116

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
BUILDINGS/EQUIPMENT	$ 617	$ 9,637	$ 9,199	$ 438
TOTAL	$ 617	$ 9,637	$ 9,199	$ 438

AS AMENDED

Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
REFUNDABLE FEDERAL EXCISE TAX	$	$	$
TOTAL	$ 0	$ 0	$ 0

Statement 11 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
FEDERAL EXCISE TAX PAYABLE	$ 922	$ 922
TOTAL	$ 922	$ 922

Statement 12 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
PRIOR YEAR RECLASSIFICATION ADJUSTMENT	$ 686,476
TOTAL	$ 686,476

AS AMENDED

Statement 13 - Form 990-PF, Part VI, Line 7 - Amended Return Payments

Description	Amount
OVERPAYMENT ON ORIGINAL RETURN	$ -2,684
TOTAL	$ -2,684

AS AMENDED

Federal Statements

Statement 14 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
HUGO E. BRAUN, JR. 4800 FASHION SQ. BLVD. SAGINAW MI 48604	PRESIDENT	20.00	72,000	0	0
MARY LOU CASE 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	0.35	1,000	0	0
ELLEN E. CRANE 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	0.35	750	0	0
PETER EWEND 4800 FASHION SQ. BLVD SAGINAW MI 48604	TRUSTEE	0.35	500	0	0
WILLIAM A. HENDRICK 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TREASURER	0.46	1,375	0	0
RICHARD HEUSCHELE 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	0.35	250	0	0
CRAIG W. HORN 4800 FASHION SQ. BLVD. SAGINAW MI 48604	VICE PRES.	0.69	1,375	0	0
RICHARD KATZ 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	0.35	750	0	0
MICHELE PAVLICEK 4800 FASHION SQ. BLVD. SAGINAW MI 48604	SECRETARY	24.00	28,666	0	0

AS AMENDED

Statement 15 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
REQUESTS FOR FUNDS SHOULD BE IN WRITTEN FORM INCLUDING SPECIFIC DETAILS AS TO THE INTENDED USE OF THE FUNDS.

Statement 16 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
CHARITABLE AND CIVIC ORGANIZATIONS LOCATED PRIMARILY IN THE SAGINAW, MICHIGAN AREA.

AS AMENDED

Form 990-PF - General Footnote

Description
THE FORM 990PF HAS BEEN AMENDED TO REFLECT A CORRECTION TO THE AMOUNT OF REALIZED GAINS REPORTED ON THE ORIGINALLY FILED RETURN.

AS AMENDED

Form 990-PF, Part I, Line 11 - Other Income

Description	Book Income	Net Investment Income
BUCKEYE PARTNERS, LP - PTP		3,725
ONEOK PARTNERS, LP - PTP		54
TC PIPELINE, LP - PTP		(58)
ENTERPRISE PRODUCTS PARTNERS, LP - PTP		(289)
ENBRIDGE ENERGY PARTNERS, LP - PTP		(11)
	-	3,421

AS AMENDED

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2010
Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Corporate stocks (common unless otherwise noted)			
Citizens Republic Bancorp	9,000	$ 108,008	$ 5,535
General Motors Co	4,000	203,363	216,440
Total corporate stocks		$ 311,371	$ 221,975

AS AMENDED

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2010
Form 990-PF, Part II, Line 10c - Corporate Bond Investments

	Maturity Value	December 31, 2010 Cost	Market Value
Bonds			
Abbott Labs, 5.125% Notes, due 4/01/19	$ 5,000	$ 5,003	$ 5,492
Aetna, Incorporated, 6 75% Debentures, due 9/15/13	150,000	147,331	163,176
Aetna, Incorporated, 7 25% Debentures, due 8/15/23	150,000	144,374	160,857
Aetna, Incorporated, 7 625% Guarantee, due 8/15/26	200,000	211,817	216,222
Allstate Corp., 7.45% Notes, due 5/16/19	5,000	5,636	6,031
America Movil, 5.50% Notes, due 3/1/14	15,000	14,881	16,250
America Movil, 5.625% Company Guaranteed, due 11/5/17	5,000	5,005	5,478
American Express, 7.00% Notes, due 03/19/18	10,000	11,258	11,619

AS AMENDED

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2010
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

	Maturity Value	December 31, 2010 Cost	Market Value
Bonds (continued)			
American Express, 7.25% Notes, due 05/20/14	$ 5,000	$ 5,782	$ 5,687
Ameriprise Financial, 5.30% Bonds, due 03/15/20	10,000	10,379	10,514
Anadarko Petroleum Corp., 7.05% Debentures, due 5/15/18	159,000	154,602	173,459
AOL Time Warner, 7.70% Notes, due 5/1/32	5,000	5,358	6,116
Archer Daniels MI, 7.50% Debentures, due 3/15/27	5,000	5,603	6,171
Assoc Corp. NA, 6.95% Bonds, due 11/01/18	10,000	8,915	10,906
Astrazeneca PLC, 5.90% Notes, due 9/15/17	5,000	5,846	5,773
AT&T Inc., 6.70% Notes, due 11/15/13	10,000	10,997	11,380
AT&T Inc., 6.40% Notes, due 5/15/38	10,000	10,906	10,698
AT&T Wireless SVCS, Inc., 8.75% Senior Notes, due 3/01/31	200,000	210,931	270,416
Atmos Energy, 4.95% Notes, due 10/15/14	10,000	9,737	10,710
Bank of America, 6.50% Notes, due 8/01/16	30,000	32,354	32,559
Bank of America, 7.375% Notes, due 5/15/14	5,000	5,127	5,583
Bank One Corp., 5.25% Subordinate Notes, due 1/30/13	10,000	9,903	10,657
Baxter Intl., 4.50% Notes, due 8/15/19	5,000	5,007	5,271
Bear Stearns Co., 6.40% Notes, due 10/02/17	15,000	13,853	17,120
Bear Stearns Co., 5.70% Notes, due 11/15/14	25,000	24,471	27,415
Beaver Valley Funding, 9.00% Debentures, due 6/1/17	21,000	19,973	22,834
Berk Hathaway Fin, 5.00% Notes, due 8/15/13	15,000	16,179	16,414
Berkley WR Corp., 8.70% Debentures, due 1/01/22	186,000	192,094	215,068
BHP Billiton Fin., 5.40% Notes, due 3/29/17	10,000	9,735	11,110
Boeing, 8.625% Debentures, due 11/15/31	5,000	6,496	6,731
British Tel., 9.875% Notes, due 12/15/30	15,000	19,218	19,928
Brunswick Corp., 7.125% Notes, due 8/01/27	100,000	92,695	84,500
Bunge Ltd. Fin CP, 8.50% Bonds, due 6/15/19	10,000	10,289	11,740
Burlington North, 5.75% Bonds, due 03/15/18	15,000	17,016	16,848
Burlington Resources, Inc., 6.875%, due 2/15/26	140,000	153,509	162,211
Canadian Natural Res., 5.70% Notes, due 5/15/17	10,000	9,887	11,301
Canadian Pacific., 7.25% Notes, due 5/15/19	10,000	10,145	11,801
Capital One Bank, 6.50% Notes, due 06/13/13	5,000	5,356	5,460
Capital One FNCL, 4.80% Notes, due 2/21/12	20,000	19,754	20,703
Capital One FNCL, 6.15% Bonds, due 9/1/16	5,000	4,928	5,405
Champion Intl. Corp., 7.35% Debentures, due 11/01/25	190,000	184,363	212,137
Cisco Systems, 5.50% Notes, due 01/15/40	5,000	4,793	5,213
Citigroup Inc., 5.125% Notes, due 5/05/14	10,000	9,253	10,621

AS AMENDED

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2010
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

	Maturity Value	December 31, 2010 Cost	Market Value
Bonds (continued)			
CNA Financial, 6.95% Bonds, due 1/15/18	$ 200,000	$ 202,703	$ 208,538
Coca Cola HBC, 5.125%, due 9/17/13	10,000	9,872	10,720
Comcast Corp, 7.00% Unsecured Notes, due 9/15/55	4,000	100,000	101,200
Commercial Mtg. A3, Variable Rate, due 12/10/49	25,000	25,368	26,967
Commercial Mtg. A4, Variable Rate, due 12/10/49	40,000	39,487	43,320
Conoco FDG Co., 7.25% Note, due 10/15/31	5,000	5,214	6,108
Conoco Inc., 6.95% Note, due 4/15/29	5,000	5,524	6,143
Countrywide HM, Variable Rate, due 10/25/34	75,000	6,882	16,024
CSX Corp., 7.90% Debentures, due 5/01/17	20,000	22,299	24,206
CSX Corp., 8.625% Debentures, due 5/15/22	140,000	157,536	175,223
CVS Care., 5.75% Bonds, due 6/01/17	5,000	5,008	5,577
CVS Corp., 4.875% Bonds, due 9/15/14	10,000	9,626	10,837
Dayton Hudson Corporation, 9.35% Notes, due 6/16/20	100,000	100,000	127,805
Delmarva Power & Light, 6.40% Bonds, due 12/01/13	15,000	15,037	17,052
Detroit Edison Co., 6.40% Senior Notes, due 10/01/13	20,000	21,145	22,611
Deutsche Teleko, 8.75% Company Guaranteed, due 6/15/30	15,000	17,633	20,090
Devon Fing Corp, 7.875% Debentures, due 09/30/31	5,000	6,644	6,605
Diageo Cap PLC, 7.375% Notes, due 1/15/14	15,000	17,525	17,257
Disney Walt Co., 6.00% Notes, due 7/17/17	5,000	5,022	5,754
Dominion Resource, 5.15% Bonds, due 7/15/15	7,000	6,828	7,771
Dominion Resource Inc, 5.20% Notes, due 8/15/19	5,000	5,016	5,427
Dow Chemical Co., 8.55% Notes, due 5/15/19	15,000	14,990	18,709
DTE Energy, 6.35% Bonds, due 6/01/16	10,000	9,975	11,233
Duke Energy, 6.30% Bonds, due 2/01/14	10,000	11,055	11,167
Duke Energy Field, 8.125% Bonds, due 8/16/30	50,000	49,147	59,864
Dun & Bradstreet, 6.00% Notes, due 4/01/13	10,000	10,417	10,859
Energy East Corp., 6.75% Notes, due 7/15/36	5,000	5,493	5,096
Entrprs. Pro Oper., 5.25% Notes, due 1/31/20	10,000	10,100	10,358
EQT Corp., 8.125% Bonds, due 6/01/19	10,000	10,977	11,632
Federal Express, 6.72%, due 1/15/22	20,000	14,010	14,445
Federal Home Loan Mortgage, 1.25%, due 09/30/13	55,000	55,018	54,827
Federal Home Loan Mortgage, 0.875%, due 10/28/13	110,000	109,646	109,243
Federal National Mortgage, 5.00%, due 5/11/17	25,000	28,990	28,192
FHLMC A7-6044, 5.50%, due 4/01/38	35,000	24,519	27,091
FHLMC A9-1538, 4.50%, due 3/01/40	75,000	70,217	69,800

AS AMENDED

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2010
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

	Maturity Value	December 31, 2010 Cost	Market Value
Bonds (continued)			
FHLMC G0-2794, 6.00%, due 5/01/37	$ 60,000	$ 20,237	$ 23,450
FHLMC G0-8062, 5.00%, due 6/01/35	125,000	44,870	59,854
FHLMC G1-1649, 4.50%, due 2/01/20	125,000	27,603	43,060
FHLMC G1-1879, 5.00%, due 10/01/20	150,000	40,720	56,400
FHLMC G1-3666, 4.50%, due 9/01/24	115,440	85,449	87,249
FHLMC 1H-1311, Variable Rate, due 2/01/36	190,000	68,164	87,999
FNMA PL 735502, 6.00%, due 4/01/35	170,000	23,050	47,402
FNMA PL 735503, 6.00%, due 4/01/35	225,000	33,589	67,544
FNMA PL 745355, 5.00%, due 3/01/36	135,000	53,952	68,435
FNMA PL 942987, 6.00%, due 9/01/37	40,000	12,785	13,986
FNMA PL 948156, 5.50%, due 11/01/22	39,780	14,113	15,838
FNMA PL 995023, 5.50%, due 8/01/37	410,000	239,595	266,352
GE Capital, 5.40% Bonds, due 2/15/17	10,000	11,120	10,720
GE Capital, 5.625% Notes, due 9/15/17	15,000	14,974	16,412
Glaxosmithkline, 5.65% Bonds, due 5/15/18	10,000	10,465	11,400
GNMA PL 747834, 4.00%, due 10/15/40	110,000	114,577	110,587
Goldman Sachs GP, 4.75% Global Bonds, due 7/15/13	100,000	97,038	106,527
Goldman Sachs GP, 6.15% SR Notes, due 4/01/18	10,000	10,551	10,972
Goodrich Corp., 6.125% Notes, due 3/01/19	10,000	10,255	11,253
Goodrich (B.F.), 7.00% Notes, due 4/15/38	75,000	78,096	83,907
Hewlett-Packard, 6.125% Notes, due 3/01/14	5,000	5,002	5,656
Household Financing Co., 7.00% Notes, due 5/15/12	10,000	9,501	10,725
Household Financing Co., 4.75% Notes, due 7/15/13	15,000	14,606	15,816
Household Financing Co., 7.625% Global Bonds, due 5/17/32	240,000	252,529	248,873
ICI Wilmington, 5.625%, due 12/01/13	15,000	14,969	16,365
Ingersoll-Rand, 9.50% Notes, due 4/15/14	25,000	28,450	30,058
International Paper Co., 5.25% Bonds, due 4/01/16	15,000	15,200	15,936
Intuit Inc., 5.40% Bonds, due 3/15/12	5,000	4,953	5,233
Intuit Inc., 5.75% Bonds, due 3/15/17	5,000	5,413	5,450
ITT Hartford Group, Inc., 7.30% Debentures, due 11/01/15	100,000	101,300	111,724
JC Penney & Company, 6.875% Bonds, due 10/15/15	150,000	138,707	157,875
JC Penney & Company, 7.65% Bonds, due 8/15/16	25,000	23,566	27,188
JPMorgan Chase, 5.125% Subordinate Global Bonds, due 9/15/14	100,000	93,713	106,407
JPMorgan Chase, Variable Rate, due 6/12/41	25,000	23,551	26,443
JPMorgan Chase, Variable Rate, due 2/12/49	15,000	15,088	15,691
JPMorgan Chase, Variable Rate, due 6/15/49	40,000	40,241	40,914

AS AMENDED

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2010
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

	Maturity Value	December 31, 2010 Cost	Market Value
Bonds (continued)			
JPMorgan Chase, Variable Rate, due 2/12/51	$ 20,000	$ 20,061	$ 19,836
Kinder Morgan, 5.125% Notes, due 11/15/14	5,000	4,838	5,409
Kinder Morgan Eng., 5.95% Bonds, due 2/15/18	10,000	9,701	11,016
Kohls Corp., 6.25% Senior Unsecured, due 12/15/17	5,000	5,015	5,756
Kroger, 6.40% Notes, due 8/15/17	10,000	11,289	11,440
Lakehead Pipeline LP, 7.125% Senior Notes, due 10/1/28	50,000	48,041	54,356
LB-UBS Comm Mtg., 4.547%, due 8/15/29	20,000	15,826	18,003
Life Tech Corp, 6.00% Notes, due 3/01/20	5,000	5,014	5,342
Lincoln National Corp, 4.30% Notes, due 6/15/15	5,000	5,098	5,143
Lockheed Martin Corp., 7.65% Notes, due 5/01/16	50,000	52,017	60,856
Lowes Companies, 6.875% Debentures, due 2/15/28	79,000	73,830	91,357
MacMillan Bloedel LTD, 7.70% Debentures, due 2/15/26	65,000	64,094	66,743
Macy's Retail Holdings, Inc., 7.45%, due 7/15/17	100,000	101,837	110,000
Merrill Lynch, 5.00% Bonds, due 1/15/15	100,000	83,042	104,129
Merrill Lynch, 6.40% Senior Notes, due 8/28/17	5,000	5,042	5,320
Merrill Lynch, 6.50% Notes, due 7/15/18	5,000	4,957	5,287
Metlife Inc., 6.75% Notes, due 6/01/16	10,000	10,053	11,567
Midamer Eng. Hld., 6.125% Notes, due 4/01/36	15,000	14,538	16,263
Midland Bank PLC, 6.95% Yankee Sub Notes, due 3/15/11	200,000	199,898	202,394
Morgan Stanley, 5.375% Global Bonds, due 10/15/15	100,000	94,610	105,037
Motorola, Inc., 7.50% Debentures, due 5/15/25	120,000	119,224	130,481
Nabisco, Inc., 7.55% Debentures, due 6/15/15	130,000	131,552	153,356
National Rural Utils., 5.45% Notes, due 4/01/17	10,000	9,796	11,054
National Rural., 10.375% Bonds, due 11/01/18	5,000	4,987	6,876
Nationwide Financial, 5.90% Senior Notes, due 7/01/12	15,000	15,012	15,799
News America Inc., 6.20% Notes, due 12/15/34	10,000	9,587	10,443
NM Atlantic Richfield, 8.37% Notes, due 02/14/12	92,000	91,739	97,190
NM World Bank, 9.75% Notes, due10/08/18	50,000	58,055	72,946
Norfolk Southern, 7.80% Notes, due 5/15/27	5,000	6,641	6,450
Norsk Hydro, 7.75% Debentures, due 6/15/23	15,000	17,169	18,824
Norsk Hydro, 7.75% Debentures, due 6/15/23	170,000	187,065	213,410
Novartis Cap, 2.90% Notes, due 4/24/15	5,000	5,001	5,124
Novartis Cap CP, 4.125% Notes, due 2/10/14	10,000	10,113	10,685
Occidental Petroleum, 8.45% Notes, due 2/15/29	175,000	178,617	223,164
Owens & Minor, 6.35% Company Gauranteed, due 4/15/16	5,000	5,108	5,069
Pacific Bell, 6.625% Debenture, due 10/15/34	5,000	3,976	5,054

AS AMENDED

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2010
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

	Maturity Value	December 31, 2010 Cost	Market Value
Bonds (continued)			
Pacific Gas & Electric, 5.625% Notes, due 11/30/17	$ 10,000	$ 10,392	$ 11,262
Pemex Finance, 9.15% Notes, due 11/15/18	15,000	17,094	17,810
Philip Morris, 4.875% Notes, due 5/16/13	15,000	14,922	16,225
Philip Morris, 6.875% Notes, due 3/17/14	10,000	9,976	11,502
Progress Energy Inc, 6.00% Notes, due 12/01/39	5,000	4,967	5,304
Prudential Financial, 7.375% Bonds, due 6/15/19	5,000	6,113	5,863
Public Service of New Mexico, 7.50% Senior Notes, due 8/01/18	179,000	180,434	196,243
Pugent Sound Energy, 5.764% Notes, due 6/28/40	5,000	5,025	5,065
Pugent Sound Energy, 5.197% Notes, due 10/01/15	5,000	5,632	5,484
Pvngs II Funding, 8.00% Secured, due 12/30/15	54,000	54,550	56,384
Rio Tinto Fin., 3.50% Notes, due 11/02/20	10,000	10,011	9,474
Roper Industries, 6.25% Notes, due 9/01/19	5,000	5,085	5,543
Safeway Inc., 6.25% Notes, due 3/15/14	10,000	10,659	11,062
Sara Lee Corporation, 0.00%, due 9/22/13	700,000	604,558	669,480
Sempra Energy, 6.15% Notes, due 6/15/18	10,000	9,975	11,437
Shell International Finance, 6.375% Notes, due 12/15/38	5,000	5,000	5,899
Southern Cal Gas, 5.50% Notes, due 3/15/14	5,000	5,215	5,506
Symantec Corp, 2.75% Notes, due 09/15/15	20,000	20,184	19,491
Target Corp, 7.00% Bonds, due 7/15/31	5,000	6,278	5,948
TCI Commun. Inc., 8.75% Debentures, due 8/01/15	5,000	5,824	6,162
TCI, Inc., 7.875% Debentures, due 2/15/26	100,000	117,654	118,303
Tele Communication, 9.80% Debenture, due 2/01/12	25,000	25,798	27,229
Telefonica, 6.221% Company Guaranteed, due 7/03/17	15,000	14,883	16,042
Telefonica EMI, 5.877% Notes, due 7/15/19	5,000	5,022	5,152
Thomson Reuters, 5.95% Notes, due 7/15/13	5,000	5,476	5,549
Time Warner Cable, 7.50% Notes, due 4/01/14	5,000	5,001	5,747
Time Warner Cos., Inc., 9.125% Notes, due 1/15/13	146,000	157,305	166,963
Time Warner Entertainment, 8.375% Debenture, due 3/15/23	10,000	12,920	12,573
Toyota Motor Cred, 3.20% Notes, due 6/17/15	15,000	15,053	15,541
TRW, Inc., 7.75% Debentures, due 6/01/29	70,000	67,771	90,199
UntiedHealth Gr, 6.875% Notes, due 2/15/38	5,000	5,465	5,826
United Tech., 6.125% Bonds, due 2/01/19	5,000	5,246	5,837
US Treasury Bond, 6.00%, due 2/15/26	15,000	17,947	18,530
US Treasury Bond, 4.50%, due 08/15/39	15,000	14,437	15,396
US Treasury Note, 3.125%, due 10/31/16	180,000	193,710	187,622
US Treasury Strip, 0.00%, due 11/15/20	115,000	75,261	80,716
USX – Marathon Group, 8.50% Debentures, due 3/01/23	131,000	135,598	167,466

AS AMENDED

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2010
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

		December 31, 2010	
	Maturity Value	Cost	Market Value
Bonds (continued)			
Vanguard Short Term Bond		$ 365,000	$ 366,288
Verizon Communications, 8.75% Notes, due 11/01/18	15,000	18,342	19,582
Verizon Global F., 7.75% Notes, due 12/01/30	5,000	5,539	6,221
Virginia Elec., 4.75% Senior Notes, due 3/01/13	10,000	9,945	10,719
Virginia Elec., 5.40% Senior Unsecured, due 4/30/18	5,000	5,011	5,596
Vodafone Group, 6.15% Unsecured, due 2/27/37	5,000	5,353	5,350
Vodafone Group PLC, 5.00% Notes, due 9/15/15	10,000	9,526	10,887
Wachovia Corp., 5.25% Notes, due 8/01/14	20,000	19,595	21,290
Wachovia CP, 5.50% Notes, due 5/01/13	35,000	34,501	38,064
Wal Mart Stores, 6.20% Senior Notes, due 4/15/38	5,000	5,009	5,641
Waste Management Inc., 4.75% Notes, due 6/30/20	5,000	5,066	5,123
Waste Management Inc., 7.375% Notes, due 3/11/19	5,000	5,061	6,047
Wellpoint Inc., 5.85% Notes, due 1/15/36	10,000	9,416	10,193
Wyeth, 6.45% Bonds, due 2/01/24	5,000	5,468	5,870
Xerox Corp., 6.40% Senior Notes, due 3/15/16	15,000	16,528	17,094
YUM Brands Inc, 3.875% Notes, due 11/01/20	5,000	5,005	4,788
Total bonds	$ 9,688,220	$ 8,940,923	$ 9,868,804

AS AMENDED

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2010
Form 990-PF, Part II, Line 13 - Other Investments

		December 31, 2010	
	Shares	Cost	Market Value
Mutual funds			
DFA International Value Port. Inst. Class	183,095	$ 4,136,415	$ 3,365,280
Neuberger Berman Large Cap Disciplined Growth	347,253	2,154,047	2,639,119
Oppenheimer Developing Markets	31,824	1,004,543	1,147,892
Vanguard Mid Cap Index	78,566	2,352,577	2,285,497
Vanguard Windsor II Fund	55,565	3,480,966	2,531,534
Vanguard 500 Index	48,503	5,365,331	4,640,795
Virtus Quality Small Cap	94,178	1,106,748	1,065,156
William Blair International	149,145	2,922,898	3,331,903
William Blair Small Cap	43,815	1,005,251	1,054,624
Total mutual funds		$23,528,776	$ 22,061,800
Alternative investments			
Alternative Investment Group		$ 1,000,000	$ 1,071,524
Buckeye Partners LP	6,200	175,984	414,346
Enbridge Energy Partners LP	3,500	159,287	218,330
Enterprise Products Partners LP	9,741	176,022	405,323
Oneok Partners LP	3,200	123,650	254,400
PIMCO All Asset Instl Class	95,837	1,199,484	1,154,831
TC Pipelines LP	6,300	147,707	327,600
Weatherlow Offshore Fund I Ltd. Class I A	1,500	1,500,000	1,724,962
Total alternative investments		$ 4,482,134	$ 5,571,316

AS AMENDED

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2010
Form 990-PF, Part XV - Grants and Contributions Paid during the Year

Recipient Organization	Purpose	Foundation Status	Amount
American Red Cross of Saginaw County	Purchase of Manikins	N/A	$ 13,590
Boys & Girls Club of Saginaw	Wickes Special Grant	N/A	10,000
Chesaning Area Emergency Relief	Food/consumables	N/A	5,000
Children's Christmas Store	Food/consumables	N/A	5,000
Citizens Research Council	Operations	N/A	5,000
City of Saginaw	Andersen Water Park	N/A	50,000
City Rescue Mission of Saginaw	Food/consumables	N/A	5,000
City Rescue Mission of Saginaw	Remodeling costs – windows & dormitory	N/A	20,000
Council of Michigan Foundations	Dues	Foundation	4,200
Council on Foundations	Dues	Foundation	4,060
Downtown Saginaw Association	Riverside Saginaw Film Festival	N/A	2,000
East Side Soup Kitchen	Food/consumables	N/A	5,000
Emmaus House	Food/consumables	N/A	5,000
Emmaus House	Repairs and upgrades to houses	N/A	11,500
First Ward Community Center	Food/consumables	N/A	5,000
First Ward Community Center	Youthbuild programs	N/A	2,500
Health Delivery, Inc	Renovations for First Baptist Church	N/A	5,334
Hidden Harvest	Food/consumables	N/A	5,000
Holy Cross Children's Services	St Vincent Home Improvements	N/A	20,000
Japanese Cultural Center & Tea House	Replacement of perimeter and courtyard fencing and	N/A	15,000
Junior Achievement of Michigan	Operations	N/A	13,000
Lake Huron Area Council #265 Boy Scouts	Camp Rotary Maintenance	N/A	50,000
Michigan Colleges Foundation	Operations	Foundation	5,000
Neighborhood House	Food/consumables	N/A	5,000
Old Town Soup Kitchen	Food/consumables	N/A	5,000
READ Association	Books for breakfast event	N/A	300
READ Association	Operations	N/A	1,500
Saginaw Area Fireworks, Inc	4th of July display	N/A	2,000
Saginaw Arts & Enrichment Commission	Youth series 2011	N/A	6,000
Saginaw Bay Symphony Orchestra	Operations	N/A	20,000
Saginaw Charter Township	Center road pedestrian bridge project	N/A	100,000
Saginaw Children's Zoo	Operations	N/A	25,000
Saginaw Choral Society	Operations	N/A	6,000
Saginaw Community Foundation	Backpack Program	Foundation	5,000
Saginaw Community Foundation	Saginaw Community Outreach	Foundation	4,000
Saginaw Community Foundation	Saginaw Valley African American Int	Foundation	6,667
Saginaw Community Foundation	Saginaw Township Soccer Association	Foundation	83,333
Saginaw Community Foundation	Friends of Hoyt Park/Warming House Renovations	Foundation	75,000
Saginaw Community Foundation	Purchase of Morley Building	Foundation	50,000
Saginaw Community Foundation	Wickes Special Grants Donor Advised Fund	Foundation	210,000
Saginaw County Chamber Foundation	One Thousand Leaders Initiative	Foundation	5,000
Saginaw County Youth Protection Council	Food/consumables	N/A	5,000
Saginaw Habitat for Humanity	Purchase of front end loader	N/A	35,000
Saginaw Valley State University	Scholarships	Foundation	20,000
Saginaw Valley Concert Association	Operations	N/A	6,000
Salvation Army	Food/consumables	N/A	5,000
Second Presbyterian Church	Honorable Carl Horn Memorial	N/A	100
St Mary's of Michigan Foundation	Guardian Angel Respite and Adult Day Services	Foundation	25,000
Temple Theatre Foundation	Temple Theatre operations and maintenance	Private Foundation	250,000
Toys for Tots	Toy purchases	N/A	1,000
Underground Railroad, Inc	Food/consumables	N/A	5,000
Underground Railroad, Inc	Renovations	N/A	33,334

AS AMENDED

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2010
Form 990-PF, Part XV - Grants and Contributions Paid dunng the Year

Recipient Organization	Purpose	Foundation Status	Amount
Unıted Way of Sagınaw County	Campaıgn	N/A	50,000
Unıted Way of Sagınaw County	START Program	N/A	15,000
Unıted Way of Sagınaw County	Wıckes Specıal Grant-Venture Grant 1st year	N/A	20,000
Unıted Way of Sagınaw County	Wıckes Specıal Grant-Venture Grant 2nd year	N/A	50,000
YMCA	Wıckes Specıal Grant	N/A	66,447
			$ 1,462,865

AS AMENDED

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2010
Form 990-PF, Part XV - Grants and Contributions Approved for Future Payment

Recipient Organization	Purpose	Foundation Status	Amount
Boysville	Renovation of Queen of Angels Retreat Building	N/A	$20,000
Citizens Research Council	Operations	N/A	10,000
Council on Foundations	Dues	Foundation	3,730
Emmaus House	Repairs and Maintenance	N/A	23,000
Junior Achievement of Saginaw	Operations	N/A	26,000
Michigan Colleges Foundation	Operations	Foundation	10,000
READ Association	Operations	N/A	3,000
Saginaw Area Fireworks	4th of July Display	N/A	4,000
Saginaw Bay Symphony Orchestra	Operations	N/A	40,000
Saginaw Choral Society	Operations	N/A	12,000
Saginaw Community Foundation	Donor Advised Fund II/Wickes Special Grants	Foundation	221,116
Saginaw Community Foundation	Friends of Hoyt Park	Foundation	75,000
Saginaw Community Foundation	Michael Jeffers Memorial Park & Fountain	Foundation	15,000
Saginaw Community Foundation	Purchase of Morley Building	Foundation	50,000
Saginaw Future, Inc	Economic Development Initiatives	N/A	150,000
Saginaw Valley African American Leadership	Operations	N/A	6,666
Saginaw Valley Concert Association	Operations	N/A	12,000
Saginaw Valley State University Foundation	Scholarships	Foundation	20,000
Temple Theatre Foundation	Temple Theatre Facility	Private Foundation	500,000
			$1,201,512

AS AMENDED