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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**

OMB No 1545-0052

2010

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

Name of foundation

A Employer identification number
38-6062787**THE CHARLES J STROSACKER FOUNDATION**B Telephone number (see page 10 of the instructions)
989-832-0066

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

812 W. MAIN STREET, P.O. BOX 471

City or town, state, and ZIP code

MIDLAND**MI 48640-0471**H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationC 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 ☐I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 54,025,763**
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	(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	2,256	2,256		
	4 Dividends and interest from securities	1,307,892	1,307,918		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	477,507			
	b Gross sales price for all assets on line 6a	19,648,942			
	7 Capital gain net income (from Part IV, line 2)		477,904		
	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) STMT 1	-11,930	-12,353			
12 Total. Add lines 1 through 11	1,775,725	1,775,725	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	10,303	5,152		5,151
	c Other professional fees (attach schedule) STMT 3	126,287	126,287		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	33,000			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	2,778			2,778
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch) STMT 5	47,675			47,675
	24 Total operating and administrative expenses. Add lines 13 through 23	220,043	131,439	0	55,604
	25 Contributions, gifts, grants paid	2,147,750			2,147,750
26 Total expenses and disbursements. Add lines 24 and 25	2,367,793	131,439	0	2,203,354	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-592,068				
b Net investment income (if negative, enter -0-)		1,644,286			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see page 30 of the instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	637,290	1,026,840	1,026,840
	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) STMT 6	1,503,676	1,004,655	1,014,217
	b Investments—corporate stock (attach schedule) SEE STMT 7	32,308,604	32,311,863	47,614,141
	c Investments—corporate bonds (attach schedule) SEE STMT 8	4,773,942	4,082,466	4,082,466
	Liabilities	11 Investments—land, buildings, and equipment basis ▶		
Less: accumulated depreciation (attach sch.) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule) SEE STATEMENT 9		67,479	251,049	251,049
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation (attach sch.) ▶				
15 Other assets (describe ▶ SEE STATEMENT 10)		15,000	37,050	37,050
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		39,305,991	38,713,923	54,025,763
Net Assets or Fund Balances	17 Accounts payable and accrued expenses			
	18 Grants payable	1,441,800	725,300	
	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 ▶)			
	23 Total liabilities (add lines 17 through 22)	1,441,800	725,300	
Net Assets or Fund Balances	24 Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	25 Unrestricted			
	26 Temporarily restricted			
	26 Permanently restricted			
	27 Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	28 Capital stock, trust principal, or current funds			
29 Paid-in or capital surplus, or land, bldg., and equipment fund				
30 Total net assets or fund balances (see page 17 of the instructions)	37,864,191	37,988,623		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	39,305,991	38,713,923		

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	37,864,191
2 Enter amount from Part I, line 27a	2	-592,068
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	716,500
4 Add lines 1, 2, and 3	4	37,988,623
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	37,988,623

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	NORTH COAST TECHNOLOGY	P	12/31/10	12/31/10
b	PUBLICLY TRADED SECURITIES	P	12/31/10	12/31/10
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 397			397
b 19,648,545		19,171,038	477,507
c			
d			
e			

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			397
b			477,507
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** 477,904

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**

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	2,755,508	44,066,859	0.062530
2008	2,614,973	56,544,766	0.046246
2007	3,450,143	66,195,899	0.052120
2006	2,467,077	60,954,186	0.040474
2005	2,796,070	60,848,561	0.045951

2 Total of line 1, column (d) **2** 0.247321

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** 0.049464

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 **4** 49,512,989

5 Multiply line 4 by line 3 **5** 2,449,110

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 16,443

7 Add lines 5 and 6 **7** 2,465,553

8 Enter qualifying distributions from Part XII, line 4 **8** 2,203,354

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.

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)		1	32,886
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	32,886
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	32,886
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-		6a	35,379
6 Credits/Payments:		6b	
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6c	
b Exempt foreign organizations—tax withheld at source		6d	
c Tax paid with application for extension of time to file (Form 8868)		7	35,379
d Backup withholding erroneously withheld		8	
7 Total credits and payments. Add lines 6a through 6d		9	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		10	2,493
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		11	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 2,493 Refunded			

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
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)?		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?	N/A	
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.		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?	N/A	
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?	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

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 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? Website address ► N/A	13	X	
14	The books are in care of ► JAMES BORIN 812 MAIN STREET Located at ► MIDLAND MI ZIP+4 ► 48640 Telephone no ► 989-832-0066			
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		
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? ☐ 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)? 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? N/A	1c	
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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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 12				

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

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
WILLIAM BLAIR CHICAGO 222 WEST ADAMS STREET IL 60606	INVESTMENT MGMT	111,478
.....		
.....		
.....		
.....		

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	48,825,152
b	Average of monthly cash balances	1b	1,432,907
c	Fair market value of all other assets (see page 25 of the instructions)	1c	8,935
d	Total (add lines 1a, b, and c)	1d	50,266,994
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	50,266,994
4	Cash deemed held for charitable activities. Enter 1 1/4 % of line 3 (for greater amount, see page 25 of the instructions)	4	754,005
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	49,512,989
6	Minimum investment return. Enter 5% of line 5	6	2,475,649

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	2,475,649
2a	Tax on investment income for 2010 from Part VI, line 5	2a	32,886
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	32,886
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,442,763
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,442,763
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	2,442,763

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	2,203,354
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	2,203,354
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	2,203,354

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 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				2,442,763
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			2,112,075	
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 ▶ \$ 2,203,354				
a Applied to 2009, but not more than line 2a			2,112,075	
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				91,279
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				2,351,484
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				

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

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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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:

GRANT REQUESTS 989-832-0066
P.O. BOX 471 MIDLAND MI 48640-0471

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

SEE STATEMENT 13

c Any submission deadlines

SEE STATEMENT 14

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

SEE STATEMENT 15

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

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 Paid during the year SEE STATEMENT 16					2,147,750
Total		▶ 3a			2,147,750
b Approved for future payment SEE STATEMENT 17					725,300
Total		▶ 3b			725,300

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
NORTH COAST TECHNOLOGY INVEST	\$ -545	\$ -968	\$
NCTI III, LIMITED PARTNERSHIP	-11,385	-11,385	
TOTAL	\$ - 11,930	\$ -12,353	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 10,303	\$ 5,152	\$	\$ 5,151
TOTAL	\$ 10,303	\$ 5,152	\$ 0	\$ 5,151

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BANK TRUST DEPARTMENT FEES	\$ 14,809	\$ 14,809	\$	\$
WILLIAM BIAIR - INVESTMENT MGMT	111,478	111,478		
TOTAL	\$ 126,287	\$ 126,287	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAXES	\$ 33,000	\$	\$	\$
TOTAL	\$ 33,000	\$ 0	\$ 0	\$ 0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
COMPUTER & SOFTWARE EXPENSE	4,325			4,325
OFFICE EXPENSES	20,744			20,744
BANK SERVICE CHARGES	55			55
SECRETARIAL EXPENSE	22,551			22,551
TOTAL	\$ 47,675	\$ 0	\$ 0	\$ 47,675

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED STMTS	\$ 1,503,676	\$ 1,004,655	COST	\$ 1,014,217
TOTAL	<u>\$ 1,503,676</u>	<u>\$ 1,004,655</u>		<u>\$ 1,014,217</u>

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED STMTS	\$ 32,308,604	\$ 32,311,863	COST	\$ 47,614,141
TOTAL	<u>\$ 32,308,604</u>	<u>\$ 32,311,863</u>		<u>\$ 47,614,141</u>

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED STMTS	\$ 4,773,942	\$ 4,082,466	COST	\$ 4,082,466
TOTAL	<u>\$ 4,773,942</u>	<u>\$ 4,082,466</u>		<u>\$ 4,082,466</u>

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
N. COAST TECH INVETORS LTD PRTRNSHP	\$ 58,541	\$ 62,996	COST	\$ 62,996
NCTI III, LTD PARTNERSHIP	8,938	38,053	COST	38,053
WOLVERINE BANCORP		150,000	COST	150,000
TOTAL	<u>\$ 67,479</u>	<u>\$ 251,049</u>		<u>\$ 251,049</u>

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

Description	Beginning of Year	End of Year	Fair Market Value
FEDERAL EXCISE TAX RECEIVABLE	\$ 15,000	\$ 1,800	\$ 1,800
MORGAN STANLEY DIVIDEND RECEIVABLE		35,250	35,250
TOTAL	<u>\$ 15,000</u>	<u>\$ 37,050</u>	<u>\$ 37,050</u>

Federal Statements**Statement 11 - Form 990-PF, Part III, Line 3 - Other Increases**

<u>Description</u>	<u>Amount</u>
DECREASE IN FUTURE PLEDGE OBLIGATIONS	\$ <u>716,500</u>
TOTAL	\$ <u><u>716,500</u></u>

Federal Statements

Statement 12 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
BOBBIE N. ARNOLD 812 W. MAIN STREET MIDLAND MI 48640-0471	PRES./CEO	6.00	0	0	0
DAVID J. ARNOLD 812 W. MAIN STREET MIDLAND MI 48640-0471	CHAIRMAN	1.50	0	0	0
KIMBERLEE K. BACZEWSKI 812 W. MAIN STREET MIDLAND MI 48640-0471	ASSO TRUSTEE	0.38	0	0	0
JOHN N. BARTOS 812 W. MAIN STREET MIDLAND MI 48640-0471	TRUSTEE	0.38	0	0	0
JAMES L. BORIN 812 W. MAIN STREET MIDLAND MI 48640-0471	TREASURER	3.00	0	0	0
STEPHANIE A. BURNS 812 W. MAIN STREET MIDLAND MI 48640-0471	TRUSTEE	0.38	0	0	0
MARIAN L. CIMBALIK 812 W. MAIN STREET MIDLAND MI 48640-0471	ASST. SECR.	13.00	0	0	0
DAVID H. DUNN 812 W. MAIN STREET MIDLAND MI 48640-0471	TRUSTEE	0.38	0	0	0
CAROLYN THRUNE DURAND 812 W. MAIN STREET MIDLAND MI 48640-0471	TRUSTEE	0.38	0	0	0
DONNA T. MORRIS 812 W. MAIN STREET	SECRETARY	2.00	0	0	0

Federal Statements

Statement 12 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
MIDLAND MI 48640-0471					
RICHARD M. REYNOLDS 812 W. MAIN STREET MIDLAND MI 48640-0471	EXEC. V.P.	1.50	0	0	0
CHARLES J. THRUNE 812 W. MAIN STREET MIDLAND MI 48640-0471	TRUSTEE	0.38	0	0	0
CHARLIE C. THRUNE LUNDQUIST 812 W. MAIN STREET MIDLAND MI 48640-0471	ASSO TRUSTEE	0.38	0	0	0
EUGENE C. YEHLE 812 W. MAIN STREET MIDLAND MI 48640-0471	ASST. TREAS.	1.00	0	0	0

Federal Statements**Statement 13 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents****Description**

GRANT APPLICATIONS SHOULD BE MADE BY LETTER DESCRIBING:
THE PURPOSE, MAJOR EXPENDITURES, MAJOR INCOME SOURCES,
TIMING REQUIREMENTS, AND AMOUNTS REQUESTED.

Statement 14 - Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description**

THERE IS NO DEADLINE; SUBMISSIONS CAN BE MADE AT ANY TIME
DURING THE YEAR.

Statement 15 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

THE FOUNDATION MAKES GRANTS ONLY TO ELIGIBLE
ORGANIZATIONS NOT TO INDIVIDUALS. THEREFORE, THE
APPLICANT SHOULD ALSO FURNISH COPIES OF THE THE
FOLLOWING:

THE IRS LETTER GRANTING TAX EXEMPT STATUS TO THE
ORGANIZATION. THE ORGANIZATION'S LATEST FINANCIAL
STATEMENTS.

38-6062787

Federal Statements

Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
CITY OF GLADWIN	1000 WEST CEDAR AVENUE		TAX-EXEMPT	RECONSTRUCTION OF CITY PARK	20,000
GLADWIN MI 48624					
AMERICAN RED CROSS	220 W. MAIN STREET		TAX-EXEMPT	HAITIAN EARTHQUAKE RELIEF	1,000
MIDLAND MI 48640					
THE CLINTON BUSH HAITI FU PO BOX 632454			TAX-EXEMPT	SUPPORT OF HAITIAN EARTHQUAKE RELIEF	250
BALTIMORE MD 21263					
CITY OF MIDLAND	333 WEST ELLSWORTH STREET		TAX-EXEMPT	RENOVATION OF THRONE PARK	275,000
MIDLAND MI 48640					
NEW DIMENSIONS	2200 N. STEPHENSON HWY		TAX-EXEMPT	SUPPORTED EMPLOYMENT PROGRAM	10,000
TROY MI 48083					
BAY AREA FAMILY Y	111 N. MADISON		TAX-EXEMPT	CONSTRUCTION OF NEW FACILITY	50,000
BAY CITY MI 48708					
ARNOLD CENTER, INC.	400 WEXFORD		TAX-EXEMPT	IN SUPPORT OF A 14,000 SQ FT ADDITIO	375,000
MIDLAND MI 48640					
ALMA COLLEGE	614 W. SUPERIOR STREET		TAX-EXEMPT	UPGRADES TO HERITAGE CENTER	50,000
ALMA MI 48801					
ALMA COLLEGE	614 W. SUPERIOR STREET		TAX-EXEMPT	DONALD J. YEHLE ENDOWED INTERNSHIP	2,000
ALMA MI 48801					
AMERICAN RED CROSS	220 W. MAIN STREET		TAX-EXEMPT	LOCAL & NATIONAL DISASTER RELIEF	12,000
MIDLAND MI 48640					
ATHENS AREA COMM. FOUND	129 E BURR OAK		TAX-EXEMPT	JAMES A. HANSON MEMORIAL SCHOLARSHIP	250
ATHENS MI 49011					
BOY SCOUTS OF AMERICA	5001 11 MILE ROAD		TAX-EXEMPT	GENERAL OPERATIONS	500
AUBURN MI 48611					
CANCER SERVICES	220 W. MAIN ST.		TAX-EXEMPT	MARIA MENCIA CANCER CAREGIVER	10,000
MIDLAND MI 48640					
CHEMICAL CITY BAND	76 ASHMAN CIRCLE		TAX-EXEMPT	BAND OPERATIONS	3,000
MIDLAND MI 48640					
CHIPPEWA NATURE CENTER	400 S. BADOUR ROAD		TAX-EXEMPT	EXPANSION PROJECT	50,000
MIDLAND MI 48640					
COLEMAN COMMUNITY SCHOOLS	991 E. RAILWAY		TAX-EXEMPT	AUTOMATE LIBARAY	20,000
COLEMAN MI 48618					
CONSERVANCY OF SW FLORIDA	1450 MERRIHUE DR.		TAX-EXEMPT	SUPPORT OF CONSERVANCY PROGRAMS	1,000
NAPLES FL 34102					
COUNCIL OF MICHIGAN FOUND	ONE SOUTH HARBOR AVENUE,		TAX-EXEMPT	UNRESTRICTED	6,300
GRAND HAVEN MI 49417					
COUNCIL ON DOMESTIC VIOLE P.O. BOX 2660			TAX-EXEMPT	ENDOWMENT FUND	300
MIDLAND MI 48641					

Federal Statements

Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
DELTA COLLEGE	1961 DELTA ROAD		TAX-EXEMPT	SMALL BUSINESS & TECH DEV CENTER	5,000
UNIVERSITY CENTER MI 4871					
DELTA COLLEGE - PUBLIC BR 1961	DELTA RD		TAX-EXEMPT	UNRESTRICTED	1,750
UNIVERSITY CENTER MI 4871					
DETROIT AREA ENGIN.	100 FARNSWORTH, SUITE 249		TAX-EXEMPT	UNRESTRICTED	5,000
DETROIT MI 48202					
DRAKE UNIVERSITY	2507 UNIVERSITY AVE.		TAX-EXEMPT	BULLDOG CLUB SUPPORT	1,000
DES MOINES IA 50311					
EAGLE VILLAGE	4507 170TH AVE		TAX-EXEMPT	GENERAL OPERATING SUPPORT	1,000
HERSEY MI 49639					
FAMILY AND CHILDREN'S SVC	1714 EASTMAN AVENUE		TAX-EXEMPT	TRAINING CONSORTIUM	20,000
MIDLAND MI 48641					
FIRST UNITED METHODIST CH	315 LARKIN ST		TAX-EXEMPT	FOR PASTOR'S DESIGNATION	1,200
MIDLAND MI 48640					
FIRST UNITED METHODIST CH	315 LARKIN ST		TAX-EXEMPT	ENDOWMENT FUND	1,000
MIDLAND MI 48640					
GRAND TRAVERSE REG COMM F	250 E. FRONT STREET		TAX-EXEMPT	SUSAN & LARRY BURKS FUND	100,000
TRAVERSE CITY MI 49684					
HUMANE SOCIETY OF MIDLAND	PO BOX 1034		TAX-EXEMPT	OPERATIONAL FUNDING	5,000
MIDLAND MI 48641					
JUNIOR ACHIEVEMENT	5108 EASTMAN AVE SUITE #4		TAX-EXEMPT	GRANT - OPERATING	4,750
MIDLAND MI 48640					
KALAMAZOO COLLEGE	1200 ACADEMY ST.		TAX-EXEMPT	RICHARD E. YEHLE ENDOWED SCHOLARSHIP	2,000
KALAMAZOO MI 49006					
KING'S DAUGHTERS & SONS	2410 RODD ST		TAX-EXEMPT	CHRISTMAS CLOSET PROJECT	3,500
MIDLAND MI 48640					
LEE TOWNSHIP	1485 W. OLSON RD.		TAX-EXEMPT	LEE TOWNSHIP PARK	25,000
MIDLAND MI 48640					
THE LEGACY CENTER	3200 JAMES SAVAGE RD		TAX-EXEMPT	GENERAL OPERATING FUND	1,250
MIDLAND MI 48640					
LITTLE FORKS CONSERVANCY	414 TOWNSEND ST		TAX-EXEMPT	UNRESTRICTED	5,000
MIDLAND MI 48640					
LITTLE TRAVERSE CONSERV.	3264 POWELL RD.		TAX-EXEMPT	CONSERVANCY PROGRAMS	1,000
HARBOR SPRINGS MI 49740					
MACKINAC CENTER	140 WEST MAIN ST		TAX-EXEMPT	DEBATE WORKSHOP	7,500
MIDLAND MI 48640					
MACKINAC CENTER	140 WEST MAIN ST		TAX-EXEMPT	GENERAL OPERATIONS	500
MIDLAND MI 48640					

Federal Statements

Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
MEMORIAL PRESB. CHURCH MIDLAND MI 48640	1310 ASHMAN ST.		TAX-EXEMPT	PURCHASE OF PIPE ORGAN	200,000
MEMORIAL PRESB. CHURCH MIDLAND MI 48640	1310 ASHMAN ST.		TAX-EXEMPT	GENERAL OPERATIONS	2,000
MICHIGAN BASEBALL FOUND. MIDLAND MI 48640	PO BOX 365		TAX-EXEMPT	GENERAL OPERATIONS	500
MICHIGAN HARVEST GATHERIN LANSING MI 48933	501 NORTH WALNUT		TAX-EXEMPT	ANNUAL FOOD DRIVE	5,000
MICHIGAN SPORTS UNLIMITED SAGINAW MI 48601	1915 FORDNEY ST.		TAX-EXEMPT	2011 JUNIOR NATIONALS	5,000
MICHIGAN STATE UNIVERSITY EAST LANSING MI 48824	200 SPARTAN WAY		TAX-EXEMPT	SPARTAN FUND	2,000
MICHIGAN TECH. UNIV HOUGHTON MI 49931	1400 TOWNSEND DR.		TAX-EXEMPT	FOREST-BASED BIOFUELS LAB	50,000
MIDLAND AREA CHAMBER FOUN MIDLAND MI 48640	300 RODD STREET		TAX-EXEMPT	MIDLAND BLOOMS PROJECT	10,000
MIDLAND AREA COMMUNITY FO MIDLAND MI 48640	76 ASHMAN CIRCLE		TAX-EXEMPT	TRIDGE RENOVATION PROJECT	20,000
MIDLAND AREA HOMES MIDLAND MI 48642	1825 BAY CITY RD.		TAX-EXEMPT	UNRESTRICTED	15,000
MIDLAND CENTER FOR THE AR MIDLAND MI 48640	1801 WEST ST. ANDREWS RD		TAX-EXEMPT	FRIENDS OF THE CENTER - UNRESTRICTED	21,500
MIDLAND CENTER FOR THE AR MIDLAND MI 48640	1801 WEST ST. ANDREWS RD		TAX-EXEMPT	MATRIX	3,500
MIDLAND CENTER FOR THE AR MIDLAND MI 48640	1801 WEST ST. ANDREWS RD		TAX-EXEMPT	A.B. DOW MUSEUM OF SCIENCE & ART	3,500
MIDLAND CENTER FOR THE AR MIDLAND MI 48640	1801 WEST ST. ANDREWS RD		TAX-EXEMPT	HISTORICAL SOCIETY	29,000
MIDLAND CENTER FOR THE AR MIDLAND MI 48640	1801 WEST ST. ANDREWS RD		TAX-EXEMPT	MUSIC SOCIETY	3,500
MIDLAND CENTER FOR THE AR MIDLAND MI 48640	1801 WEST ST. ANDREWS RD		TAX-EXEMPT	THEATRE GUILD	3,500
MIDLAND CENTER FOR THE AR MIDLAND MI 48640	1801 WEST ST. ANDREWS RD		TAX-EXEMPT	SYMPHONY	3,500
MIDLAND COMMUNITY CENTER MIDLAND MI 48640	2205 JEFFERSON AVENUE		TAX-EXEMPT	NEW BUILDING FOR MIDLAND CURLING CLU	37,500
MIDLAND COMMUNITY CENTER MIDLAND MI 48640	2205 JEFFERSON AVENUE		TAX-EXEMPT	UPGRADE TENNIS COURTS	50,000

Federal Statements

Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
MIDLAND COMMUNITY CENTER	2205 JEFFERSON AVENUE		TAX-EXEMPT	GENERAL OPERATIONS	13,000
MIDLAND MI 48640					
MIDLAND COMMUNITY CENTER	2205 JEFFERSON AVENUE		TAX-EXEMPT	NORTH MIDLAND FAMILY CENTER-OPER	6,250
MIDLAND MI 48640					
MIDLAND COUNTY - PINECRES	220 WEST ELLSWORTH		TAX-EXEMPT	SPECIAL DONOR'S FUND	3,000
MIDLAND MI 48640					
MIDLAND COUNTY COUNCIL	4700 DUBLIN AVE.		TAX-EXEMPT	SECOND ADULT DAY FACILITY	100,000
MIDLAND MI 48642					
MIDLAND COUNTY EDUCATIONA	3917 JEFFERSON AVENUE		TAX-EXEMPT	IMAGINATION LIBRARY PROGRAM	1,000
MIDLAND MI 48640					
MIDLAND COUNTY HABITAT FO	1830 N. SAGINAW ROAD		TAX-EXEMPT	UNRESTRICTED	7,500
MIDLAND MI 48642					
MIDLAND COUNTY JUVENILE C	3712 EAST ASHMAN		TAX-EXEMPT	MIDLAND MENTORS PROGRAM	11,000
MIDLAND MI 48642					
MIDMICHIGAN HEALTH	4005 ORCHARD DRIVE		TAX-EXEMPT	BON APPETIT FOR HOPE FUND	1,000
MIDLAND MI 48670					
MONTANA STATE UNIVERSITY	ATHLETIC DEPARTMENT		TAX-EXEMPT	FIELD TURF - STADIUM	2,000
BOZEMAN MT 59717					
NORTHERN MI HOSPITAL FOUN	1 MACDONALD DR.		TAX-EXEMPT	SOUND BEGINNINGS PROGRAM	11,000
PETOSKEY MI 49770					
NORTHWOOD UNIVERSITY	1900 WEST BIG BEAVER RD		TAX-EXEMPT	IMPROVEMENTS TO BENNETT SPORTS CENTE	150,000
TROY MI 48084					
OWOSSO COMMUNITY PLAYERS	114 E. MAIN ST.		TAX-EXEMPT	REBUILD LEBOWSKY CENTER	50,000
OWOSSO MI 48867					
RECORDINGS FOR RECOVERY	5013 EASTMAN PLACE		TAX-EXEMPT	UNRESTRICTED	4,000
MIDLAND MI 48640					
REECE COMMUNITY LIVING	PO BOX 2212		TAX-EXEMPT	GENERAL OPERATIONS	250
MIDLAND MI 48641					
SALVATION ARMY	P.O. BOX 1447		TAX-EXEMPT	COATS FOR KIDS PROGRAM	500
MIDLAND MI 48642					
SOCIETY OF PLASTICS ENGIN	THE DOW CHEMICAL BUILDING		TAX-EXEMPT	FUNDING EDUCATION OUTREACH PROGRAM	5,000
MIDLAND MI 48667					
SOUTH DAKOTA SCHOOL OF MI	501 EAST SAINT JOSEPH ST.		TAX-EXEMPT	SCHOLARSHIP FUND	4,000
RAPID CITY SD 57701					
SPECIAL OLYMPICS MICHIGAN	5202 COURTLAND		TAX-EXEMPT	UNRESTRICTED	10,000
MIDLAND MI 48642					
ST. BRIGID CHURCH	207 ASHMAN STREET		TAX-EXEMPT	BUILDING FUND	1,000
MIDLAND MI 48640					

Federal Statements

Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
ST. BRIGID CHURCH	207 ASHMAN STREET		TAX-EXEMPT	JOHN C. MORRIS MEMORIAL FUND	1,000
MIDLAND MI 48640					
ST. JOSEPH HEALTH SYSTEM	200 E M 55		TAX-EXEMPT	CANCER FUND	500
TAWAS CITY MI 48763					
TAWAS UNITED METHODIST CH 20-M-55			TAX-EXEMPT	CAPITAL EXPANSION	3,000
EAST TAWAS MI 48763					
TEMPLE THEATRE FOUNDATION	201 N. WASHINGTON AVE.		TAX-EXEMPT	ART TAKE THE STAGE CAMPAIGN	50,000
SAGINAW MI 48607					
UNITED NEGRO COLLEGE FUND	3031 W. GRAND		TAX-EXEMPT	UNRESTRICTED	8,250
DETROIT MI 48202					
UNITED WAY 2-1-1 CALL CEN	220 W. MAIN ST SUITE 100		TAX-EXEMPT	CONTINUED FUNDING FOR 2-1-1	25,000
MIDLAND MI 48640					
UNITED WAY OF CLARE COUNT	P.O. BOX 116		TAX-EXEMPT	UNRESTRICTED	7,500
CLARE MI 48617					
UNITED WAY OF GLADWIN COU	234 W. CEDAR AVE		TAX-EXEMPT	UNRESTRICTED	7,500
GLADWIN MI 48624					
UNITED WAY OF GRATIOT COU	110 WEST SUPERIOR		TAX-EXEMPT	UNRESTRICTED	7,500
ALMA MI 48801					
UNITED WAY OF MIDLAND	220 W. MAIN STREET		TAX-EXEMPT	GENERAL FUND SUPPORT	1,500
MIDLAND MI 48640					
UNITED WAY OF MIDLAND	220 W. MAIN STREET		TAX-EXEMPT	UNRESTRICTED	99,000
MIDLAND MI 48640					
UNITED WAY OF MIDLAND	220 W. MAIN STREET		TAX-EXEMPT	ANNUAL EMPLOYEE AWARD PROJECT	2,500
MIDLAND MI 48640					
UNIVERSITY OF WYOMING FOU	DEPARTMENT 3414		TAX-EXEMPT	COWBOY JOE CLUB	700
LARAMIE WY 82071					
WCMU PUBLIC BROADCASTING	1999 E. CAMPUS DRIVE		TAX-EXEMPT	MISTER ROGER'S SWEATER KICK-OFF	5,000
MT PLEASANT MI 48859					
WEST MIDLAND FAMILY CENTE	4011 W. ISABELLEA RD		TAX-EXEMPT	UNRESTRICTED	5,250
SHEPHERD MI 48883					
TOTAL					<u>2,147,750</u>

Federal Statements

Statement 17 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for
Future Pmt

Name	Address	Relationship	Status	Purpose	Amount
AMERICAN RED CROSS	220 W. MAIN STREET		TAX-EXEMPT	NATIONAL DISASTER RELIEF	1,000
MIDLAND MI 48640					
AMERICAN RED CROSS	220 W. MAIN STREET		TAX-EXEMPT	LOCAL DISASTER RELIEF	6,000
MIDLAND MI 48640					
CANCER SERVICES	MIDMICHIGAN MEDICAL		TAX-EXEMPT	AID IN ESTABLISHING SUPPORT NETWORK	10,000
MIDLAND MI 48640					
CHEMICAL CITY BAND	76 ASHMAN CIRCLE		TAX-EXEMPT	BAND OPERATIONS	3,000
MIDLAND MI 48640					
COUNCIL OF MICHIGAN FOUND ONE SOUTH HARBOR AVENUE,			TAX-EXEMPT	MEMBERSHIP FEE	6,300
GRAND HAVEN MI 49417					
DELTA COLLEGE - PUBLIC BR 1961 DELTA RD			TAX-EXEMPT	PUBLIC BROADCASTING	1,750
UNIVERSITY CENTER MI 4871					
DETROIT AREA ENGIN.	100 FARNSWORTH, SUITE 249		TAX-EXEMPT	UNRESTRICTED	5,000
DETROIT MI 48202					
GRAND TRAVERSE REG COMM F 250 E. FRONT STREET			TAX-EXEMPT	SUSAN & LARRY BURKS FUND	100,000
TRAVERSE CITY MI 49684					
JUNIOR ACHIEVEMENT	5108 EASTMAN AVE SUITE #4		TAX-EXEMPT	UNRESTRICTED	4,500
MIDLAND MI 48640					
KING'S DAUGHTERS & SONS	2410 RODD ST		TAX-EXEMPT	CHRISTMAS CLOSET PROJECT	3,500
MIDLAND MI 48640					
LITTLE FORKS CONSERVANCY	414 TOWNSEND ST		TAX-EXEMPT	UNRESTRICTED	3,000
MIDLAND MI 48640					
MACKINAC CENTER	140 WEST MAIN ST		TAX-EXEMPT	DEBATE WORKSHOP	7,500
MIDLAND MI 48640					
MEMORIAL PRESBYTERIAN CHU 1310 ASHMAN			TAX-EXEMPT	PURCHASE OF PIPE ORGAN	250,000
MIDLAND MI 48640					
MICHIGAN HARVEST GATHERIN 501 NORTH WALNUT			TAX-EXEMPT	OPERATING SUPPRT	5,000
LANSING MI 48933					
MIDMICHIGAN INNOVATION	4520 E ASHMAN RD. #M		TAX-EXEMPT	OPERATING FUNDS	15,000
MIDLAND MI 48642					
MIDLAND AREA CHAMBER FOUN 300 RODD STREET			TAX-EXEMPT	MIDLAND BLOOMS PROJECT	10,000
MIDLAND MI 48640					
MIDLAND AREA HOMES	1825 BAY CITY ROAD		TAX-EXEMPT	SUPPORT OF OPERATIONS	7,500
MIDLAND MI 48641					
MIDLAND CENTER FOR THE AR 1801 WEST ST. ANDREWS RD			TAX-EXEMPT	MATRIX	3,500
MIDLAND MI 48640					
MIDLAND CENTER FOR THE AR 1801 WEST ST. ANDREWS RD			TAX-EXEMPT	FRIENDS	19,000
MIDLAND MI 48640					

Federal Statements

Statement 17 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for
Future Pmt (continued)

Name	Address	Relationship	Status	Purpose	Amount
MIDLAND CENTER FOR THE AR	1801 WEST ST.	ANDREWS RD	TAX-EXEMPT	ALDEN B. DOW MUSEUM	3,500
MIDLAND MI 48640					
MIDLAND CENTER FOR THE AR	1801 WEST ST.	ANDREWS RD	TAX-EXEMPT	HISTORICAL SOCIETY	3,500
MIDLAND MI 48640					
MIDLAND CENTER FOR THE AR	1801 WEST ST.	ANDREWS RD	TAX-EXEMPT	MUSIC SOCIETY	3,500
MIDLAND MI 48640					
MIDLAND CENTER FOR THE AR	1801 WEST ST.	ANDREWS RD	TAX-EXEMPT	THEATRE GUILD	3,500
MIDLAND MI 48640					
MIDLAND CENTER FOR THE AR	1801 WEST ST.	ANDREWS RD	TAX-EXEMPT	SYMPHONY	3,500
MIDLAND MI 48640					
MIDLAND COMMUNITY CENTER	2001 GEORGE STREET		TAX-EXEMPT	UNRESTRICTED	10,000
MIDLAND MI 48640					
MIDLAND COMMUNITY CENTER	2001 GEORGE STREET		TAX-EXEMPT	NORTH MIDLAND FAMILY CENTER OPER	5,250
MIDLAND MI 48640					
MIDLAND COMMUNITY CENTER	2001 GEORGE STREET		TAX-EXEMPT	MIDLAND CURLING CLUB BUILDING	37,500
MIDLAND MI 48640					
MIDLAND COUNTY - PINECRES	220 WEST ELLSWORTH		TAX-EXEMPT	SPECIAL RESIDENTS' FUND SUPPORT	3,000
MIDLAND MI 48640					
MIDLAND COUNTY EDUCATIONA	3917 JEFFERSON AVENUE		TAX-EXEMPT	IMAGINATION LIBRARY PROGRAM	1,000
MIDLAND MI 48640					
MIDLAND COUNTY HABITAT FO	1830 N. SAGINAW ROAD		TAX-EXEMPT	UNRESTRICTED	3,500
MIDLAND MI 48642					
NORTHERN MICHIGAN HOSPITA	360 CONNABLE AVENUE		TAX-EXEMPT	SOUND BEGINNINGS HEARING PROGRAM	10,000
PETOSKEY MI 49770					
RECORDINGS FOR RECOVERY	5013 EASTMAN PLACE		TAX-EXEMPT	UNRESTRICTED	2,000
MIDLAND MI 48640					
SPECIAL OLYMPICS MICHIGAN	5202 COURTLAND		TAX-EXEMPT	UNRESTRICTED	10,000
MIDLAND MI 48642					
UNITED NEGRO COLLEGE FUND	3031 W. GRAND		TAX-EXEMPT	SCHOLARSHIPS	5,000
DETROIT MI 48202					
UNITED WAY OF CLARE COUNT	P.O. BOX 116		TAX-EXEMPT	CAMPAIGN CONTRIBUTIONS	7,750
CLARE MI 48617					
UNITED WAY OF GLADWIN COU	234 W. CEDAR AVE		TAX-EXEMPT	CAMPAIGN CONTRIBUTIONS	7,750
GLADWIN MI 48624					
UNITED WAY OF GRATIOT COU	110 WEST SUPERIOR		TAX-EXEMPT	CAMPAIGN CONTRIBUTIONS	7,750
ALMA MI 48801					
UNITED WAY OF MIDLAND	220 W. MAIN STREET		TAX-EXEMPT	ANNUAL EMPLOYEE AWARD PROJECT	2,500
MIDLAND MI 48640					

Federal Statements

**Statement 17 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for
Future Pmt (continued)**

Name	Address	Relationship	Status	Purpose	Amount
UNITED WAY OF MIDLAND	220 W. MAIN STREET		TAX-EXEMPT	CAMPAIGN CONTRIBUTIONS	100,000
MIDLAND MI 48640					
WEST MIDLAND FAMILY CENTE	4011 W. ISABLELLA RD		TAX-EXEMPT	UNRESTRICTED	5,250
SHEPHERD MI 48883					
CHEMICAL CITY BAND	76 ASHMAN CIRCLE		TAX-EXEMPT	BAND OPERATIONS	3,000
MIDLAND MI 48640					
MIDMICHIGAN INNOVATION	4520 E ASHMAN RD. #M		TAX-EXEMPT	OPERATING FUNDS	15,000
MIDLAND MI 48642					
NORTHERN MICHIGAN HOSPITA	360 CONNABLE AVENUE		TAX-EXEMPT	SOUND BEGINNINGS HEARING PROGRAM	10,000
PETOSKEY MI 49770					
TOTAL					725,300

SUPPLEMENTAL STATEMENT TO FORM 990PF
STROSACKER FOUNDATION
Calendar Year 2010

38-6062787

PART II, LINE 10a - U.S. AND STATE GOVERNMENT OBLIGATIONS

	<u>Book Value</u>	<u>Fair Market Value</u>
Account #1	<u>1,004,655</u>	<u>1,014,217</u>

PART II, LINE 10b - CORPORATE STOCK

	<u>Book Value</u>	<u>Fair Market Value</u>
Account #1	<u>32,017,424</u>	<u>39,738,306</u>
Account #2	<u>294,439</u>	<u>7,875,835</u>
	<u>32,311,863</u>	<u>47,614,141</u>

PART II, LINE 10c - CORPORATE BONDS

	<u>Book Value</u>	<u>Fair Market Value</u>
Account #1	<u>4,082,466</u>	<u>4,082,466</u>
	<u>4,082,466</u>	<u>4,082,466</u>

STROSACKER FOUNDATION CONSOLIDATED**Portfolio Investments**

Asset Description	Units	Market Value, _ Cost	Est. Annual Income	Current Yield
Corporate Bonds				
Chemical Bank CD #6012248768 Dtd 11/19/08 3.45% Due 11/19/11	644,614.450	644,614.45 644,614.45		
Chemical Bank CD #6012248776 Dtd 11/19/08 3.83% Due 11/19/12	649,718.830	649,718.83 649,718.83		
Chemical Bank CD #6012293293 Dtd 4/1/09 2.50% 4/1/12	1,000,000.000	1,000,000.00 1,000,000.00		
Chemical Bank CD #6012305402 Dtd 8/11/10 2.25% Due 8/11/13	1,007,541.780	1,007,541.78 1,007,541.78		
Chemical Bank CD#6012306335 Dtd 8/13/09 3.0% Due 4/13/12	780,590.440	780,590.44 780,590.44		
Total Corporate Bonds		\$4,082,465.50 \$4,082,465.50		
US & Gov. Securities				
Federal Home Ln Bks. Deb 4.25% 6/10/2011	500,000.000	508,425.00 508,205.00		
Federal Home Loan Banks 5/5/08 3.125% Due 6/10/2011	500,000.000	505,792.50 496,450.00		
Total US & Gov. Securities		\$1,014,217.50 \$1,004,655.00		

STROSACKER FOUNDATION CONSOLIDATED

Portfolio Investments

Asset Description	Units	Market Value Cost
Equities		
Covidien PLC Ireland	9,880.000	451,120.80 407,045.21
Agilent Technologies Inc Com	14,730.000	610,263.90 440,254.89
Allergan Inc	4,060.000	278,800.20 215,850.52
American Express Co.	12,940.000	555,384.80 494,211.25
Ameriprise Finl Inc Com	8,260.000	475,363.00 370,197.99
Apache Corp.	4,770.000	568,727.10 417,805.28
Apple Inc	2,065.000	666,086.40 298,211.27
Blair, Wm Mut Fds Int'L Growth Class I	103,981.376	2,322,943.94 2,566,515.02
Broadcom Corporation	5,710.000	248,670.50 142,473.82
C H Robinson Worldwide Inc Com New	2,740.000	219,720.60 177,486.52
CME Group Inc Com	1,490.000	479,407.50 431,179.80
Cameron International Corp Com	7,020.000	356,124.60 283,212.25
Celgene Corp Com	4,020.000	237,742.80 201,866.97
Chemical Financial Corporation	60,512.000	1,340,340.80 695,550.82

STROSACKER FOUNDATION CONSOLIDATED

Portfolio Investments

Asset Description	Units	Market Value Cost
Citrix Systems, Inc.	5,500.000	376,255.00 341,201.34
Danaher Corp	9,000.000	424,530.00 184,256.15
Discovery Communications Ser A	9,470.000	394,899.00 176,034.58
Dolby Laboratories Inc Com	3,550.000	236,785.00 214,490.79
Dow Chemical Co	5,427.000	185,277.78 11,273.41
EMC Corp.	14,070.000	322,203.00 247,126.40
Ebay Inc Com	21,620.000	601,684.60 502,312.87
Fidelity Low-Priced Stock Fd #316	24,293.062	932,367.72 850,000.00
Goodrich B F Co.	4,440.000	391,030.80 259,835.26
Google Inc Cl A	892.000	529,821.24 372,882.25
Grainger W W Inc	3,050.000	421,235.50 258,990.64
Greenhill & Co Inc Com	2,470.000	201,749.60 176,642.35
Illumina Inc Com	5,630.000	356,604.20 236,141.73
J. P. Morgan Chase & Co.	10,440.000	442,864.80 437,822.92
Jacobs Engr Group Inc Del Com	4,570.000	209,534.50 199,666.83

STROSACKER FOUNDATION CONSOLIDATED

Portfolio Investments

Asset Description	Units	Market Value Cost
Johnson Ctls Inc	14,760.000	563,832.00 309,657.20
Manpower Inc Com	5,660.000	355,221.60 317,587.49
McDonalds Corp	5,170.000	396,849.20 308,396.47
Mead Johnson Nutrition Co Com	6,790.000	422,677.50 309,300.08
Microsoft Corporation	22,300.000	622,393.00 557,817.35
National - Oilwell Inc	6,310.000	424,347.50 389,204.23
Nike Inc Cl B	4,550.000	388,661.00 336,126.67
Northern Tr Corp	7,270.000	402,830.70 394,482.33
Occidental Pete. Corp.	6,350.000	622,935.00 468,111.33
O'Reilly Automotive	5,580.000	337,143.60 213,969.26
Pepsico Inc.	8,390.000	548,118.70 507,761.03
Praxair Inc	5,485.000	523,652.95 234,572.16
Qualcomm Incorporated	8,015.000	396,662.35 333,515.61
Rockwell Automation Inc	6,940.000	497,667.40 293,964.73
Roper Inds Inc New Com	2,480.000	189,546.40 143,445.32

STROSACKER FOUNDATION CONSOLIDATED

Portfolio Investments

Asset Description	Units	Market Value Cost
Schlumberger Ltd	9,615.000	802,852.50 538,592.95
Scripps Networks Interact Cl A	5,683.000	294,095.25 261,433.74
Southwestern Energy Co Com	3,890.000	145,602.70 153,756.82
Stericycle Inc	5,080.000	411,073.60 321,952.83
Trimble Navigation Ltd Com	7,550.000	301,471.50 249,078.49
United Parcel Service (Ups)	7,260.000	526,930.80 373,929.76
Vanguard Tax-Managed Fd Europe Pac ETF	15,141.000	547,347.15 524,360.19
Vanguard Value ETF	11,216.000	598,149.28 525,405.00
Yum Brands Inc	8,260.000	405,153.00 303,434.20
Capital Income Bldr Fd	284,022.275	14,175,551.75
SH Ben Int		12,037,029.36
Total Equity		\$39,738,306.11 \$32,017,423.73

Morgan Stanley

Private Wealth Management

Supplemental Report

106 South La Salle Street
Chicago, IL 60603
312 706-2000

Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value
EQUITIES						
COMMON STOCKS						
Materials						
<i>Diversified Chemicals</i>						
DOW CHEMICAL CORP COM STK	235,000.00			488,160.94	34.14	8,022,900.00
ACCRUAL CASH DIVIDEND				488,160.94		
DOW CHEMICAL CORP COM STK				488,160.94		8,022,900.00
EX DATE: 12/29/2010 PAY DATE 01/28/2011						
<i>Diversified Chemicals</i>						
Materials				488,160.94		8,022,900.00
TOTAL COMMON STOCKS						8,022,900.00

Morgan Stanley

Private Wealth Management

440 South La Salle Street
Chicago, IL 60605
312.506.4000

Supplemental Report

Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value
CALL OPTIONS						
CALL - DOW 100 @ 36 22 JAN 2011 DOW CHEMICAL CO	(600.00)		0.54	(32,273.94)	0.17	(10,200.00)
CALL - DOW 100@34 22 JAN 2011 DOW CHEMICAL CO	(500.00)		0.85	(42,354.27)	0.85	(42,500.00)
CALL - DOW 100@35 22 JAN 2011 DOW CHEMICAL CO	(250.00)		0.68	(16,999.71)	0.41	(10,250.00)
CALL - DOW 100@36 19 MAR 2011 DOW CHEMICAL CO	(500.00)		0.98	(49,029.17)	0.98	(49,000.00)
CALL - FLXC2DOW 100 @ 35 02 FEB 2011 DOW CHEMICAL CO FLEX	(500.00)		1.06	(52,999.10)	0.70	(35,115.00)
TOTAL CALL OPTIONS				<u>(193,656.19)</u>		<u>(147,065.00)</u>
TOTAL EQUITIES				294,438.81		7,875,835.00

Strosacker Foundation
38-6062787
12/31/2010

Form 990-PF, part VII-B, Line 5c

The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Amounts Expended by Grantee	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
The Temple Theatre Foundation 201 N. Washington Avenue Saginaw, MI 48607	\$ 50,000	12/16/2010	Art Takes the Stage Campaign	No			As of the time the 990 was prepared, the report was not received from the recipient organization. A report will be obtained during 2011.