



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 01-01-2010 , and ending 12-31-2010

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
G II Charities

A Employer identification number
90-0098975

Number and street (or P O box number if mail is not delivered to street address)
3333 EVERGREEN DRIVE NE

Room/suite

B Telephone number (see page 10 of the instructions)
(616) 363-9209

City or town, state, and ZIP code
GRAND RAPIDS, MI 49525

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 ☐

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) **\$** 10,060,141

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

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 ☐

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)	7,200,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,446	3,446		
	4 Dividends and interest from securities.	336,360	336,360		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,072,803			
	b Gross sales price for all assets on line 6a _____ 5,166,300				
	7 Capital gain net income (from Part IV , line 2)		1,072,803		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	8,612,609	1,412,609		
	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).				
	c Other professional fees (attach schedule)	150	150		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	4,556			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	90			
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	4,796	150		0
	25 Contributions, gifts, grants paid	9,092,790			9,092,790
	26 Total expenses and disbursements. Add lines 24 and 25	9,097,586	150		9,092,790
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-484,977			
	b Net investment income (if negative, enter -0-)		1,412,459		
	c Adjusted net income (if negative, enter -0-)				

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

Cat No 11289X

Form **990-PF** (2010)

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	1Cash—non-interest-bearing			
	2Savings and temporary cash investments	2,147,517	809,592	809,592
	3Accounts receivable ▶ <u>53,482</u>			
	Less allowance for doubtful accounts ▶ _____	0	53,482	53,482
	4Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	5Grants receivable			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	8Inventories for sale or use			
	9Prepaid expenses and deferred charges			
	10aInvestments—U S and state government obligations (attach schedule)	510,623	<input checked="" type="checkbox"/> 508,128	523,518
	bInvestments—corporate stock (attach schedule)			
	cInvestments—corporate bonds (attach schedule).	2,797,114	<input checked="" type="checkbox"/> 6,709,685	6,987,018
	11Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____			
	12Investments—mortgage loans			
	13Investments—other (attach schedule)	4,475,844	<input checked="" type="checkbox"/> 1,418,347	1,686,531
	14Land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____			
	15Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 53,113	<input checked="" type="checkbox"/> 0	<input checked="" type="checkbox"/> 0
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,984,211	9,499,234	10,060,141
Liabilities	17Accounts payable and accrued expenses	0	0	
	18Grants payable			
	19Deferred revenue			
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule)			
	22Other liabilities (describe ▶ _____)			
	23Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24Unrestricted			
	25Temporarily restricted			
	26Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds			
	28Paid-in or capital surplus, or land, bldg , and equipment fund			
	29Retained earnings, accumulated income, endowment, or other funds	9,984,211	9,499,234	
	30Total net assets or fund balances (see page 17 of the instructions)	9,984,211	9,499,234	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,984,211	9,499,234	

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	9,984,211
2	Enter amount from Part I, line 27a	2	-484,977
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	9,499,234
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	9,499,234

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)
1 a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAIN DIVIDENDS	P		
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 5,150,643		4,093,497	1,057,146
b			8,987
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			1,057,146
b			
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	1,072,803
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	6,187,106	9,962,059	0 621067
2008	3,309,011	8,905,264	0 371579
2007	2,955,445	4,728,041	0 625089
2006	869,750	2,052,750	0 4237
2005	1,310,108	1,212,434	1 08056

2 Total of line 1, column (d).	2	3 121995
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 624399
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	13,568,649
5 Multiply line 4 by line 3.	5	8,472,251
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	14,125
7 Add lines 5 and 6.	7	8,486,376
8 Enter qualifying distributions from Part XII, line 4.	8	9,092,790

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		114,125
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
3 Add lines 1 and 2.		314,125
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		514,125
6 Credits/Payments		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a6,440	
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.		76,440
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		97,685
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 0 Refunded		11

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?		1a	No
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)? 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.		1b	No
c Did the foundation file Form 1120-POL for this year?.		1c	No
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	No
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
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	Yes
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	Yes
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	Yes
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	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of KEN KREGEL Telephone no (616) 363-9209 Located at 3333 EVERGREEN STE 201 GRAND RAPIDS MI ZIP+4 49525			
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.			
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?	15		
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		No

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20 , 20 , 20 , 20			
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 20 of the instructions).	2b		No
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?			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?

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
RONALD K WILLIAMS	PRESIDENT	0	0	0
3333 EVERGREEN NE STE 201 GRAND RAPIDS, MI 49525	15 0			
JAMES D GORDON	VICE PRESIDENT	0	0	0
3333 EVERGREEN NE STE 201 GRAND RAPIDS, MI 49525	1 0			
JOHN M GORDON JR	SECRETARY/TREASURER	0	0	0
3333 EVERGREEN NE STE 201 GRAND RAPIDS, MI 49525	1 0			

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

Total

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

☒

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

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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

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	9,416,637
b	Average of monthly cash balances.	1b	4,358,641
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	13,775,278
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	13,775,278
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	206,629
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,568,649
6	Minimum investment return. Enter 5% of line 5.	6	678,432

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	678,432
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	14,125
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	14,125
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	664,307
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	664,307
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	664,307

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	9,092,790
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	9,092,790
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	14,125
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,078,665
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				664,307
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only.			0	
b	Total for prior years 2008 , 2007 , 2006		0		
3	Excess distributions carryover, if any, to 2010				
a	From 2005.				1,249,960
b	From 2006.				769,171
c	From 2007.				2,724,695
d	From 2008.				2,861,352
e	From 2009.				6,187,106
f	Total of lines 3a through e.	13,792,284			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 9,092,790				
a	Applied to 2009, but not more than line 2a			0	
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). . .	9,092,790			
d	Applied to 2010 distributable amount.				
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	664,307			664,307
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	22,220,767			
b	Prior years' undistributed income Subtract line 4b from line 2b.		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see 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)	585,653			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	21,635,114			
10	Analysis of line 9				
a	Excess from 2006.				769,171
b	Excess from 2007.				2,724,695
c	Excess from 2008.				2,861,352
d	Excess from 2009.				6,187,106
e	Excess from 2010.				9,092,790

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

RONALD K WILLIAMS

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

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

KEN KREGEL
3333 EVERGREEN DRIVE NE
GRAND RAPIDS, MI 49525
(616) 363-9209

b

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

PERSONAL LETTER STATING ORGANIZATION'S NAME, ADDRESS, IRC EXEMPTION, PURPOSE, AND NEEDS

c

Any submission deadlines

NONE

d

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

NON-RECURRING PROJECT FUNDING LIMITED TO CHRISTIAN NON-PROFIT ORGANIZATIONS EXEMPT UNDER SECTION 501 (C)(3) AND LIMITED TO EFFECTIVE EVANGELIZATION ACTIVITIES EMPHASIZING PROCLAMATION, CHURCH PLANTING, DISCIPLESHIP, AND LEADERSHIP DEVELOPMENT

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	9,092,790
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

Part XVII

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

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.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

1a(1)

1a(2)

1b(1)

1b(2)

1b(3)

1b(4)

1b(5)

1b(6)

1c

Yes

No

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

No

b

If "Yes," complete the following schedule.

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

Sign Here

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

2011-05-15

Signature of officer or trustee

Date

Title

Paid Preparer's Use Only

Preparer's Signature	Daniel Fuller	Date	Check if self-employed	PTIN
Firm's name	BDO USA LLP	Firm's EIN		
Firm's address	99 MONROE AVENUE NW SUITE 800 GRAND RAPIDS, MI 495032654	Phone no	(616) 774-7000	

Form 990-PF (2010)

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of organization G II Charities	Employer identification number 90-0098975
--	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on lin H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization G II Charities	Employer identification number 90-0098975
--	--

Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GORDON FOOD SERVICE INC PO BOX 2172 GRAND RAPIDS, MI 49501 	\$ 7,200,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization G II Charities	Employer identification number 90-0098975
--	--

Part II Noncash Property (see Instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div>	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div>	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div>	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div>	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div>	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div>	\$	

Name of organization G II Charities	Employer identification number 90-0098975
--	--

Part III


Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	


Additional Data

Software ID:
Software Version:
EIN: 90-0098975
Name: G II Charities

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CROSSROADS BIBLE INSTITUTE PO BOX 900 GRAND RAPIDS, MI 49509	NONE	PUBLIC	CHARITABLE	75,000
OVERSEAS COUNCIL INTERNATIONAL PO BOX 17368 INDIANAPOLIS, IN 46217	NONE	PUBLIC	CHARITABLE	600,000
NATIONAL CHRISTIAN FOUNDATION 120 VANTIS STE 525 ALISO VIEJO, CA 82656	NONE	PUBLIC	CHARITABLE	500,000
CAPRO USA 312 MARSHALL AVE STE 1010 LAUREL, MD 20707	NONE	PUBLIC	CHARITABLE	7,500
LIFE CHALLENGE OF SE MICHIGAN 17667 PIERSON DETROIT, MI 48219	NONE	PUBLIC	CHARITABLE	12,500
LAUSANNE COMMITTEE FOR WORLD EVANGELISM PO BOX 9020 SAN DIMAS, CA 91773	NONE	PUBLIC	CHARITABLE	250,000
DYNAMIC CHURCH PLANTING INTERNATIONAL PO BOX 4119 OCEANSIDE, CA 92052	NONE	PUBLIC	CHARITABLE	50,000
HANDS AT WORK IN AFRICA USA 237 KEARNY STREET 105 SAN FRANCISCO, CA 94108	NONE	PUBLIC	CHARITABLE	28,000
ICETE 5575 S SEMORAN BLVE STE 26 ORLANDO, FL 32822	NONE	PUBLIC	CHARITABLE	15,000
HCJB GLOBAL 1065 GARDEN OF THE GODS RD COLORADO SPRINGS, CO 80907	NONE	PUBLIC	CHARITABLE	125,000
INTERNATIONAL JUSTICE MISSION PO BOX 58147 WASHINGTON, DC 20037	NONE	PUBLIC	CHARITABLE	250,000
CAM INTERNATIONAL 8625 LAPRADA DR DALLAS, TX 75228	NONE	PUBLIC	CHARITABLE	5,775
DOOR INTERNATIONAL PO BOX 457 BUNN, NC 27508	NONE	PUBLIC	CHARITABLE	100,000
DOCTORS ON CALL FOR SERVICE PO BOX 24597 SAINT SIMONS ISLAND, GA 31522	NONE	PUBLIC	CHARITABLE	20,000
SERVANTS OF SERVANTS MINISTRIES 514 CORONA AVE SAN ANTONIO, TX 78209	NONE	PUBLIC	CHARITABLE	20,000
Total  3a				9,092,790


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MEDIA ASSOCIATES INTERNATIONAL 351 S MAIN PLACE STE 201 CAROL STREAM,IL 60188	NONE	PUBLIC	CHARITABLE	20,000
BETHANY INTERNATIONAL 6820 AUTO CLUB ROAD STE M MINNEAPOLIS,MN 55438	NONE	PUBLIC	CHARITABLE	40,000
WORLDWIDE CHRISTIAN SCHOOLS 1009 44TH ST SW STE A GRAND RAPIDS,MI 49507	NONE	PUBLIC	CHARITABLE	40,000
INTERSERVE 700 LUDLOW ST UPPER DARBY,PA 19082	NONE	PUBLIC	CHARITABLE	90,000
AGLOW INTERNATIONAL PO BOX 1749 EDMONDS,WA 98020	NONE	PUBLIC	CHARITABLE	80,000
AFRICA INLAND MISSION PO BOX 178 PEARL RIVER,NY 10965	NONE	PUBLIC	CHARITABLE	10,000
LEADER MUNDIAL PO BOX 426 SNELLVILLE,GA 30078	NONE	PUBLIC	CHARITABLE	5,000
COMMISSION TO EVERY NATION PO BOX 291307 KERRVILLE,TX 78029	NONE	PUBLIC	CHARITABLE	5,000
SIM PO BOX 7900 CHARLOTTE,NC 28241	NONE	PUBLIC	CHARITABLE	12,000
INTERDEV PARTNERSHIP ASSOCIATES PO BOX 1331 EDMONDS,WA 98020	NONE	PUBLIC	CHARITABLE	110,040
ULICAF 510 1ST AVE NW CARMEL,IN 46032	NONE	PUBLIC	CHARITABLE	50,000
WORLD JOURNALISM INSTITUTE 350 FIFTH AVE 1500 NEW YORK,NY 10118	NONE	PUBLIC	CHARITABLE	20,000
PARTNERS INTERNATIONAL 1117 E WESTVIEW CT SPOKANE,WA 99218	NONE	PUBLIC	CHARITABLE	400,000
TRUESUCCESS INC 7484 CANDLEWOOD DR GRAND RAPIDS,MI 49546	NONE	PUBLIC	CHARITABLE	10,000
WYCLIFFE BIBLE TRANSLATORS 7500 W CAMP WISDOM RD DALLAS,TX 75236	NONE	PUBLIC	CHARITABLE	2,000
Total  3a				9,092,790

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THORNSTON EDUCATIONAL FUND PO BOX 2116 GLENDDORA,CA 91740	NONE	PUBLIC	CHARITABLE	125,000
VISION SYNERGY PO BOX 232 EDMONDS,WA 98020	NONE	PUBLIC	CHARITABLE	50,000
CITY TEAM MINISTRIES 2304 ZANKER ROAD SAN JOSE,CA 95131	NONE	PUBLIC	CHARITABLE	17,000
THEOLOGICAL BOOK NETWORK 3529 PATTERSON AVE SE GRAND RAPIDS,MI 49512	NONE	PUBLIC	CHARITABLE	85,000
T4 GLOBAL PO BOX 130266 DALLAS,TX 75313	NONE	PUBLIC	CHARITABLE	48,000
LEADERSHIP RESOURCES 12575 RIDGELAND AVE PALOS HEIGHTS,IL 60463	NONE	PUBLIC	CHARITABLE	50,000
INTERNATIONAL INSTITUTE FOR CHRISTIAN STUDIES 10100 W 87 ST 303 OVERLAND PARK,KS 66212	NONE	PUBLIC	CHARITABLE	90,000
GRACE MINISTRIES INTERNATIONAL 1011 ALDON SW GRAND RAPIDS,MI 49509	NONE	PUBLIC	CHARITABLE	45,000
GLOBAL NETWORK OF MISSION STRUCTURES 1605 ELIZABETH STREET PASADENA,CA 91104	NONE	PUBLIC	CHARITABLE	20,000
YOUTH WITH A MISSION PO BOX 158 CIMMARON,CO 81220	NONE	PUBLIC	CHARITABLE	40,000
1040 CONNECTIONS 2120 NORTHGATE PARKLANE STE 310 CHATTANOOGA,TN 37415	NONE	PUBLIC	CHARITABLE	45,000
COVENANT COLLEGE 14049 SCENIC HIGHWAY LOOKOUT MOUNTAIN,GA 30750	NONE	PUBLIC	CHARITABLE	50,000
RAVI ZAHARIAS INTERNATIONAL MINISTRIES 4725 PEACHTREE CORNERS CIRCLE STE NORCROSS,GA 30092	NONE	PUBLIC	CHARITABLE	300,000
CHRISTIAN MISSIONS OVERSEAS 8430 BAY MEADOWS COURT FAIR OAKS,CA 91214	NONE	PUBLIC	CHARITABLE	25,000
CHILDREN IN CHRIST PO BOX 612 ROUND HILL,VA 20142	NONE	PUBLIC	CHARITABLE	50,000
Total ▶ 3a				9,092,790


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ELAM MINISTRIES 5755 NORTH POINTE PKWY STE 217 ALPHARETTA,GA 30022	NONE	PUBLIC	CHARITABLE	100,000
PIONEERS INC 10123 WILLIAM CAREY DR ORLANDO,FL 32832	NONE	PUBLIC	CHARITABLE	300,000
WORLDVENTURE 1501 WEST MINERAL AVE LITTLETON,CO 80120	NONE	PUBLIC	CHARITABLE	141,300
INTERNATIONAL STUDENTS INC PO BOX C COLORADO SPRINGS,CO 80901	NONE	PUBLIC	CHARITABLE	53,125
SCRIPTURE UNION USA PO BOX 215 VALLEY FORGE,PA 19481	NONE	PUBLIC	CHARITABLE	25,000
INERACT MINISTRIES 31000 SE KELSO ROAD BORING,OR 97009	NONE	PUBLIC	CHARITABLE	45,000
LIVING WATER INTERNATIONAL 4001 GREENBRIAR DR STE 200 STAFFORD,TX 77477	NONE	PUBLIC	CHARITABLE	38,800
ABWE PO BOX 8585 HARRISBURG,PA 17105	NONE	PUBLIC	CHARITABLE	75,000
WOMENS RESOURCE CLINIC 115 W 2ND AVENUE CHICO,CA 95926	NONE	PUBLIC	CHARITABLE	3,000
TEACH THE CHILDREN INTERNATIONAL PO BOX 700832 TULSA,OK 74170	NONE	PUBLIC	CHARITABLE	28,500
TEAM EXPANSION FUP PO BOX 5695 EVANSVILLE,IN 47716	NONE	PUBLIC	CHARITABLE	39,000
THE ASSEMBLIES OF GOD 1445 N BOONVILLE AVE SPRINGFIELD,MO 65802	NONE	PUBLIC	CHARITABLE	25,000
PARTNERS WORLDWIDE 6139 TAHOE AVE SE GRAND RAPIDS,MI 49546	NONE	PUBLIC	CHARITABLE	50,000
SERVANT PARTNERS PO BOX 92493 PASADENA,CA 91109	NONE	PUBLIC	CHARITABLE	20,000
PINE RIDGE BIBLE CAMP 8415 17 MILE ROAD CEDAR SPRINGS,MI 49319	NONE	PUBLIC	CHARITABLE	20,000
Total  3a				9,092,790


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHRISTIANITY TODAY 465 GUNDERSEN DR CAROL STREAM,IL 60188	NONE	PUBLIC	CHARITABLE	21,100
THE FIRST ACADEMY INC 2667 BURTON BLVD ORLANDO,FL 32805	NONE	PUBLIC	CHARITABLE	30,000
UNITED SERVANTS ABROAD 14530 ROLLING ROCK PLACE WELLINGTON,FL 33414	NONE	PUBLIC	CHARITABLE	20,000
THE SEED COMPANY 3030 MATLOCK ROAD STE 104 ARLINGTON,TX 76015	NONE	PUBLIC	CHARITABLE	300,000
TOLLE LEGE INSTITUTE PO BOX 15010 GRAND RAPIDS,MI 49515	NONE	PUBLIC	CHARITABLE	10,000
TMCJ INTERNATIONAL PRODUCTIONS INC PO BOX 64937 VIRGINIA BEACH,VA 23467	NONE	PUBLIC	CHARITABLE	16,000
MISSIONARY ATHLETES INTERNATIONAL 1020 CREWS RD SUITE N N MATTHEWS,NC 28105	NONE	PUBLIC	CHARITABLE	8,000
INTERNATIONAL TEAMS USA 411 W RIVER ROAD ELGIN,IL 60123	NONE	PUBLIC	CHARITABLE	4,000
REDEEMER CITY TO CITY 1359 BROADWAY STE 1102 NEW YORK,NY 10018	NONE	PUBLIC	CHARITABLE	50,000
PERIMETER CHURCH INC 9500 MEDLOCK BRIDGE ROAD DULUTH,GA 30097	NONE	PUBLIC	CHARITABLE	48,000
JOHN STOTT MINISTRIES 1050 CHESTNUT ST 203 MENLO PARK,CA 94025	NONE	PUBLIC	CHARITABLE	15,000
TIMOTHY LEADERSHIP TRAINING INSTITUTE 3233 BURTON ST SE GRAND RAPIDS,MI 49546	NONE	PUBLIC	CHARITABLE	60,000
HIS HEALING HANDS 3750 VIA CRUZ WAY STE A PAS ROBLES,CA 93446	NONE	PUBLIC	CHARITABLE	40,000
STEWARDSHIP COUNCIL 161 OTTAWA NE STE 301 GRAND RAPIDS,MI 49503	NONE	PUBLIC	CHARITABLE	50,000
JESUS INSTITUTE PO BOX 231997 ENCINITAS,CA 92023	NONE	PUBLIC	CHARITABLE	50,000
Total ▶ 3a				9,092,790

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GANSU INC 1612 WATSON BLVE PO BOX 8954 WARNER ROBINS,GA 31095	NONE	PUBLIC	CHARITABLE	5,500
AWANA CLUBS INTERNATIONAL ONE EAST BODE ROAD STEMAWOOD,IL 60107	NONE	PUBLIC	CHARITABLE	60,000
LIFE IN ABUNDANCE INTERNATIONAL 1605 ELIZABETH ST 1069 PASADENA,CA 91104	NONE	PUBLIC	CHARITABLE	55,000
EVERGREEN FAMILY FRIENDSHIP SERVICE 6660 DELMONICO 200 COLORADO SPRINGS,CO 80919	NONE	PUBLIC	CHARITABLE	18,000
CHRISTIAN COUNSELING CENTER 3355 EAGLE PARK DR NE STE 106 GRAND RAPIDS,MI 49505	NONE	PUBLIC	CHARITABLE	5,000
BIBLE LEAGUE INTERNATIONAL PO BOX 28000 CHICAGO,IL 60628	NONE	PUBLIC	CHARITABLE	50,000
GATEWAY MEDICAL ALLIANCE PO BOX 718 GRAHAM,WA 98338	NONE	PUBLIC	CHARITABLE	5,900
NEAR EAST INITIATIVES 4490 FABLE ST NEW ALBANY,OH 43054	NONE	PUBLIC	CHARITABLE	18,000
OASIS INTERNATIONAL LIMITED 1770 S RANDALL RD STE A 188 GENEVA,IL 60134	NONE	PUBLIC	CHARITABLE	40,000
DEVELOPMENT ASSOCIATES INTERNATIONAL PO BOX 49278 COLORADO SPRINGS,CO 80949	NONE	PUBLIC	CHARITABLE	75,000
ALPHA USA 2275 HALF DAY ROAD STE 185 BANNOCKBURN,IL 60015	NONE	PUBLIC	CHARITABLE	92,000
ALL NATIONS FAMILY PO BOX 55 GRANDVIEW,MI 64030	NONE	PUBLIC	CHARITABLE	37,000
BILD 2400 OAKWOOD RD AMES,IA 50014	NONE	PUBLIC	CHARITABLE	150,000
WORLD MISSION INC 2900 WILSON AVE SW STE 110 GRANDVILLE,MI 49418	NONE	PUBLIC	CHARITABLE	17,200
AFMINUSA INC 616 HAYMARREN LANE TUSCALOOSA,AL 35105	NONE	PUBLIC	CHARITABLE	54,000
Total  3a				9,092,790

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AFRICAN ENTERPRISE 128 E PALM AVE MONROVIA,CA 91017	NONE	PUBLIC	CHARITABLE	40,000
GOD'S WORLD PUBLICATIONS INC 85 TUNNEL ROAD STE 12 ASHEVILLE,NC 28802	NONE	PUBLIC	CHARITABLE	75,000
COMMUNICATIONS INSTITUTE 4699 AUVERGNE AVE STE 3 LISLE,IL 60532	NONE	PUBLIC	CHARITABLE	50,000
AFRICAN LEADERSHIP PO BOX 2888 BRENTWOOD,TN 37024	NONE	PUBLIC	CHARITABLE	150,000
OC SPECIAL DONATIONS 5801 N UNION BLVD COLORADO SPRINGS,CO 80918	NONE	PUBLIC	CHARITABLE	24,100
THE NAVIGATORS PO BOX 6000 COLORADO SPRINGS,CO 80934	NONE	PUBLIC	CHARITABLE	30,000
NATIONAL CHRISTIAN FOUNDATION 11625 RAINWATER DR STE 500 ALPHARETTA,GA 30009	NONE	PUBLIC	CHARITABLE	50,000
STRATEGIC GLOBAL ASSISTANCE INC 2601 BENHAM AVE ELKHART,IN 46517	NONE	PUBLIC	CHARITABLE	85,000
INTERVARSITY CHRISTIAN FELLOWSHIPUSA PO BOX 7895 MADISON,WI 53707	NONE	PUBLIC	CHARITABLE	555,000
THE RELEVATE GROUP 251 EAST 61ST ST NEW YORK,NY 10065	NONE	PUBLIC	CHARITABLE	75,000
KIDS HOPE USA 100 S PINE STREET ZEELAND,MI 49464	NONE	PUBLIC	CHARITABLE	75,000
LIFE INTERNATIONAL 300 STATE STREET SE GRAND RAPIDS,MI 49503	NONE	PUBLIC	CHARITABLE	40,000
CHICAGO HARVEST 6115 ARLINGTON AVE RIVERSIDE,CA 92504	NONE	PUBLIC	CHARITABLE	20,000
VISIONQUEST ALLIANCE 18950 BASE CAMP ROAD MONUMENT,CO 80132	NONE	PUBLIC	CHARITABLE	100,000
YOUNG LIFE PO BOX 2920 COLORADO SPRINGS,CO 80901	NONE	PUBLIC	CHARITABLE	7,000
Total  3a				9,092,790

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HOPE BUILDERS INTERNATIONAL PO BOX 317 GREENWOOD,VA 22943	NONE	PUBLIC	CHARITABLE	55,000
INTERNATIONAL PARTNERSHIP ASSOCIATES PO BOX 1331 EDMONDS,WA 98020	NONE	PUBLIC	CHARITABLE	43,400
SCRIPTURES IN USE 101 SO LA CANADA DR DTE 49-D GREEN VALLEY,AZ 85614	NONE	PUBLIC	CHARITABLE	54,000
DISCIPLE NATIONS ALLIANCE 1110 MISSOURI STE 393 PHOENIX,AZ 85014	NONE	PUBLIC	CHARITABLE	14,450
ACTON INSTITUTE FOR THE STUDY 161 OTTAWA AVENUE NW STE 301 GRAND RAPIDS,MI 49503	NONE	PUBLIC	CHARITABLE	20,000
MISSION TO UNREACHED PEOPLES PO BOX 860548 PLANO,TX 75086	NONE	PUBLIC	CHARITABLE	75,000
WORLD TEAM 1431 STUCKERT ROAD WARRINGTON,PA 18976	NONE	PUBLIC	CHARITABLE	30,500
GREATER EUROPE MISSION 18950 BASE CAMP ROAD MONUMENT,CO 80132	NONE	PUBLIC	CHARITABLE	16,000
ALL KIDS CAN LEARN INTERNATIONAL 224 N WASHINGTON ST HAVRE DE GRACE,MD 21078	NONE	PUBLIC	CHARITABLE	45,000
GULL LAKE BIBLE & MISSIONARY CONFERENCE PO BOX 1 HICKORY CORNERS,MI 49060	NONE	PUBLIC	CHARITABLE	750,000
VISUAL STORY INTERNATIONAL PO BOX 2120 ORANGE,CA 92859	NONE	PUBLIC	CHARITABLE	3,500
OLIVE BRANCH INSTITUTE PO BOX 62722 CINCINNATI,OH 45262	NONE	PUBLIC	CHARITABLE	50,000
ANSWERS IN GENESIS 2800 BULLITTSBURG CHURCH RD PETERBURG,KY 41048	NONE	PUBLIC	CHARITABLE	40,000
LEADERSHIP MINISTRIES WORLDWIDE 3755 PILOT POINT CHATTANOOGA,TN 37416	NONE	PUBLIC	CHARITABLE	30,000
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DRIVE MC 2400 ORLANDO,FL 32832	NONE	PUBLIC	CHARITABLE	33,600
Total  3a				9,092,790

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOSANNAFAITH COMES BY HEARING 2421 AZTEC ROAD NE ALBUQUERQUE, NM 87107	NONE	PUBLIC	CHARITABLE	45,000
BAPTISTS FOR LIFE PO BOX 3158 GRAND RAPIDS, MI 49501	NONE	PUBLIC	CHARITABLE	15,000
RETHINKING FORUM 1605 E ELIZABETH ST PASADENA, CA 91104	NONE	PUBLIC	CHARITABLE	35,000
Total ▶ 3a				9,092,790

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Depreciation Schedule

Name: G II Charities

EIN: 90-0098975

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
-------------------------	---------------	---------------------	---------------------------	--------------------	--------------------------	-------------------------------------	-----------------------	---------------------	---------------------------------

TY 2010 Distribution from Corpus Election

Name: G II Charities

EIN: 90-0098975

Election: PURSUANT TO REG. SEC. 53.4942(A)-3(D)(2) TAXPAYER HEREBY
ELECTS TO APPLY ITS 2010 QUALIFYING DISTRIBUTIONS TO
CORPUS.

**TY 2010 Investments Corporate
Bonds Schedule****Name:** G II Charities**EIN:** 90-0098975

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BELLSOUTH CORP GLB	204,062	218,338
BANK ONE CORP SUBORDINATED GLB	204,325	213,604
HOUSEHOLD FINANCING CO GLB	206,298	214,588
CISCO SYSTEMS INC GLB	206,272	228,222
CANADIAN NATL RAILWAY	228,221	237,762
CITIGROUP SUBORDINATED GLB	203,513	209,870
DUKE ENERGY CORP SER D	0	0
DEERE & CO GLB	213,997	232,218
INTERNATIONAL BUSINESS	247,140	267,118
TRANSATLANTIC HOLDINGS	205,397	209,778
UNITED PARCEL SERVICE	246,111	265,032
MERRILL LYNCH & CO SER MTN	201,138	205,620
MORGAN STANLEY NOTES SER MTN	201,219	208,360
GENERAL ELEC CAP CORP	204,007	213,898
FIRST EAGLE	860,995	969,689
TEMPLETON GLOBAL BOND	3,076,990	3,092,921

TY 2010 Investments Government Obligations Schedule

Name: G II Charities

EIN: 90-0098975

**US Government Securities - End of
Year Book Value:**

508,128

**US Government Securities - End of
Year Fair Market Value:**

523,518

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2010 Investments - Other Schedule**Name:** G II Charities**EIN:** 90-0098975

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGUARD BROKERAGE SERVICES		1,007,337	1,260,723
VANGUARD GNMA FUND		411,010	425,808
VAN. INFLATION PROTECTED SEC.		0	0
VAN. ASSET ALLOCATION FUND		0	0
VANGUARD REIT INDEX FUND		0	0

TY 2010 Land, Etc. Schedule

Name: G II Charities

EIN: 90-0098975

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
--------------------	-----------------------	-----------------------------	---------------	----------------------------------

TY 2010 Other Assets Schedule

Name: G II Charities

EIN: 90-0098975

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MERRILL LYNCH ACCRUED INTEREST	53,064	0	0
VANGUARD ACCRUED INTEREST	49	0	0

TY 2010 Other Expenses Schedule

Name: G II Charities

EIN: 90-0098975

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursement s for Charit able Purposes
BANK FEES	90			

TY 2010 Other Professional Fees Schedule

Name: G II Charities

EIN: 90-0098975

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MERRILL LYNCH INVESTMENT FEES	150	150		

TY 2010 Taxes Schedule

Name: G II Charities

EIN: 90-0098975

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	4,556			