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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 04/01, 2010, and ending 03/31, 2011G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation

BOUTELL MEMORIAL FUND

A Employer identification number

38-6040492

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

328 S SAGINAW STREET M/C 001065

Room/suite

B Telephone number (see page 10 of the instructions)

(989) 776-7368

City or town, state, and ZIP code

FLINT, MI 48502

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 ☐

Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ 11,878,301.

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	258,099.	258,099.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	258,432.			
b Gross sales price for all assets on line 6a	1,477,738.			
7 Capital gain net income (from Part IV, line 2)		258,432.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	516,531.	516,531.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
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)	113,369.	102,032.		11,337.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	5,434.	2,034.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	757.			757.
24 Total operating and administrative expenses. Add lines 13 through 23	119,560.	104,066.		12,094.
25 Contributions, gifts, grants paid	448,254.			448,254.
26 Total expenses and disbursements. Add lines 24 and 25	567,814.	104,066.		460,348.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-51,283.			
b Net investment income (if negative, enter -0-)		412,465.		
c Adjusted net income (if negative, enter -0-)				

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

JSA

Form 990-PF (2010)

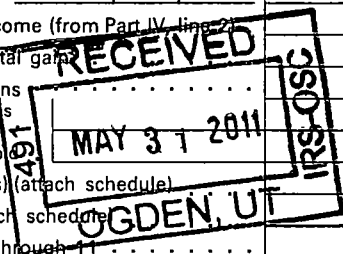
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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	459,880.	134,737.	134,737.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: 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 (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) . .			
	b Investments - corporate stock (attach schedule) . STMT 5 .	5,605,624.	5,562,172.	7,039,137.
	c Investments - corporate bonds (attach schedule) . STMT 6 .	4,233,456.	4,555,959.	4,704,427.
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
Liabilities	15 Other assets (describe ▶ STMT 7)	1.		
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	10,298,961.	10,252,868.	11,878,301.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons .			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
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.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	9,085,860.	10,252,868.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds . .	1,213,101.		
	30 Total net assets or fund balances (see page 17 of the instructions)	10,298,961.	10,252,868.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,298,961.	10,252,868.	

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	10,298,961.
2 Enter amount from Part I, line 27a	2	-51,283.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	5,491.
4 Add lines 1, 2, and 3	4	10,253,169.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	301.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,252,868.

Form 990-PF (2010)

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 SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
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					
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	258,432.	
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	564,322.	10,123,123.	0.05574584049
2008	649,425.	10,467,145.	0.06204413907
2007	674,949.	13,177,080.	0.05122143904
2006	518,370.	12,473,583.	0.04155742580
2005	575,701.	11,862,926.	0.04852942689
2 Total of line 1, column (d)			2 0.25909827129
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 0.05181965426
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 10,971,040.
5 Multiply line 4 by line 3			5 568,515.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,125.
7 Add lines 5 and 6			7 572,640.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 460,348.

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 ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,249.
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		3	8,249.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	8,249.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	5,040.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,040.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	9.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,218.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> STMT 10		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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?	13	X	
Website address N/A				
14	The books are in care of CITIZENS BANK WEALTH MANAGEMENT NA Telephone no. (989) 776-7368			
	Located at 101 N WASHINGTON AVE., SAGINAW, MI ZIP + 4 48607			
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ▶	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	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

Form 990-PF (2010)

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)? **5b** ☐

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ 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? **7b** ☐ 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 11		-0-	-0-	-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
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2010)

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
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2010)

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	11,138,112.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	11,138,112.
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	NONE
3	Subtract line 2 from line 1d	3	11,138,112.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	167,072.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,971,040.
6	Minimum investment return. Enter 5% of line 5	6	548,552.

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	548,552.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	8,249.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,249.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	540,303.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	540,303.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	540,303.

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	460,348.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	460,348.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	460,348.

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				540,303.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	124,147.			
e From 2009	59,768.			
f Total of lines 3a through e	183,915.			
4 Qualifying distributions for 2010 from Part XII, line 4: \$ 460,348.				
a Applied to 2009, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				460,348.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a))	79,955.			79,955.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	103,960.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				
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)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	103,960.			
10 Analysis of line 9:				
a Excess from 2006 . . .	NONE			
b Excess from 2007 . . .	NONE			
c Excess from 2008 . . .	44,192.			
d Excess from 2009 . . .	59,768.			
e Excess from 2010 . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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)

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 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).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 20				
Total			▶ 3a	448,254.
b Approved for future payment				
Total			▶ 3b	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS				48,827.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				29,489.	
7,502.00		315.991 ASTON MONTAG & CALDWELL GTH FD C PROPERTY TYPE: SECURITIES 7,291.00				211.00	12/01/2010
6,637.00		262.425 ASTON MONTAG & CALDWELL GTH FD C PROPERTY TYPE: SECURITIES 5,731.00				906.00	03/08/2011
12,756.00		585.959 BARON ASSET FD SMALL CAP FD #583 PROPERTY TYPE: SECURITIES 11,860.00				896.00	04/23/2010
757.00		37. BARON ASSET FD SMALL CAP FD #583 PROPERTY TYPE: SECURITIES 749.00				8.00	06/17/2010
18,153.00		793.745 BARON ASSET FD SMALL CAP FD #583 PROPERTY TYPE: SECURITIES 16,065.00				2,088.00	12/01/2010
245,741.00		9618.031 BARON ASSET FD SMALL CAP FD #58 PROPERTY TYPE: SECURITIES 194,669.00				51,072.00	03/08/2011
132,658.00		5192.108 BARON ASSET FD SMALL CAP FD #58 PROPERTY TYPE: SECURITIES 100,000.00				32,658.00	03/08/2011
21,139.00		1535.247 BRIDGEWAY ULTRA-SMALL COMPANY M PROPERTY TYPE: SECURITIES 19,605.00				1,534.00	04/23/2010
12,928.00		930.084 BRIDGEWAY ULTRA-SMALL COMPANY MK PROPERTY TYPE: SECURITIES 11,877.00				1,051.00	12/01/2010
21,746.00		1402.977 BRIDGEWAY ULTRA-SMALL COMPANY M PROPERTY TYPE: SECURITIES 16,766.00				4,980.00	03/08/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
4,240.00		90.662 COLUMBIA VALUE AND RESTRUCTURING PROPERTY TYPE: SECURITIES 4,782.00				-542.00	04/23/2010
20,649.00		434.352 COLUMBIA VALUE AND RESTRUCTURING PROPERTY TYPE: SECURITIES 22,912.00				-2,263.00	12/01/2010
15,984.00		308.817 COLUMBIA VALUE AND RESTRUCTURING PROPERTY TYPE: SECURITIES 16,290.00				-306.00	03/08/2011
2,150.00		200.908 DFA INTERNATIONAL CORE EQUITY #3 PROPERTY TYPE: SECURITIES 2,087.00				63.00	04/23/2010
15,278.00		1514.189 DFA INTERNATIONAL CORE EQUITY # PROPERTY TYPE: SECURITIES 15,732.00				-454.00	09/13/2010
27,619.00		2595.747 DFA INTERNATIONAL CORE EQUITY # PROPERTY TYPE: SECURITIES 26,970.00				649.00	12/01/2010
94,527.00		8017.529 DFA INTERNATIONAL CORE EQUITY # PROPERTY TYPE: SECURITIES 56,604.00				37,923.00	03/08/2011
78,944.00		7475.741 DFA US CORE EQUITY 1 PORTFOLIO PROPERTY TYPE: SECURITIES 73,935.00				5,009.00	04/23/2010
41,238.00		4424.678 DFA US CORE EQUITY 1 PORTFOLIO PROPERTY TYPE: SECURITIES 43,760.00				-2,522.00	09/07/2010
171,279.00		14727.347 DFA US CORE EQUITY 1 PORTFOLIO PROPERTY TYPE: SECURITIES 136,964.00				34,315.00	03/08/2011
21,915.00		1140.787 DFA EMERGING MARKETS CORE EQUIT PROPERTY TYPE: SECURITIES 22,143.00				-228.00	09/07/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
17,399.00		816.071 DFA EMERGING MARKETS CORE EQUITY PROPERTY TYPE: SECURITIES 15,840.00				04/23/2010 1,559.00	12/01/2010
8,697.00		165.093 HARBOR INTERNATIONAL FD-INST PROPERTY TYPE: SECURITIES 8,946.00				06/17/2010 -249.00	09/07/2010
5,328.00		91.68 HARBOR INTERNATIONAL FD-INST PROPERTY TYPE: SECURITIES 4,719.00				06/17/2010 609.00	12/01/2010
5,507.00		94.745 HARBOR INTERNATIONAL FD-INST PROPERTY TYPE: SECURITIES 1,624.00				01/27/1993 3,883.00	12/01/2010
16,520.00		263.269 HARBOR INTERNATIONAL FD-INST PROPERTY TYPE: SECURITIES 4,512.00				01/27/1993 12,008.00	03/08/2011
18,328.00		1263.122 JP MORGAN U.S. REAL ESTATE FUND PROPERTY TYPE: SECURITIES 23,065.00				03/20/2008 -4,737.00	04/23/2010
18,082.00		1260.035 JP MORGAN U.S. REAL ESTATE FUND PROPERTY TYPE: SECURITIES 23,008.00				03/20/2008 -4,926.00	06/17/2010
8,199.00		558.122 JP MORGAN U.S. REAL ESTATE FUND PROPERTY TYPE: SECURITIES 10,191.00				03/20/2008 -1,992.00	09/07/2010
74,405.00		6667.148 PIMCO FDS TOTAL RETURN FD INST PROPERTY TYPE: SECURITIES 73,731.00				04/23/2010 674.00	06/17/2010
17,125.00		1487.873 PIMCO FDS TOTAL RETURN FD INST PROPERTY TYPE: SECURITIES 16,426.00				03/16/2010 699.00	09/07/2010
2,750.00		310.764 PIMCO HIGH YIELD FUND CL I #108 PROPERTY TYPE: SECURITIES 2,847.00				04/23/2010 -97.00	06/17/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
698.00		76.696 PIMCO HIGH YIELD FUND CL I #108 PROPERTY TYPE: SECURITIES 703.00				P 04/23/2010 -5.00	09/07/2010
2,663.00		292.584 PIMCO HIGH YIELD FUND CL I #108 PROPERTY TYPE: SECURITIES 2,636.00				P 08/15/2003 27.00	09/07/2010
2,726.00		292.472 T ROWE PRICE INTERNATIONAL BOND PROPERTY TYPE: SECURITIES 2,840.00				P 08/15/2003 -114.00	06/17/2010
12,386.00		1248.638 T ROWE PRICE INTERNATIONAL BOND PROPERTY TYPE: SECURITIES 12,124.00				P 08/15/2003 262.00	09/07/2010
143,886.00		13548.598 VANGUARD TOTAL BOND MARKET IND PROPERTY TYPE: SECURITIES 141,935.00				P 04/23/2010 1,951.00	06/17/2010
9,677.00		891.092 VANGUARD TOTAL BOND MARKET INDEX PROPERTY TYPE: SECURITIES 9,303.00				P 04/23/2010 374.00	09/07/2010
30,694.00		2370.189 VANGUARD INFLATION-PROTECTED SE PROPERTY TYPE: SECURITIES 30,014.00				P 04/23/2010 680.00	06/17/2010
30,512.00		948.769 VANGUARD TOTAL STOCK MARKET INDE PROPERTY TYPE: SECURITIES 28,050.00				P 12/22/2010 2,462.00	03/08/2011
TOTAL GAIN(LOSS)						----- 258,432. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ASTON MONTAG & CALDWELL GTH FD CL I	2,664.	2,664.
BRIDGEWAY ULTRA-SMALL COMPANY MKT FD	3,563.	3,563.
COLUMBIA VALUE AND RESTRUCTURING FUND CL	4,906.	4,906.
DFA INTERNATIONAL CORE EQUITY #306	26,405.	26,405.
DFA US CORE EQUITY 1 PORTFOLIO	34,909.	34,909.
DFA EMERGING MARKETS CORE EQUITY FUND #2	5,421.	5,421.
HARBOR INTERNATIONAL FD-INST	5,922.	5,922.
JP MORGAN U.S. REAL ESTATE FUND - SEL	5,023.	5,023.
MARSHALL PRIME MONEY MARKET CL I #90	304.	304.
PIMCO FDS TOTAL RETURN FD INST #35	42,051.	42,051.
PIMCO HIGH YIELD FUND CL I #108	16,659.	16,659.
T ROWE PRICE INTERNATIONAL BOND FUND #76	5,533.	5,533.
VANGUARD TOTAL BOND MARKET INDEX FUND -	74,586.	74,586.
VANGUARD INFLATION-PROTECTED SECURITIES	11,184.	11,184.
VANGUARD TOTAL STOCK MARKET INDEX FUND -	18,969.	18,969.
	-----	-----
TOTAL	258,099.	258,099.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CITIZENS BANK WEALTH MGT FEES	113,369.	102,032.	11,337.
TOTALS	113,369.	102,032.	11,337.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL ESTIMATES - PRINCIPAL	3,400.	
FOREIGN TAXES ON QUALIFIED FOR	1,556.	1,556.
FOREIGN TAXES ON NONQUALIFIED	478.	478.
	-----	-----
TOTALS	5,434.	2,034.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER NON-ALLOCABLE EXPENSE -

757.

757.

TOTALS

757.
=====

757.
=====

BOUTELL MEMORIAL FUND

38-6040492

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
MUTUAL FUNDS - EQUITY	5,605,624.	5,562,172.	7,039,137.
	-----	-----	-----
TOTALS	5,605,624.	5,562,172.	7,039,137.
	=====	=====	=====

BOUTELL MEMORIAL FUND

38-6040492

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
MUTUAL FUNDS - FIXED	4,233,456. -----	4,555,959. -----	4,704,427. -----
TOTALS	4,233,456. =====	4,555,959. =====	4,704,427. =====

BOUTELL MEMORIAL FUND

38-6040492

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
CEMETERY DEED LOT	1. -----
TOTALS	1. =====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

IRS REFUND

2,958.

RETURN OF CAPITAL

2,533.

TOTAL

5,491.

=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION	AMOUNT
-----	-----
PRE/POST YEAR END TRANSACTIONS	301.

TOTAL	301.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MI

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

CITIZENS BANK WEALTH MANAGEMENT NA

ADDRESS:

328 S. SAGINAW ST. M/C 001065

FLINT, MI 48502

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

BOUTELL MEMORIAL FUND
FORM 990PF, PART XV - LINES 2a - 2d
=====

38-6040492

RECIPIENT NAME:

HELEN JAMES % CITIZENS BANK WEALTH MGT.

ADDRESS:

101 N WASHINGTON AVE

SAGINAW, MI 48607

RECIPIENT'S PHONE NUMBER: 989-776-7368

FORM, INFORMATION AND MATERIALS:

GUIDELINES AVAILABLE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

CHARITABLE ORGANIZATIONS WITHIN THE SAGINAW CITY AND COUNTY

=====

RECIPIENT NAME:

SALVATION ARMY

ADDRESS:

2030 N. CAROLINA ST.

SAGINAW, MI 48602

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

OLD TOWN SOUP KITCHEN

ADDRESS:

600 GRATIOT ST.

SAGINAW, MI 48602

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

NEIGHBORHOOD HOUSE

ADDRESS:

3145 RUSSELL

SAGINAW, MI 48601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

HIDDEN HARVEST

ADDRESS:

319 HAYDEN ST

SAGINAW, MI 48602

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

EAST SIDE SOUP KITCHEN

ADDRESS:

940 E GENESEE

SAGINAW, MI 48607

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CITY RESCUE MISSION

ADDRESS:

PO BOX 548

SAGINAW, MI 48606

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

FIRST WARD COMMUNITY CENTER

ADDRESS:

1410 N. 12TH ST

SAGINAW, MI 48601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

UNDERGROUND RAILROAD

ADDRESS:

POBOX 2451

SAGINAW, MI 48605

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

GOOD NEIGHBORS MISSION

ADDRESS:

1318 CHERRY

SAGINAW, MI 48601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

TOYS FOR TOTS

UNITED STATES MARINE CORPS

ADDRESS:

3500 DOUGLAS ST.

SAGINAW, MI 48601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

COATS FOR KIDS

ADDRESS:

2030 N. CAROLINA

SAGINAW, MI 48602

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

EMMAUS HOUSE OF SAGINAW

ADDRESS:

733 S. 14TH ST.

SAGINAW, MI 48601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 23,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

FOOD BANK OF EASTERN MICHIGAN

ADDRESS:

2312 LAPEER RD
FLINT, MI 48503

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

UNITED WAY OF SAGINAW COUNTY

ADDRESS:

100 S. JEFFERSON AVE., 3RD FLOOR
SAGINAW, MI 48607

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

HOLY CROSS CHILDRENS SERVICES

ADDRESS:

925 NORTH RIVER RD
SAGINAW, MI 48609

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 50,000.

=====

RECIPIENT NAME:

JAPANESE CULTURAL CENTER

ADDRESS:

527 EZRA RUST DR.

SAGINAW, MI 48601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 14,254.

RECIPIENT NAME:

SVRC INDUSTRIES INC

ADDRESS:

919 VETERANS MEMORIAL PKWY

SAGINAW, MI 48601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 37,000.

RECIPIENT NAME:

SAGINAW TOWNSHIP SOCCER ASSOC

ADDRESS:

PO BOX 6155

SAGINAW, MI 48608

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 100,000.

=====

RECIPIENT NAME:

WOMEN OF COLOR

ADDRESS:

PO BOX 5525

SAGINAW, MI 48603

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

MICHIGAN SPORTS UNLIMITED

ADDRESS:

1915 FORDNEY ST

SAGINAW, MI 48601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CASTLE MUSEUM

ADDRESS:

500 FEDERAL AVE.

SAGINAW, MI 48607

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 25,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

MISSION IN THE CITY

ADDRESS:

231 S. 9TH ST

SAGINAW, MI 48601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 25,000.

TOTAL GRANTS PAID:

448,254.

=====



EIN - 38- 6040492

ARNOLD & GERTRUDE BOUTELL TRUST

Statement Period:

03/01/11 - 03/31/11

Asset Position As of 03/31/11

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Cash Equivalents				
Marshall Prime Money Market CI I #90	29,989.580	29,989.58 29,989.58	67.00 5.16	0.23%
Marshall Prime Money Market CI I #90 (Invested Income)	104,747.660	104,747.66 104,747.66	236.00 17.64	0.23%
Total Cash Equivalents		\$ 134,737.24 \$ 134,737.24	303.00 22.80	0.23%
Equities				
Aston Montag & Caldwell Gth Fd CI I	14,019.916	353,582.28 302,273.97	2,607.00	0.74%
Bridgeway Ultra-Small Company Mkt Fd	23,124.593	365,137.32 289,856.04	3,399.00	0.93%
Columbia Value and Restructuring Fund Class Z	6,860.056	363,651.57 319,567.78	4,541.00	1.25%
DFA International Core Equity #306	89,488.069	1,047,010.41 744,940.68	23,445.00	2.24%
DFA US Core Equity 1 Portfolio	214,238.421	2,521,586.22 2,020,022.78	32,778.00	1.30%
DFA Emerging Markets Core Equity Fund #272	16,482.078	367,385.52 310,723.97	5,043.00	1.37%
Harbor Fd Intl Fd Inst #2011	5,633.482	355,078.37 96,557.89	4,912.00	1.38%
JP Morgan U.S. Real Estate Fund - Sel	21,945.354	360,781.62 315,500.94	7,571.00 1,968.49	2.10%
Schwab Fundamental US Small-Mid Company Index Fund #1496	19,788.918	228,166.22 225,000.00	2,058.00	0.90%
Vanguard Total Stock Market Index Fund - SG #1341	33,367.140	1,076,757.61 937,728.41	18,785.00	1.74%
Total Equities		\$ 7,039,137.14 \$ 5,562,172.46	105,139.00 1,968.49	1.49%



ARNOLD & GERTRUDE BOUTELL TRUST

Statement Period:

03/01/11 - 03/31/11

Asset Position As of 03/31/11

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Fixed Income				
Pimco Fds Total Return Fd Inst #35	129,735.766	1,411,525.13 1,381,282.85	43,200.00 3,880.54	3.06%
Pimco High Yield Fund Cl I #108	24,763.599	234,016.01 217,734.21	16,343.00 1,408.16	6.98%
T Rowe Price International Bond Fund #76	23,455.054	236,192.39 223,329.21	6,242.00 517.41	2.64%
Vanguard Total Bond Market Index Fund - Sig #1351	223,201.318	2,352,541.89 2,280,917.78	79,784.00 6,613.38	3.39%
Vanguard Inflation-Protected Securities Fund-IV #119	35,725.769	470,151.12 452,693.80	11,860.00	2.52%
Total Fixed Income		\$ 4,704,426.54 \$ 4,555,957.85	157,429.00 12,419.49	3.35%
Cash				
Principal Cash		0.00 0.00	0.00	0.00%
Income Cash		0.00 0.00	0.00	0.00%
Total Cash		\$ 0.00 \$ 0.00	0.00 0.00	0.00%
Total Market Value		\$ 11,878,300.92 \$ 10,252,867.55	262,871.00 14,410.78	2.21%