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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.

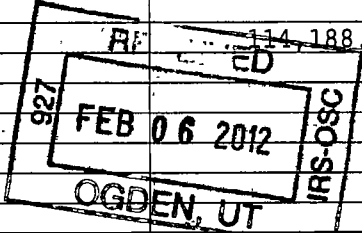
For calendar year 2010, or tax year beginning 10/01, 2010, and ending 09/30, 2011

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: ROYAL, MAY MITCHELL FOUNDATION A Employer identification number: 38-2387140
 Number and street (or P.O. box number if mail is not delivered to street address): P.O. BOX 75000 Room/suite: B Telephone number (see page 10 of the instructions): (313) 886-9570
 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) ▶ \$ 2,150,956. 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				
4	Dividends and interest from securities	52,171.	52,171.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	114,188.			
b	Gross sales price for all assets on line 6a	1,723,681.			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10 a	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	166,359.	166,359.		
13	Compensation of officers, directors, trustees, etc.	34,096.	26,096.		8,000.
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)	1,592.	41.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	3,164.			3,174.
22	Printing and publications				
23	Other expenses (attach schedule)	20.	20.		
24	Total operating and administrative expenses. Add lines 13 through 23	39,772.	26,157.		12,074.
25	Contributions, gifts, grants paid				
26	Total expenses and disbursements. Add lines 24 and 25	39,772.	26,157.		12,074.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	126,587.			
b	Net investment income (if negative, enter -0-)		140,202.		
c	Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	143,268.	147,391.	147,391.
	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)	1,356,994.	1,571,743.	1,575,120.
	c	Investments - corporate bonds (attach schedule)	495,538.	403,253.	428,445.
	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) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,995,800.	2,122,387.	2,150,956.	
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	2,121,164.	2,121,164.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-125,364.	1,223.	
30	Total net assets or fund balances (see page 17 of the instructions)	1,995,800.	2,122,387.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,995,800.	2,122,387.		

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	1,995,800.
2	Enter amount from Part I, line 27a	2	126,587.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,122,387.
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	2,122,387.

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			(l) 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)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	114,188.
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	262,683.	2,230,616.	0.11776253734
2008	157,236.	2,095,666.	0.07502913155
2007	8,950.	2,776,105.	0.00322394146
2006	318,827.	2,939,318.	0.10846971985
2005	8,340.	2,825,174.	0.00295203057

2 Total of line 1, column (d)	2	0.30743736077
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	0.06148747215
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,352,878.
5 Multiply line 4 by line 3	5	144,673.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,402.
7 Add lines 5 and 6	7	146,075.
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	12,074.

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

Table with 11 rows for excise tax calculations. Includes sub-rows for credits/payments (6a-6d) and a 'Refunded' indicator for line 11.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. Includes instructions for attaching descriptions and schedules.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ NONE	13	X	
14	The books are in care of ▶ COMERICA BANK Telephone no. ▶ (313) 584-4530 Located at ▶ 16150 MICHIGAN AVE, DEARBORN, MI ZIP + 4 ▶ 48126			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> 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 <input type="checkbox"/>	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? <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

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

5b		
6b		X
7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		34,096.	-0-	3,164.

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 8		NONE	NONE	NONE

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

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 9		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

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	2,388,709.
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	2,388,709.
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	2,388,709.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	35,831.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,352,878.
6	Minimum noncharitable return. Enter 5% of line 5	6	117,644.

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	117,644.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,804.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,804.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	114,840.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	114,840.
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	114,840.

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	12,074.
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	12,074.
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	12,074.

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				114,840.
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				5,354.
c From 2007				NONE
d From 2008				53,151.
e From 2009				152,103.
f Total of lines 3a through e	210,608.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 12,074.				
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				12,074.
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).)	102,766.			102,766.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	107,842.			
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	107,842.			
10 Analysis of line 9:				
a Excess from 2006				NONE
b Excess from 2007				NONE
c Excess from 2008				NONE
d Excess from 2009				107,842.
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)

Table with 5 columns: (a) 2010, (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: Assets, Endowment, Support).

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 10

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>				
Total				▶ 3a
<i>b Approved for future payment</i>				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Dividends, and Subtotal.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

NOT APPLICABLE

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

Kind of Property		Description				P r o p e r t y 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 COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-2,053.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					664.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					346.	
24,945.00		700. AGL RESOURCES PROPERTY TYPE: SECURITIES 18,514.00					03/13/2009 6,431.00	12/17/2010
1,061.00		50. BB&T CORP PROPERTY TYPE: SECURITIES 1,302.00					07/28/2011 -241.00	09/02/2011
13,164.00		1350. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES 18,360.00					04/08/2011 -5,196.00	07/28/2011
19,967.00		250. BORG-WARNER AUTOMOTIVE INC PROPERTY TYPE: SECURITIES 11,687.00					08/17/2010 8,280.00	07/28/2011
19,967.00		250. BORG-WARNER AUTOMOTIVE INC PROPERTY TYPE: SECURITIES 10,577.00					07/22/2010 9,390.00	07/28/2011
15,685.00		350. BROADCOM CORP PROPERTY TYPE: SECURITIES 6,498.00					02/17/2009 9,187.00	11/26/2010
22,311.00		300. C H ROBINSON WORLDWIDE INC PROPERTY TYPE: SECURITIES 22,146.00					12/17/2010 165.00	04/08/2011
8,575.00		100. CATERPILLAR INC PROPERTY TYPE: SECURITIES 11,017.00					04/08/2011 -2,442.00	09/02/2011

**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)	
8,880.00		150. CELGENE CORP PROPERTY TYPE: SECURITIES 8,812.00					05/17/2010	12/17/2010
						68.00		
22,113.00		450. CHINA MOBILE HONG KONG LTD SPONSORE PROPERTY TYPE: SECURITIES 22,506.00					07/24/2009	12/17/2010
						-393.00		
3,442.00		50. COCA-COLA CO DELAWARE COMMON STOCK PROPERTY TYPE: SECURITIES 3,121.00					11/20/2007	07/28/2011
						321.00		
24,412.00		350. COCA-COLA CO DELAWARE COMMON STOCK PROPERTY TYPE: SECURITIES 19,895.00					02/17/2009	09/02/2011
						4,517.00		
1.00		.046 COLUMBIA PACIFIC ENERGY AND NATURAL PROPERTY TYPE: SECURITIES 1.00					02/22/2011	09/02/2011
12,096.00		150. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES 6,255.00					02/17/2009	04/08/2011
						5,841.00		
40,000.00		1264.223 DWS DREMAN SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 41,783.00					09/05/2008	09/02/2011
						-1,783.00		
3,240.00		50. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES 3,667.00					12/17/2010	09/02/2011
						-427.00		
9,797.00		250. DIRECTV CL A PROPERTY TYPE: SECURITIES 9,715.00					08/17/2010	12/17/2010
						82.00		
14,135.00		650. EMC CORP COMMON STOCK PROPERTY TYPE: SECURITIES 10,894.00					11/06/2009	11/26/2010
						3,241.00		
36,961.00		450. EXXON MOBIL CORP COMMON STOCK PROPERTY TYPE: SECURITIES 38,703.00					04/08/2011	07/28/2011
						-1,742.00		

**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)	
16,234.00		300. FISERV INC PROPERTY TYPE: SECURITIES 16,960.00				11/26/2010 -726.00	09/02/2011
17,793.00		900. GAP INC PROPERTY TYPE: SECURITIES 20,181.00				04/08/2011 -2,388.00	07/28/2011
24,611.00		180. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 29,291.00				04/08/2011 -4,680.00	07/28/2011
11,794.00		80. GRAINGER W W INC PROPERTY TYPE: SECURITIES 7,890.00				12/04/2009 3,904.00	09/02/2011
16,400.00		700. HARTFORD FINL SERVICES GROUP INC PROPERTY TYPE: SECURITIES 16,027.00				11/26/2010 373.00	07/28/2011
9,372.00		400. HARTFORD FINL SERVICES GROUP INC PROPERTY TYPE: SECURITIES 11,149.00				04/13/2010 -1,777.00	07/28/2011
28,350.00		600. INTUIT INC PROPERTY TYPE: SECURITIES 15,385.00				02/17/2009 12,965.00	07/28/2011
12,261.00		150. LABORATORY CORP OF AMER HLDGS PROPERTY TYPE: SECURITIES 3,897.00				02/05/2003 8,364.00	09/02/2011
42,433.00		400. LAUDER ESTEE COS INC PROPERTY TYPE: SECURITIES 24,581.00				09/24/2010 17,852.00	07/28/2011
12,704.00		200. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 11,209.00				04/08/2011 1,495.00	07/28/2011
3,474.00		150. MYLAN LABS INC PROPERTY TYPE: SECURITIES 3,222.00				04/27/2010 252.00	04/08/2011

**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)	
20,845.00		900. MYLAN LABS INC PROPERTY TYPE: SECURITIES 10,332.00					02/17/2009	04/08/2011
							10,513.00	
34,993.00		900. NYSE EURONEXT PROPERTY TYPE: SECURITIES 17,871.00					05/07/2009	04/08/2011
							17,122.00	
100,000.00		100000. NATL CITY KENT SUB NTS PROPERTY TYPE: SECURITIES 92,285.00					12/02/1999	02/15/2011
							7,715.00	
15,282.00		300. NETAPP INC PROPERTY TYPE: SECURITIES 6,933.00					09/01/2009	11/26/2010
							8,349.00	
5,476.00		150. NETAPP INC PROPERTY TYPE: SECURITIES 7,125.00					07/28/2011	09/02/2011
							-1,649.00	
9,127.00		250. NETAPP INC PROPERTY TYPE: SECURITIES 5,777.00					09/01/2009	09/02/2011
							3,350.00	
2,784.00		50. NEXTERA ENERGY INC PROPERTY TYPE: SECURITIES 2,570.00					12/17/2010	09/02/2011
							214.00	
3,917.00		50. NIKE INC CL B PROPERTY TYPE: SECURITIES 2,713.00					08/27/2007	04/08/2011
							1,204.00	
10,983.00		400. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 4,973.00					03/13/2009	11/26/2010
							6,010.00	
12,177.00		450. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 10,032.00					02/25/2010	09/02/2011
							2,145.00	
10,323.00		150. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES 7,094.00					08/07/2009	09/02/2011
							3,229.00	

**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)	
13,807.00		250. QUALCOMM INC PROPERTY TYPE: SECURITIES 13,477.00					04/08/2011 330.00	07/28/2011
50,000.00		1422.475 RAINIER SM/MID CAP EQTY FD INST PROPERTY TYPE: SECURITIES 47,681.00					09/05/2008 2,319.00	02/22/2011
83,505.00		2754.136 RAINIER SM/MID CAP EQTY FD INST PROPERTY TYPE: SECURITIES 92,319.00					09/05/2008 -8,814.00	09/02/2011
16,901.00		240. ROSS STORES INC PROPERTY TYPE: SECURITIES 11,018.00					02/05/2010 5,883.00	04/08/2011
24,836.00		950. SPDR KBW BANK ETF PROPERTY TYPE: SECURITIES 22,344.00					09/01/2009 2,492.00	04/08/2011
4,518.00		50. STERICYCLE INC PROPERTY TYPE: SECURITIES 2,781.00					02/25/2010 1,737.00	04/08/2011
29,478.00		350. STERICYCLE INC PROPERTY TYPE: SECURITIES 19,724.00					05/17/2010 9,754.00	07/28/2011
10,397.00		220. STRYKER CORP PROPERTY TYPE: SECURITIES 10,768.00					02/17/2009 -371.00	09/02/2011
25,873.00		300. 3M CO PROPERTY TYPE: SECURITIES 21,918.00					08/07/2009 3,955.00	12/17/2010
26,825.00		450. TRAVELERS COS INC PROPERTY TYPE: SECURITIES 17,118.00					05/07/2009 9,707.00	04/08/2011
7,160.00		200. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 6,917.00					12/17/2010 243.00	09/02/2011

**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)	
21,340.00		400. WAL-MART STORES INC PROPERTY TYPE: SECURITIES 21,636.00					09/24/2010	07/28/2011
							-296.00	
1,228.00		57.2276 DEFENSIVE STRATEGY HEDGE FUND PROPERTY TYPE: SECURITIES 8,055.00					06/29/2001	11/04/2010
							-6,827.00	
6,041.00		405.2631 DEFENSIVE STRATEGY HEDGE FUND PROPERTY TYPE: SECURITIES 57,039.00					06/29/2001	12/31/2010
							-50,998.00	
41,587.00		1. COMERICA SECURITIES PROPERTY TYPE: SECURITIES					02/15/2008	09/30/2011
							41,587.00	
36,082.00		2913.651 INTERNATIONAL ADVANTAGE FUND PROPERTY TYPE: SECURITIES 35,727.00					07/15/2010	02/28/2011
							355.00	
285,210.00		23030.9427 INTERNATIONAL ADVANTAGE FUND PROPERTY TYPE: SECURITIES 284,008.00					11/30/2009	02/28/2011
							1,202.00	
281,418.00		32129.188 INTERNATIONAL EQUITY COMMON T PROPERTY TYPE: SECURITIES 311,396.00					02/28/2011	08/31/2011
							-29,978.00	
20,716.00		400. CHECK POINT SOFTWARE TECH PROPERTY TYPE: SECURITIES 11,220.00					09/01/2009	04/08/2011
							9,496.00	
15,717.00		650. ROYAL CARIBBEAN CRUISES LTD PROPERTY TYPE: SECURITIES 21,397.00					07/28/2011	09/02/2011
							-5,680.00	

**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)	
TOTAL GAIN (LOSS)							----- 114,188. =====	

ROYAL, MAY MITCHELL FOUNDATION

38-2387140

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	52,171.	52,171.
TOTAL	52,171.	52,171.

38-2387140

ROYAL, MAY MITCHELL FOUNDATION

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	900.	900.
	-----	-----
TOTALS	900.	900.
	-----	-----
	=====	=====

ROYAL, MAY MITCHELL FOUNDATION

38-2387140

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX	1,551.	
FOREIGN TAX	41.	41.
TOTALS	----- 1,592.	----- 41.
	=====	=====

ROYAL, MAY MITCHELL FOUNDATION

38-2387140

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESTMENT EXPENSE	20.	20.
TOTALS	20.	20.
	=====	=====

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 7874
DETROIT, MI 48275-7874

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 15

COMPENSATION 26,096.

OFFICER NAME:

SUSAN J. HARTLEY

ADDRESS:

45 W 74TH ST
NEW YORK, NY 10023

TITLE:

CHAIRMAN - GRANT COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

COMPENSATION 8,000.

OFFICER NAME:

ROSS KENNERLY

ADDRESS:

2659 W CHICAGO AVE., APT 2R
CHICAGO, IL 60622

TITLE:

MEMBER - GRANT COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 25

OFFICER NAME:

MICHAEL KENNERLY

ADDRESS:

23100 S. STEELE RD
PICKFORD, MI 49744

TITLE:

MEMBER - GRANT COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 25

EXPENSE ACCOUNT AND OTHER ALLOWANCES..... 502.

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

=====

OFFICER NAME:

RUTH LISHMAN

ADDRESS:

P.O. BOX 594

PICKFORD, MI 49744

TITLE:

MEMBER - GRANT COMMITTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 25

EXPENSE ACCOUNT AND OTHER ALLOWANCES..... 2,662.

TOTAL COMPENSATION: 34,096.
=====

EXPENSE ACCOUNT AND OTHER ALLOWANCES: 3,164.
=====

ROYAL, MAY MITCHELL FOUNDATION

38-2387140

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

=====

EMPLOYEE NAME:

NONE

STATEMENT 8

ROYAL, MAY MITCHELL FOUNDATION

38-2387140

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

=====

NAME:

NONE

STATEMENT 9

XD576 2 000

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33 -

ROYAL, MAY MITCHELL FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

38-2387140

RECIPIENT NAME:

SUSAN HARTLEY

ADDRESS:

45 W 74TH ST

NEW YORK, NY 10023

RECIPIENT'S PHONE NUMBER: 917-612-2756

FORM, INFORMATION AND MATERIALS:

LETTER OF REQUEST WITH IRS DETERMINATION

LETTER, LIST OF OFFICERS AND FINANCIAL INFORMATION
INFORMATION

SUBMISSION DEADLINES:

MAY 30

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GEOGRAPHICAL AREA: FLORIDA, MICHIGAN & HAWAII

STATEMENT 10

**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

ROYAL, MAY MITCHELL FOUNDATION

Employer identification number

38-2387140

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					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -25,736.
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 -2,053.
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 -27,789.

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			664.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 140,967.
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					8 346.
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					12 141,977.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-27,789.
14	Net long-term gain or (loss):			
a	Total for year	14a		141,977.
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		114,188.

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: a The loss on line 15, column (3) or b \$3,000
	16 ()

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-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2010

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust
ROYAL, MAY MITCHELL FOUNDATION

Employer identification number
38-2387140

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

(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)
1a 50. BB&T CORP	07/28/2011	09/02/2011	1,061.00	1,302.00	-241.00
1350. BANK OF AMERICA CORP	04/08/2011	07/28/2011	13,164.00	18,360.00	-5,196.00
250. BORG-WARNER AUTOMOTIVE INC	08/17/2010	07/28/2011	19,967.00	11,687.00	8,280.00
300. C H ROBINSON WORLDWIDE INC	12/17/2010	04/08/2011	22,311.00	22,146.00	165.00
100. CATERPILLAR INC	04/08/2011	09/02/2011	8,575.00	11,017.00	-2,442.00
150. CELGENE CORP	05/17/2010	12/17/2010	8,880.00	8,812.00	68.00
.046 COLUMBIA PACIFIC ENERGY AND NATURAL RES	02/22/2011	09/02/2011	1.00	1.00	
50. DEVON ENERGY CORPORATION	12/17/2010	09/02/2011	3,240.00	3,667.00	-427.00
250. DIRECTV CL A	08/17/2010	12/17/2010	9,797.00	9,715.00	82.00
450. EXXON MOBIL CORP COMMON STOCK	04/08/2011	07/28/2011	36,961.00	38,703.00	-1,742.00
300. FISERV INC	11/26/2010	09/02/2011	16,234.00	16,960.00	-726.00
900. GAP INC	04/08/2011	07/28/2011	17,793.00	20,181.00	-2,388.00
180. GOLDMAN SACHS GROUP INC	04/08/2011	07/28/2011	24,611.00	29,291.00	-4,680.00
700. HARTFORD FINL SERVICES GROUP INC	11/26/2010	07/28/2011	16,400.00	16,027.00	373.00
400. LAUDER ESTEE COS INC	09/24/2010	07/28/2011	42,433.00	24,581.00	17,852.00
200. MEDCO HEALTH SOLUTIONS INC	04/08/2011	07/28/2011	12,704.00	11,209.00	1,495.00
150. MYLAN LABS INC	04/27/2010	04/08/2011	3,474.00	3,222.00	252.00
150. NETAPP INC	07/28/2011	09/02/2011	5,476.00	7,125.00	-1,649.00
50. NEXTERA ENERGY INC	12/17/2010	09/02/2011	2,784.00	2,570.00	214.00
250. QUALCOMM INC	04/08/2011	07/28/2011	13,807.00	13,477.00	330.00
200. VERIZON COMMUNICATION S	12/17/2010	09/02/2011	7,160.00	6,917.00	243.00
400. WAL-MART STORES INC	09/24/2010	07/28/2011	21,340.00	21,636.00	-296.00
2913.651 INTERNATIONAL ADVANTAGE FUND	07/15/2010	02/28/2011	36,082.00	35,727.00	355.00
32129.188 INTERNATIONAL EQUITY COMMON TRUST FUND	02/28/2011	08/31/2011	281,418.00	311,396.00	-29,978.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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

Schedule D-1 (Form 1041) 2010

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Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side ROYAL, MAY MITCHELL FOUNDATION	Employer identification number 38-2387140
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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 700. AGL RESOURCES	03/13/2009	12/17/2010	24,945.00	18,514.00	6,431.00
250. BORG-WARNER AUTOMOTIVE INC	07/22/2010	07/28/2011	19,967.00	10,577.00	9,390.00
350. BROADCOM CORP	02/17/2009	11/26/2010	15,685.00	6,498.00	9,187.00
450. CHINA MOBILE HONG KONG LTD SPONSORED ADR	07/24/2009	12/17/2010	22,113.00	22,506.00	-393.00
50. COCA-COLA CO DELAWARE COMMON STOCK	11/20/2007	07/28/2011	3,442.00	3,121.00	321.00
350. COCA-COLA CO DELAWARE COMMON STOCK	02/17/2009	09/02/2011	24,412.00	19,895.00	4,517.00
150. CONOCOPHILLIPS COM	02/17/2009	04/08/2011	12,096.00	6,255.00	5,841.00
1264.223 DWS DREMAN SMALL CAP VALUE FUND	09/05/2008	09/02/2011	40,000.00	41,783.00	-1,783.00
650. EMC CORP COMMON STOCK	11/06/2009	11/26/2010	14,135.00	10,894.00	3,241.00
80. GRAINGER W W INC	12/04/2009	09/02/2011	11,794.00	7,890.00	3,904.00
400. HARTFORD FINL SERVICES GROUP INC	04/13/2010	07/28/2011	9,372.00	11,149.00	-1,777.00
600. INTUIT INC	02/17/2009	07/28/2011	28,350.00	15,385.00	12,965.00
150. LABORATORY CORP OF AMER HLDGS	02/05/2003	09/02/2011	12,261.00	3,897.00	8,364.00
900. MYLAN LABS INC	02/17/2009	04/08/2011	20,845.00	10,332.00	10,513.00
900. NYSE EURONEXT	05/07/2009	04/08/2011	34,993.00	17,871.00	17,122.00
100000. NATL CITY KENT SUB NTS	12/02/1999	02/15/2011	100,000.00	92,285.00	7,715.00
300. NETAPP INC	09/01/2009	11/26/2010	15,282.00	6,933.00	8,349.00
250. NETAPP INC	09/01/2009	09/02/2011	9,127.00	5,777.00	3,350.00
50. NIKE INC CL B	08/27/2007	04/08/2011	3,917.00	2,713.00	1,204.00
400. ORACLE CORPORATION	03/13/2009	11/26/2010	10,983.00	4,973.00	6,010.00
450. ORACLE CORPORATION	02/25/2010	09/02/2011	12,177.00	10,032.00	2,145.00
150. PHILIP MORRIS INTL INC	08/07/2009	09/02/2011	10,323.00	7,094.00	3,229.00
1422.475 RAINIER SM/MID CAP EQTY FD INST	09/05/2008	02/22/2011	50,000.00	47,681.00	2,319.00
2754.136 RAINIER SM/MID CAP EQTY FD INST	09/05/2008	09/02/2011	83,505.00	92,319.00	-8,814.00
240. ROSS STORES INC	02/05/2010	04/08/2011	16,901.00	11,018.00	5,883.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2010

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FEDERAL CAPITAL GAIN DIVIDENDS
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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

CENDANT CORPORATION	346.00
ROYAL DUTCH SHELL PLC-ADR A	62.00
DEFENSIVE STRATEGY HEDGE FUND	170.00
	86.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

664.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

664.00

=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====

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

COMMON TRUST FUNDS -2,053.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) -2,053.00
=====

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

COMMON TRUST FUNDS 346.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) 346.00
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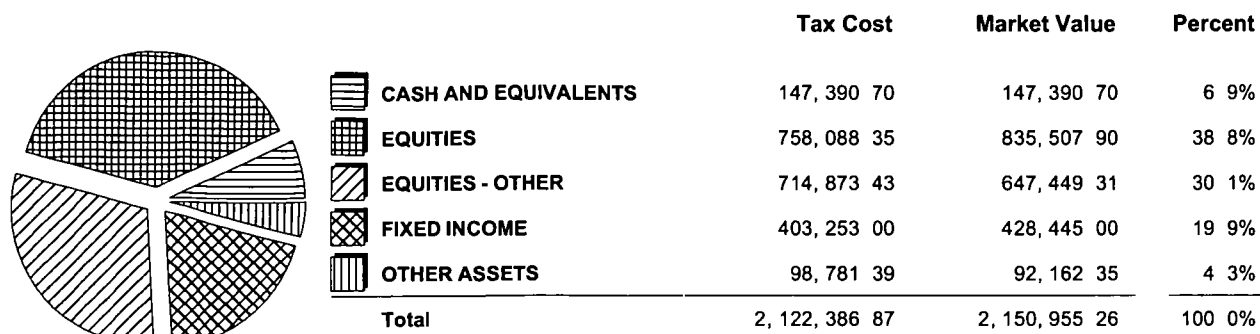
Account Statement

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Statement Period October 01, 2010 Through September 30, 2011

Investment Portfolio Summary



Investment Detail

Description		Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Income Cash And Equivalents					
Cash					
INCOME CASH		2,022.17			
		2,022.17			
** Total Cash	Sub-Total	2,022.17		0.00	0.00
		2,022.17		0.00	
* Total Income Cash And Equivalents		2,022.17		0.00	0.00
		2,022.17		0.00	
Principal Cash And Equivalents					
Cash					
PRINCIPAL CASH		2,022.17-			
		2,022.17-			
** Total Cash	Sub-Total	2,022.17-		0.00	0.00
		2,022.17-		0.00	
Short Term Investments					
FIDELITY INST PRIME MM-III		147,390.70	1.00	14.74	0.01
		147,390.70	1.00		
** Total Short Term Investments	Sub-Total	147,390.70		14.74	0.01
		147,390.70		0.00	
* Total Principal Cash And Equivalents		145,368.53		14.74	0.01
		145,368.53		0.00	

Account Statement

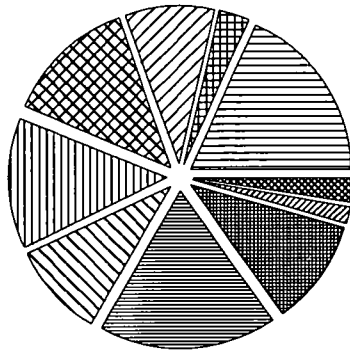
Account Number **1045002002**

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Statement Period October 01, 2010 Through September 30, 2011

Investment Detail (Continued)

Equity Diversification Summary



Industry Sector	Market Value	Percent
CONSUMER DISCRETIONARY	152,208 80	18 2%
CONSUMER STAPLES	25,470 00	3 0%
ENERGY	75,868 00	9 1%
FINANCIALS	112,447 20	13 5%
HEALTHCARE	110,311 80	13 2%
INDUSTRIALS	81,560 20	9 8%
INFORMATION TECHNOLOGY	150,237 90	18 0%
MATERIALS	91,076 00	10 9%
TELECOMMUNICATION SERVICES	14,720 00	1 7%
UTILITIES	21,608 00	2 6%
Total	835,507 90	100 0%

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Equities						
Consumer Discretionary						
AUTOZONE INC	AZO	90 000	28,727 10 13,642 74	319 19 151 59	15,084 36	
COACH INC	COH	350 000	18,140 50 18,744 95	51 83 53 56	315 00 604 45-	1 74
DIRECTV CL A	DTV	750 000	31,702 50 33,088 86	42 27 44 12	1,386 36-	
GENERAL CABLE CORP	BGC	450 000	10,507 50 18,527 22	23 35 41 17	8,019 72-	
MACYS INC	M	800 000	21,056 00 23,470 87	26 32 29 34	320 00 2,414 87-	1 52
NIKE INC CL B	NKE	320 000	27,363 20 16,187 44	85 51 50 59	396 80 11,175 76	1 45
TARGET CORP	TGT	300 000	14,712 00 15,212 94	49 04 50 71	360 00 500 94-	2 45
** Total Consumer Discretionary		Sub- Total	152,208 80 138,875 02		1,391 80 13,333 78	0.91
Consumer Staples						
COCA COLA CO	KO	100 000	6,756 00 4,074 80	67 56 40 75	188 00 2,681 20	2 78
PHILIP MORRIS INTL INC	PM	300 000	18,714 00 14,188 13	62 38 47 29	924 00 4,525 87	4 94
** Total Consumer Staples		Sub- Total	25,470.00 18,262.93		1,112.00 7,207.07	4.37



Account Statement

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Statement Period October 01, 2010 Through September 30, 2011

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Energy						
CONOCOPHILLIPS	COP	400 000	25,328 00 16,567 33	63 32 41 42	1,056 00 8,760 67	4 17
DENBURY RESOURCES INC COM NEW	DNR	1,200 000	13,800 00 24,067 56	11 50 20 06	10,267 56-	
DEVON ENERGY CORPORATION	DVN	250 000	13,860 00 16,921 94	55 44 67 69	170 00 3,061 94-	1 23
OCCIDENTAL PETROLEUM CORP	OXY	320 000	22,880 00 21,797 46	71 50 68 12	588 80 1,082 54	2 57
** Total Energy		Sub- Total	75,868.00 79,354.29		1,814.80 3,486.29-	2.39
Financials						
BB&T CORP	BBT	900 000	19,197 00 23,437 53	21 33 26 04	576 00 4,240 53-	3 00
FRANKLIN RES INC	BEN	180 000	17,215 20 22,102 48	95 64 122 79	180 00 4,887 28-	1 05
JPMORGAN CHASE & CO	JPM	850 000	25,602 00 34,578 84	30 12 40 68	850 00 8,976 84-	3 32
US BANCORP	USB	1,050 000	24,717 00 13,315 70	23 54 12 68	525 00 11,401 30	2 12
VISA INC CL A	V	300 000	25,716 00 23,279 49	85 72 77 60	180 00 2,436 51	0 70
** Total Financials		Sub- Total	112,447.20 116,714.04		2,311.00 4,266.84-	2.06
Healthcare						
CELGENE CORP	CELG	350 000	21,668 50 20,223 06	61 91 57 78	1,445 44	
JOHNSON & JOHNSON	JNJ	470 000	29,934 30 18,637 68	63 69 39 65	1,071 60 11,296 62	3 58
LABORATORY CORP OF AMER HLDGS	LH	130 000	10,276 50 3,377 46	79 05 25 98	6,899 04	
LIFE TECHNOLOGIES CORP	LIFE	600 000	23,058 00 27,570 89	38 43 45 95	4,512 89-	
MYLAN LABS INC	MYL	800 000	13,592 00 18,640 80	16 99 23 30	192 00 5,048 80-	1 41
STRYKER CORP	SYK	250 000	11,782 50 8,744 64	47 13 34 98	180 00 3,037 86	1 53
** Total Healthcare		Sub- Total	110,311.80 97,194.53		1,443.60 13,117.27	1.31
Industrials						

Account Statement

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Statement Period: October 01, 2010 Through September 30, 2011

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Industrials						
CATERPILLAR INC	CAT	170 000	12,552 80 11,367 90	73 84 66 87	312 80 1,184 90	2 49
GRAINGER W W INC	GWW	160 000	23,926 40 15,779 44	149 54 98 62	422 40 8,146 96	1 77
NORFOLK SOUTHERN CORP SOUTHERN CORP	NSC	400 000	24,408 00 27,269 56	61 02 68 17	688 00 2,861 56-	2 82
ROPER INDS INC NEW	ROP	300 000	20,673 00 21,568 96	68 91 71 90	132 00 895 96-	0 64
** Total Industrials		Sub-Total	81,560.20 75,985.86		1,555.20 5,574.34	1 91
Information Technology						
APPLE INC	AAPL	130 000	49,571 60 47,761 76	381 32 367 40	1,809 84	
EMC CORP	EMC	550 000	11,544 50 10,328 00	20 99 18 78	1,216 50	
FISERV INC	FISV	150 000	7,615 50 8,479 84	50 77 56 53	864 34-	
INTEL CORP	INTC	1,120 000	23,895 20 25,381 27	21 34 22 66	940 80 1,486 07-	3 94
IBM CORP	IBM	180 000	31,476 60 18,206 81	174 87 101 15	540 00 13,269 79	1 72
MICROSOFT CORP	MSFT	1,050 000	26,134 50 29,502 95	24 89 28 10	840 00 3,368 45-	3 21
** Total Information Technology		Sub-Total	150,237.90 139,660.63		2,320 80 10,577 27	1.54
Materials						
CLIFFS NAT RES INC	CLF	250 000	12,792 50 14,918 68	51 17 59 67	280 00 2,126 18-	2 19
DOW CHEMICAL CO	DOW	2,000 000	44,920 00 13,250 00	22 46 6 63	2,000 00 31,670 00	4 45
NEWMONT MNG CORP	NEM	530 000	33,363 50 29,478 45	62 95 55 62	636 00 3,885 05	1 91
** Total Materials		Sub-Total	91,076.00 57,647.13		2,916.00 33,428 87	3.20
Telecommunication Services						
VERIZON COMMUNICATIONS	VZ	400 000	14,720 00 13,834 44	36 80 34 59	800 00 885 56	5 43
** Total Telecommunication Services		Sub-Total	14,720.00 13,834.44		800.00 885.56	5.43

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Account Statement

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Statement Period October 01, 2010 Through September 30, 2011

Investment Detail (Continued)

Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Utilities						
NEXTERA ENERGY INC	NEE	400 000	21,608 00 20,559 48	54 02 51 40	880 00 1,048 52	4 07
** Total Utilities		Sub- Total	21,608.00 20,559.48		880.00 1,048.52	4.07
* Total Equities			835,507.90 758,088.35		16,545.20 77,419.55	1.98
Equities - Other						
Foreign Stock						
SCHLUMBERGER LTD	SLB	350 000	20,905 50 19,021 24	59 73 54 35	350 00 1,884 26	1 67
INVESCO LTD	IVZ	800 000	12,408 00 17,635 90	15 51 22 04	392 00 5,227 90-	3 16
** Total Foreign Stock		Sub- Total	33,313.50 36,657.14		742.00 3,343.64-	2.23
Mutual Funds						
COHEN & STEERS REALTY SHS	CSRSX	649 561	34,790 49 40,000 00	53 56 61 58	724 26 5,209 51-	2 08
COLUMBIA PACIFIC ENERGY AND NATURAL RES FD-Z	UMESX	804 459	14,327 41 19,998 86	17 81 24 86	67 57 5,671 45-	0 47
DWS DREMAN SMALL CAP VALUE FUND	KDSIX	1,458 924	42,965 31 48,217 43	29 45 33 05	781 98 5,252 12-	1 82
FORUM FDS ABSOLUTE STRATEGIES FUND CL I	ASFIX	7,346 189	81,248 85 80,000 00	11 06 10 89	352 62 1,248 85	0 43
FRANKLIN GOLD & PRECIOUS METALS ADV	FGADX	403 551	16,771 58 20,000 00	41 56 49 56	2,237 69 3,228 42-	13 34
HARBOR INTL FD	HAINX	1,620 454	81,233 36 90,000 00	50 13 55 54	1,413 04 8,766 64-	1 74
HARTFORD MIDCAP FD CL Y	HMDYX	3,757 633	74,589 02 80,000 00	19 85 21 29	759 04 5,410 98-	1 02
LAZARD EMERGING MARKETS PORT	LZEMX	7,618 080	130,802 43 150,000 00	17 17 19 69	1,927 37 19,197 57-	1 47
MFS INTL NEW DISCOVERY I	MWNIX	2,791 997	54,388 10 60,000 00	19 48 21 49	695 21 5,611 90-	1 28
MERGER FD	MERFX	2,504 696	39,048 21 40,000 00	15 59 15 97	756 42 951 79-	1 94
ROYCE VALUE PLUS FUND	RVPHX	4,019 292	43,971 05 50,000 00	10 94 12 44	317 52 6,028 95-	0 72
** Total Mutual Funds		Sub- Total	614,135.81 678,216.29		10,032.72 64,080.48-	1.63
* Total Equities - Other			647,449.31 714,873.43		10,774.72 67,424.12-	1 66



Account Statement

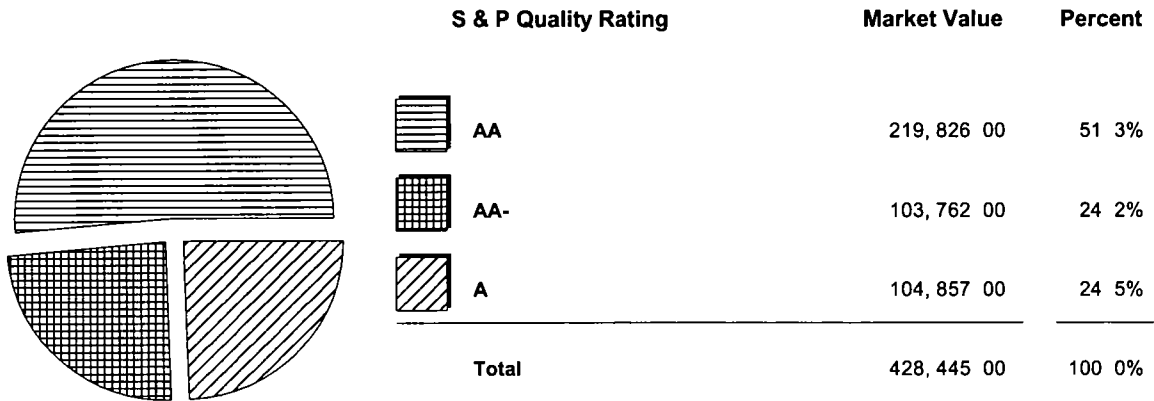
Account Number **1045002002**

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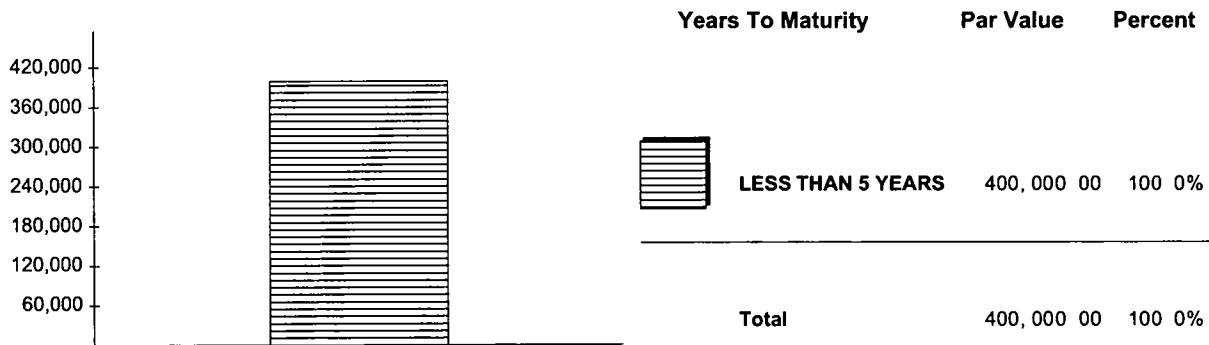
Statement Period October 01, 2010 Through September 30, 2011

Investment Detail (Continued)

Bond Quality Summary



Bond Maturity Summary



Average Time To Maturity: 2.1 Years

Current Yield: 4.62%

Description	Rating	Par Value	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Yield Current/ Maturity
Fixed Income						
Corporate Bonds						
CHEVRON CORP 3.95% 03/03/2014	AA	100,000 000	107,711 00 101,361 00	107.71 101.36	3,950 00 6,350 00	3.67 0.74
HERSHEY CO FOODS CORP 6.95% 08/15/2012	A	100,000 000	104,857 00 99,753 00	104.86 99.75	6,950 00 5,104 00	6.63 1.35
WAL-MART STORES INC GLOBAL NT 4.5% 07/01/2015	AA	100,000 000	112,115 00 102,061 00	112.12 102.06	4,500 00 10,054 00	4.01 1.19



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Statement Period October 01, 2010 Through September 30, 2011

Investment Detail (Continued)

Description	Rating	Par Value	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Yield Current/ Maturity
Corporate Bonds						
WELLS FARGO 4 375% 01/31/2013	AA-	100,000 000	103,762 00	103 76	4,375 00	4 22
			100,078 00	100 08	3,684 00	1 51
** Total Corporate Bonds		Sub- Total	428,445.00		19,775.00	4.62
* Total Fixed Income			428,445 00		19,775.00	4.62
			403,253.00		25,192.00	
Description	Ticker	Shares	Total Market/ Total Cost	Market Price/ Cost Price	Est Annual Inc / Unreal Gain / Loss	Current Yield
Other Assets						
C T F - Other						
ALTERNATIVE INVESTMENT FUND		8,019 891	92,162 35	11 49	3,135 78	3 40
			98,781 39	12 32	6,619 04-	
** Total C T F - Other		Sub- Total	92,162.35		3,135.78	3.40
* Total Other Assets			92,162.35		3,135.78	3.40
			98,781.39		6,619 04-	
Total Principal Assets			2,148,933 09		50,245.44	2.34
			2,120,364.70		28,568.39	
Total Income Assets			2,022.17		0 00	0.00
			2,022 17		0.00	
Grand Total Assets			2,150,955.26		50,245.44	2.34
			2,122,386.87		28,568.39	

