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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

09/01, 2010, and ending

08/31, 2011

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

FILMER MEMORIAL CHARITABLE TRUST

A Employer identification number

20-3341412

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

Room/suite

B Telephone number (see page 10 of the instructions)

P.O. BOX 75000

(734) 930-2413

City or town, state, and ZIP code

DETROIT, MI 48275-3302

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) ▶ \$ 5,786,194.

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)

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	35.	35.		STMT 1
4	Dividends and interest from securities	132,182.	132,182.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	58,433.			
b	Gross sales price for all assets on line 6a	1,678,364.			
7	Capital gain net income (from Part IV, line 2)		58,433.		
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	190,650.	190,650.		
13	Compensation of officers, directors, trustees, etc.	51,518.	51,518.		
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)	900.			900.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	114.	114.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	800.			800.
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	53,332.	51,632.		1,700.
25	Contributions, gifts, grants paid	358,945.			358,945.
26	Total expenses and disbursements. Add lines 24 and 25	412,277.	51,632.		360,645.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-221,627.			
b	Net investment income (if negative, enter -0-)		139,018.		
c	Adjusted net income (if negative, enter -0-)				

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

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			443,326.	350,546.	350,546.
	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)			3,911,130.	3,251,704.	3,733,195.
	11 c Investments - corporate bonds (attach schedule) Investments - land, buildings, and equipment: basis Less: accumulated depreciation ▶ (attach schedule)			1,108,811.	1,639,390.	1,702,453.
	12 Investments - mortgage loans					
	13 Investments - other (attach schedule) 14 Land, buildings, and equipment: basis Less: accumulated depreciation ▶ (attach schedule)					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			5,463,267.	5,241,640.	5,786,194.
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
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			6,430,104.	6,430,104.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds			-966,837.	-1,188,464.	
30 Total net assets or fund balances (see page 17 of the instructions)			5,463,267.	5,241,640.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)			5,463,267.	5,241,640.		

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	5,463,267.
2 Enter amount from Part I, line 27a	2	-221,627.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,241,640.
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	5,241,640.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	58,433.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).			3		
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.					

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.

(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	401,464.	5,711,489.	0.07029060198
2008	402,990.	5,397,737.	0.07465906546
2007	409,565.	6,685,758.	0.06125932168
2006	150,856.	6,886,102.	0.02190731418
2005	NONE	6,447,599.	NONE
2 Total of line 1, column (d)			2 0.22811630330
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 0.04562326066
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 6,029,231.
5 Multiply line 4 by line 3			5 275,073.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,390.
7 Add lines 5 and 6			7 276,463.
8 Enter qualifying distributions from Part XII, line 4			8 360,645.

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 ruling 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		1	1,390.
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	1,390.
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	1,390.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	93.	
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	93.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	37.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,334.	
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)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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?		X
If "Yes," attach the statement required by General Instruction T		
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) ► STMT 5		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ► NONE				
14	The books are in care of ► COMERICA BANK Telephone no. ► (734) 930-2413			
Located at ► 101 N MAIN ST., SUITE 100, ANN ARBOR, MI ZIP + 4 ► 48104				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
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?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		51,518.	-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
SEE STATEMENT 7		NONE	NONE	NONE

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 8		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 NONE	
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 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,121,047.
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	6,121,047.
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	6,121,047.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	91,816.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,029,231.
6	Minimum investment return. Enter 5% of line 5	6	301,462.

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	301,462.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,390.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,390.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	300,072.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	300,072.
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	300,072.

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	360,645.
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	360,645.
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	1,390.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	359,255.

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				300,072.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			7,814.	
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	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 360,645.				
a Applied to 2009, but not more than line 2a			7,814.	
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				300,072.
e Remaining amount distributed out of corpus	52,759.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	52,759.			
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				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				NONE
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	52,759.			
10 Analysis of line 9				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	52,759.			

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 9

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**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 10				
Total			► 3a	358,945.
<i>b Approved for future payment</i>				
Total			► 3b	

Form 990-PF (2010)

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No. 1545-0092

2010

Name of estate or trust

FILMER MEMORIAL CHARITABLE TRUST

Employer identification number

20-3341412

Note: Form 5227 filers need to complete only Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			10,463.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-14,701.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-1,139.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-5,377.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			4,659.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	59,019.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	132.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	63,810.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

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Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-5,377.
14 Net long-term gain or (loss):			
a Total for year	14a		63,810.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15		58,433.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)	30		
31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2010

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).

OMB No. 1545-0092

2010

Name of estate or trust

Employer identification number

FILMER MEMORIAL CHARITABLE TRUST

20-3341412

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-14,701.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

FILMER MEMORIAL CHARITABLE TRUST

20-3341412

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 943.839 ARTIO GLOBAL INVT FDS INTL EQUITY FD CL 900. BROADCOM CORP	04/21/2006	06/10/2011	28,108.00	40,406.00	-12,298.00
	06/15/2009	06/17/2011	28,448.00	18,910.00	9,538.00
1300. CHINA MOBILE HONG KONG LTD SPONSORED ADR	07/27/2009	06/17/2011	57,926.00	67,314.00	-9,388.00
430. COLGATE PALMOLIVE CO COMMON STOCK	07/27/2009	10/07/2010	31,781.00	32,163.00	-382.00
10214.505 FEDERATED ARMS FD	11/11/2009	06/10/2011	100,409.00	100,000.00	409.00
200000. GENERAL ELEC CAP CORP 5% 12/01/2010	06/08/2007	12/01/2010	200,000.00	196,268.00	3,732.00
1100. HARTFORD FINL SERVICES GROUP INC	04/08/2010	08/19/2011	19,644.00	31,471.00	-11,827.00
600. INTUIT INC	10/09/2008	10/07/2010	27,503.00	15,354.00	12,149.00
1700. NYSE EURONEXT	04/30/2009	06/17/2011	56,552.00	33,613.00	22,939.00
400. NETAPP INC	08/25/2009	10/07/2010	19,423.00	8,881.00	10,542.00
350. ORACLE CORPORATION	04/21/2006	10/07/2010	9,695.00	5,058.00	4,637.00
5115.463 RAINIER SM/MID CAP EQTY FD INST	03/11/2008	06/10/2011	175,000.00	203,859.00	-28,859.00
1010. RAYTHEON COMPANY	12/18/2008	10/07/2010	46,151.00	56,545.00	-10,394.00
9425.07 RIDGEWORTH TOTAL RETURN BD FD CL I	02/26/2010	06/10/2011	100,000.00	100,000.00	
650. ROSS STORES INC	02/09/2010	06/17/2011	48,929.00	29,643.00	19,286.00
1750. SPDR KBW BANK ETF	08/25/2009	08/19/2011	31,016.00	40,653.00	-9,637.00
700. 3M CO	08/25/2009	06/17/2011	64,280.00	50,993.00	13,287.00
100000. WAL-MART STORES INC GLOBAL NT 4.125% 02/ 1. COMERICA SECURITIES	08/07/2009	02/15/2011	100,000.00	104,122.00	-4,122.00
	02/15/2008	08/31/2011	20,106.00		20,106.00
15000. INTERNATIONAL ADVANTAGE FUND	08/31/2009	02/28/2011	185,757.00	178,921.00	6,836.00
950. CHECK POINT SOFTWARE TECH	08/25/2009	06/17/2011	49,462.00	26,997.00	22,465.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					59,019.00

Schedule D-1 (Form 1041) 2010

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FEDERAL CAPITAL GAIN DIVIDENDS
=====SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO TOTAL RETURN FD INST CLASS	5,186.00
RIDGEWORTH TOTAL RETURN BD FD CL I	2,657.00
VANGUARD GNMA FUND-ADM	2,476.00
VANGUARD S/T CORPORATE FD-ADM	144.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

10,463.00
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO TOTAL RETURN FD INST CLASS	2,371.00
RIDGEWORTH TOTAL RETURN BD FD CL I	1,101.00
VANGUARD GNMA FUND-ADM	684.00
VANGUARD S/T CORPORATE FD-ADM	502.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

4,659.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

4,659.00
=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-1,139.00	
	-----	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-1,139.00
		=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	132.00	
	-----	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		132.00
		=====

Account Statement

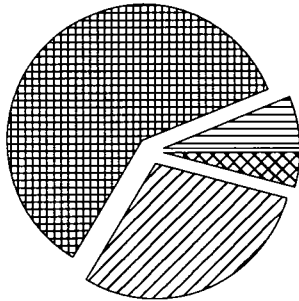
Page 2

Account Number **1045000264**

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Statement Period September 01, 2010 Through August 31, 2011

Investment Portfolio Summary



	Tax Cost	Market Value	Percent
CASH AND EQUIVALENTS	350,545 72	350,545 72	6. 1%
EQUITIES	3,002,062 81	3,484,465 64	60 2%
FIXED INCOME	1,639,390 62	1,702,452 90	29 4%
OTHER ASSETS	249,641 02	248,729 43	4 3%
Total	5,241,640 17	5,786,193 69	100 0%

Investment Detail

Description	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Cash And Equivalents				
FEDERATED PRIME OBLIGATIONS FUND	350,545 72	1 00	35 05	0 01
	350,545 72	1 00		
CASH	0 00			
* Total Cash And Equivalents	350,545.72		35.05	0 01
	350,545.72		0.00	

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Equities						
AGL RESOURCES	AGL	1,825 000	75,591 50 68,592 16	41 42 37 58	3,285 00 6,999 34	4 35
APPLE INC	AAPL	300.000	115,449 00 96,153 00	384 83 320 51	19,296 00	
ARTIO GLOBAL INVT FDS INTL EQUITY FD CL I	JIEIX	5,308 629	144,713 23 201,433 00	27 26 37 94	3,121 47 56,719 77-	2 16
AUTOZONE INC	AZO	280 000	85,960 00 42,291 26	307 00 151 04	43,668 74	
BORG WARNER	BWA	1,300 000	92,807 00 57,266 05	71 39 44 05	624 00 35,540 95	0 67

Comerica

Account Statement

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Account Number 1045000264

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Statement Period September 01, 2010 Through August 31, 2011

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Equities						
C H ROBINSON WORLDWIDE INC	CHRW	400 000	28,200 00 28,492.00	70 50 71 23	464 00 292 00-	1 65
CATERPILLAR INC	CAT	450 000	40,950 00 29,077 47	91.00 64 62	828 00 11,872 53	2 02
CELGENE CORP	CELG	1,000 000	59,470 00 56,939 50	59 47 56 94	2,530 50	
CLIFFS NAT RES INC	CLF	500 000	41,425 00 28,145 70	82 85 56 29	560 00 13,279 30	1 35
COCA COLA CO	KO	950 000	66,927 50 52,851 70	70 45 55 63	1,786 00 14,075 80	2 67
CONOCOPHILLIPS	COP	1,050 000	71,473 50 61,217 16	68 07 58 30	2,772 00 10,256 34	3 88
DWS DREMAN SMALL CAP VALUE FUND	KDSIX	4,779 109	160,482 48 175,000 00	33 58 36 62	2,561 60 14,517 52-	1 60
DEVON ENERGY CORPORATION	DVN	450 000	30,523 50 28,829 52	67 83 64 07	306 00 1,693 98	1 00
DIRECTV CL A	DTV	1,500 000	65,955 00 57,206 40	43 97 38 14	8,748 60	
EMC CORP	EMC	3,150 000	71,158 50 56,138 50	22 59 17 82	15,020 00	
FISERV INC	FISV	450 000	25,123 50 27,571 18	55 83 61 27	2,447 68-	
FRANKLIN RES INC	BEN	300 000	35,976 00 33,318 00	119 92 111 06	300 00 2,658 00	0 83
GENERAL CABLE CORP	BGC	1,150 000	34,672 50 43,271 52	30 15 37 63	8,599 02-	
GRAINGER W W INC	GWW	500 000	77,050 00 49,198 35	154 10 98.40	1,320 00 27,851 65	1 71
HARBOR INTL FD	HAINX	1,918 465	109,793 75 120,000 00	57 23 62 55	1,672 90 10,206 25-	1 52
HARTFORD MIDCAP FD CL Y	HMDYX	5,763 688	128,472 61 100,000 00	22 29 17 35	1,164.26 28,472 61	0 91
INTEL CORP	INTC	2,550 000	51,331 50 59,095 50	20 13 23 17	2,142 00 7,764 00-	4 17
IBM CORP	IBM	450 000	77,359 50 33,246 00	171 91 73 88	1,350 00 44,113 50	1 75
INTUIT INC	INTU	1,500 000	73,995 00 38,385 00	49 33 25 59	900 00 35,610 00	1 22
JOHNSON & JOHNSON	JNJ	1,000 000	65,800 00 63,393 23	65 80 63 39	2,280 00 2,406 77	3 47

Comerica

Account Statement

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Account Number. **1045000264**

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Statement Period September 01, 2010 Through August 31, 2011

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Equities						
LABORATORY CORP OF AMER HLDGS	LH	1,000 000	83,530 00 64,632 65	83 53 64 63	18,897 35	
LAUDER ESTEE COS INC	EL	850 000	83,011 00 53,676 82	97 66 63 15	637 50 29,334 18	0 77
LAZARD EMERGING MARKETS PORT	LZEMX	11,710 424	235,028 21 176,693 65	20 07 15 09	2,962 74 58,334 56	1 26
LIFE TECHNOLOGIES CORP	LIFE	300 000	12,600 00 15,557 70	42 00 51 86	2,957 70-	
MFS INTL NEW DISCOVERY I	MWNIX	3,436 426	75,567 01 80,000 00	21 99 23 28	855 67 4,432 99-	1 13
MICROSOFT CORP	MSFT	2,050 000	54,530 00 58,773 50	26 60 28 67	1,312 00 4,243.50-	2 41
MYLAN LABS INC	MYL	2,750 000	57,062 50 44,513 12	20 75 16 19	660 00 12,549 38	1 16
NETAPP INC	NTAP	1,350 000	50,787 00 29,974 59	37 62 22 20	20,812 41	
NEWMONT MNG CORP	NEM	500 000	31,310 00 25,619 05	62 62 51 24	600 00 5,690 95	1 92
NIKE INC CL B	NKE	800 000	69,320 00 45,450 69	86 65 56 81	992 00 23,869 31	1 43
NORFOLK SOUTHERN CORP SOUTHERN CORP	NSC	900 000	60,912 00 63,935 82	67 68 71 04	1,548 00 3,023 82-	2 54
OCCIDENTAL PETROLEUM CORP	OXY	680 000	58,983 20 60,246 81	86 74 88 60	1,251 20 1,263 61-	2 12
ORACLE CORPORATION	ORCL	2,000 000	56,140 00 39,914 50	28 07 19 96	480 00 16,225 50	0 86
PHILIP MORRIS INTL INC	PM	1,100 000	76,252 00 52,123 83	69 32 47 39	2,816 00 24,128 17	3 69
RAINIER SM/MID CAP EQTY FD INST	RAISX	4,437 538	141,734 96 151,140 76	31 94 34 06	9,405 80-	
ROPER INDS INC NEW	ROP	400 000	30,780.00 26,637 64	76 95 66 59	176 00 4,142 36	0 57
ROYCE VALUE PLUS FUND	RVPHX	8,019 246	101,122 69 100,000 00	12 61 12 47	633 52 1,122 69	0 63
SCHLUMBERGER LTD	SLB	750 000	58,590 00 39,221 13	78 12 52 29	750 00 19,368 87	1 28
STERICYCLE INC	SRCL	1,000 000	87,710 00 57,303 20	87 71 57 30	30,406 80	
STRYKER CORP	SYK	1,150 000	56,166 00 64,915.38	48 84 56 45	828 00 8,749 38-	1 47

Comerica

Account Statement

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Account Number 1045000264

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Statement Period September 01, 2010 Through August 31, 2011

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Equities						
TRAVELERS COS INC	TRV	1,100 000	55,506 00 46,291 17	50 46 42.08	1,804 00 9,214 83	3 25
US BANCORP	USB	3,100 000	71,951 00 52,079 00	23 21 16 80	1,550 00 19,872 00	2 15
WAL-MART STORES INC	WMT	850 000	45,211 50 46,249 60	53 19 54 41	1,241 00 1,038 10-	2 74
* Total Equities			3,484,465.64 3,002,062.81		48,534.86 482,402.83	1.39
Fixed Income						
BHP FINANCE USA LTD 5 125% 03/29/2012		150,000 000	153,936 00 151,641 00	102 62 101 09	7,687 50 2,295 00	4 99
CHEVRON CORP 3 45% 03/03/2012		100,000 000	101,500 00 104,001 00	101.50 104 00	3,450 00 2,501 00-	3 40
GOLDMAN SACHS GROUP INC 5 5% 11/15/2014		100,000 000	106,579 00 100,027 00	106 58 100 03	5,500 00 6,552 00	5 16
LOWES COS INC 5% 10/15/2015		150,000 000	169,540 50 150,544 50	113 03 100 36	7,500 00 18,996 00	4 42
MICROSOFT CORP 2 95% 06/01/2014		100,000 000	106,604 00 99,626 00	106 60 99 63	2,950 00 6,978 00	2 77
MORGAN STANLEY 5 75% 08/31/2012		100,000 000	103,593 00 100,865 00	103 59 100 87	5,750 00 2,728 00	5 55
PIMCO TOTAL RETURN,FD INSTL	PTTRX	14,015 512	154,310 79 150,000 00	11 01 10 70	5,185 74 4,310 79	3 36
PEPSICO INC SR NT 2 5% 05/10/2016		100,000 000	103,568 00 102,086 00	103 57 102 09	2,500 00 1,482 00	2 41
PITNEY BOWES INC GLOBAL MEDIUM SER MTN 4 75% 01/15/2016	PITN16	100,000.000	107,295 00 101,716 00	107 30 101 72	4,750 00 5,579 00	4 43
VANGUARD GNMA FUND-ADM	VFIJX	13,680 047	152,669 32 150,000.00	11 16 10 96	5,102 66 2,669 32	3 34
VANGUARD S/T CORPORATE FD-ADM	VFSUX	14,351 264	153,845 55 150,000 00	10 72 10 45	4,807 67 3,845 55	3 12
WAL-MART STORES INC NT 2 25% 07/08/2015		100,000 000	104,299 00 102,747 00	104 30 102 75	2,250 00 1,552 00	2 16
FIXED INCOME OPPORTUNITY FUND		17,404 401	184,712 74 176,137 12	10 61 10 12	7,645 06 8,575 62	4 14
* Total Fixed Income			1,702,452.90 1,639,390.62		65,078.63 63,062.28	3.82
Other Assets						
ALTERNATIVE INVESTMENT FUND		21,176 158	248,729 43 249,641 02	11 75 11 79	5,865 58 911 59-	2 36
* Total Other Assets			248,729 43 249,641.02		5,865.58 911.59-	2 36

Comerica

Account Statement

Page 6

Account Number 1045000264

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Statement Period September 01, 2010 Through August 31, 2011

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Grand Total Assets			5,786,193.69 5,241,640.17		119,514.12 544,553.52	2.07

Comerica

FILMER MEMORIAL CHARITABLE TRUST

Contributions

9/1/10 to 8/31/11

CHARITY	ADDRESS	AMOUNT	PURPOSE
Angels Place	25240 Lahser Rd , Southfield, MI 48033	7,000 00	For urgent needs of Dinan Home residents
Area Agency on Aging	29100 Northwestern Hwy # 400, Southfield, MI 48034	10,000 00	Holiday meals
Birmingham Education Foundation	550 W Merrill, Birmingham, MI 48009	12,465 00	Support Bingham breakfast club academic support program
Bottomless Toy Chest	P O Box 623, Bloomfield Hills, MI 48303	6,000 00	Support residents of Oakland County
Camp Casey Corporation	333 West 7th St , Ste 230, Royal Oak, MI 48067	10,000 00	Help serve children with cancer and their families
Children's Leukemia Foundation	5455 Corporate Dr , Ste 306, Troy, MI 48098	10,000 00	For patient services program
Cranbrook Schools Honzons-Upward Bound	P.O. Box 801, Bloomfield Hills, MI 48303	15,000 00	Financial support for students in Oakland County
Crossroads for Youth	P O Box 9, Oxford, MI 48371	15,000 00	Services to at-risk youth in Oakland County
Detroit Symphony Orchestra	3711 Woodward Ave , Detroit, MI 48201	20,000 00	For DSO's youth ensemble
Detroit Zoological Society	8450 W 10 Mile Rd , Royal Oak, MI 48067	10,000 00	Support a day at the zoo program
Far Conservatory of Therapeutic & Performing	1669 West Maple Rd , Birmingham, MI 48009	2,500 00	Support for group programs for special needs children
Ferndal Middle School	725 Pinecrest, Ferndale, MI 48220	3,000 00	Support 7th grade camping
First Presbyterian Church	1669 W Maple Rd, Birmingham, MI 48009	15,000 00	To support Alcott Elementary & Pontiac Middle school
Focus Hope	1355 Oakman Blvd , Detroit, MI 48238-2849	5,000 00	General charitable purposes in honor of E Josaitis
Forgotten Harvest	21800 Greenfield Rd , Oak Park, MI 48237	15,000 00	Food Rescue expansion initiative
Furniture Bank of Southeastern Michigan	333 Perry, Pontiac, MI 48342	6,000 00	Purchase 124 Park & play units
Grace Centers of Hope	35 East Huron St , Pontiac, MI 48342	10,000 00	Provide services to homeless individuals in Oakland County
Henry Ford Health System	30100 Telegraph Rd , Ste 200, Bingham Farms, MI 48025	10,000 00	For the bright beginnings maternal/child program
Hospice of Michigan	400 Mack Ave , Detroit, MI 48201	10,000 00	For open access program
Jail & Outreach Ministry	5198 Shenandoah Ct , West Bloomfield, MI 48323	10,000 00	Support
Kettering University	1700 University Ave , Flint, MI 48504-6214	12,000 00	Support pre college engineering summer program
Lions Bear Lake Camp	3409 N Five Lakes Rd , Lapeer, MI 48446	5,280 00	Provide summer camp for Oakland County children
New Beginning Animal Rescue	217 Dewey St , Royal Oak, MI 48067	2,500 00	Support animal rescue
North Oakland Animal Help	P O Box 679, Ortonville, MI 48462	5,000 00	Help pet owners who are on assistance in Oakland County
Oak Park Business and Education Alliance	25900 Greenfield Rd , Ste 200A, Oak Park, MI 48237-1267	20,000 00	Support career focused programs in the Oak Park School District
Oakland Family Services	114 Orchard Lake, Pontiac MI 48341	2,700 00	For after school programs
Ortonville Community Emergency Fund	P O Box 282, Ortonville, MI 48462	10,000.00	Assist in the immediate hunger needs in and around Ortonville
POH Children's Clinic	673 ML King Blvd , Pontiac, MI 48342	15,000 00	Provide health care services for Oakland County children
Power Co Kids Club	P O Box 432126 Pontiac, MI 48343	15,000 00	2011 summer day camp
Project Night Operation-Dream Big	22655 Heatherbrae Way Novi, MI 48375	5,000 00	Dream big - Oakland County
Providence Health Foundation	22255 Greenfield Rd , Ste 228, Southfield, MI 48075	15,000 00	Provide access to high quality breast care for vulnerable women
Rainbow Connection	621 West University Rd , Rochester, MI 48307	7,000 00	General charitable purposes
Rebuilding Together Oakland County	31700 West 12 Mile Rd, Ste 201, Farmington Hills, MI 48334	15,000 00	General charitable purposes
Salvation Army of Pontiac	16130 Northland Dr , Southfield, MI 48076	15,000 00	For baby pantry program
St William Catholic School	135 O'Flaherty, Walled Lake, MI 48390	10,000 00	Provide para pro staff for special needs children
Special Olympics Michigan	P O Box 474, Alma, MI 48801	2,500 00	General charitable purpose
		<u>358,945 00</u>	

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

Kind of Property		Description				P or D	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					10,463.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-1,139.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					4,659.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					132.	
146,892.00		4932.588 ARTIO GLOBAL INVT FDS INTL EQUI PROPERTY TYPE: SECURITIES 150,000.00					03/09/2011	06/10/2011
							-3,108.00	
28,108.00		943.839 ARTIO GLOBAL INVT FDS INTL EQUIT PROPERTY TYPE: SECURITIES 40,406.00					04/21/2006	06/10/2011
							-12,298.00	
28,448.00		900. BROADCOM CORP PROPERTY TYPE: SECURITIES 18,910.00					06/15/2009	06/17/2011
							9,538.00	
57,926.00		1300. CHINA MOBILE HONG KONG LTD SPONSOR PROPERTY TYPE: SECURITIES 67,314.00					07/27/2009	06/17/2011
							-9,388.00	
22,173.00		300. COLGATE PALMOLIVE CO COMMON STOCK PROPERTY TYPE: SECURITIES 23,616.00					05/28/2010	10/07/2010
							-1,443.00	
31,781.00		430. COLGATE PALMOLIVE CO COMMON STOCK PROPERTY TYPE: SECURITIES 32,163.00					07/27/2009	10/07/2010
							-382.00	
49,848.00		5070.994 FEDERATED ARMS FD PROPERTY TYPE: SECURITIES 50,000.00					08/10/2010	06/10/2011
							-152.00	
100,409.00		10214.505 FEDERATED ARMS FD PROPERTY TYPE: SECURITIES 100,000.00					11/11/2009	06/10/2011
							409.00	

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

Kind of Property		Description				P or D	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)	
200,000.00		200000. GENERAL ELEC CAP CORP 5% 12/01/2 PROPERTY TYPE: SECURITIES 196,268.00					06/08/2007 3,732.00	12/01/2010
45,146.00		400. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 55,144.00					06/17/2011 -9,998.00	08/19/2011
19,644.00		1100. HARTFORD FINL SERVICES GROUP INC PROPERTY TYPE: SECURITIES 31,471.00					04/08/2010 -11,827.00	08/19/2011
27,503.00		600. INTUIT INC PROPERTY TYPE: SECURITIES 15,354.00					10/09/2008 12,149.00	10/07/2010
56,552.00		1700. NYSE EURONEXT PROPERTY TYPE: SECURITIES 33,613.00					04/30/2009 22,939.00	06/17/2011
19,423.00		400. NETAPP INC PROPERTY TYPE: SECURITIES 8,881.00					08/25/2009 10,542.00	10/07/2010
9,695.00		350. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 5,058.00					04/21/2006 4,637.00	10/07/2010
175,000.00		5115.463 RAINIER SM/MID CAP EQTY FD INST PROPERTY TYPE: SECURITIES 203,859.00					03/11/2008 -28,859.00	06/10/2011
46,151.00		1010. RAYTHEON COMPANY PROPERTY TYPE: SECURITIES 56,545.00					12/18/2008 -10,394.00	10/07/2010
100,000.00		9425.07 RIDGEWORTH TOTAL RETURN BD FD CL PROPERTY TYPE: SECURITIES 100,000.00					02/26/2010	06/10/2011
48,929.00		650. ROSS STORES INC PROPERTY TYPE: SECURITIES 29,643.00					02/09/2010 19,286.00	06/17/2011

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

Kind of Property		Description				P or D	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)	
31,016.00		1750. SPDR KBW BANK ETF PROPERTY TYPE: SECURITIES 40,653.00					08/25/2009 -9,637.00	08/19/2011
64,280.00		700. 3M CO PROPERTY TYPE: SECURITIES 50,993.00					08/25/2009 13,287.00	06/17/2011
100,000.00		100000. WAL-MART STORES INC GLOBAL NT 4. PROPERTY TYPE: SECURITIES 104,122.00					08/07/2009 -4,122.00	02/15/2011
20,106.00		1. COMERICA SECURITIES PROPERTY TYPE: SECURITIES					02/15/2008 20,106.00	08/31/2011
185,757.00		15000. INTERNATIONAL ADVANTAGE FUND PROPERTY TYPE: SECURITIES 178,921.00					08/31/2009 6,836.00	02/28/2011
49,462.00		950. CHECK POINT SOFTWARE TECH PROPERTY TYPE: SECURITIES 26,997.00					08/25/2009 22,465.00	06/17/2011
TOTAL GAIN(LOSS)							----- 58,433. =====	

FILMER MEMORIAL CHARITABLE TRUST

20-3341412

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INTEREST	35.	35.
	-----	-----
TOTAL	35.	35.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS	132,182.	132,182.
TOTAL	132,182.	132,182.

FILMER MEMORIAL CHARITABLE TRUST

20-3341412

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
-----	-----

TAX PREPARATION FEE

900.

TOTALS

900.

900.

900.

CHARITABLE
PURPOSES

=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAX	114.	114.
	-----	-----
TOTALS	114.	114.
	=====	=====

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

MI

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

=====

OFFICER NAME:

COMERICA BANK

ADDRESS:

P.O. BOX 75000 M/C 9413

DETROIT, MI 48275-9413

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 15

COMPENSATION 51,518.

TOTAL COMPENSATION: 51,518.

=====

FILMER MEMORIAL CHARITABLE TRUST

20-3341412

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

STATEMENT 7

FILMER MEMORIAL CHARITABLE TRUST

20-3341412

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

NONE

STATEMENT 8

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FILMER MEMORIAL CHARITABLE TRUST
FORM 990PF, PART XV - LINES 2a - 2d
=====

20-3341412

RECIPIENT NAME:
MARY JO ANDERLE-MORO
ADDRESS:
101 N MAIN ST., SUITE 100
ANN ARBOR, MI 48104
RECIPIENT'S PHONE NUMBER: 734-930-2413
FORM, INFORMATION AND MATERIALS:
LETTER FORMAT
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
FOR RESIDENTS OF OAKLAND COUNTY, MICHIGAN

STATEMENT 9

FILMER MEMORIAL CHARITABLE TRUST 20-3341412
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

SCHEDULE ATTACHED

ADDRESS:

PO BOX 75000

DETROIT, MI 48275

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATION

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 358,945.

TOTAL GRANTS PAID:

358,945.

=====

STATEMENT 10