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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation SILVERWING FOUNDATION FOUNDED BY JAY AND BETTY VAN ANDEL		A Employer identification number 20-2110480			
Number and street (or P O box number if mail is not delivered to street address)		Room/suite	B Telephone number (see instructions) (616) 942-3265		
2905 LUCERNE DRIVE, SUITE 230					
City or town, state, and ZIP code GRAND RAPIDS, MI 49546		C If exemption application is pending, check here ► <input type="checkbox"/>			
G Check all that apply		Initial return <input type="checkbox"/>	Initial return of a former public charity <input type="checkbox"/>		
		Final return <input type="checkbox"/>	Amended return <input type="checkbox"/>		
		Address change <input type="checkbox"/>	Name change <input type="checkbox"/>		
H Check type of organization		X Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 59,698,959.		J Accounting method	<input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
		(Part I, column (d) must be on cash basis)			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		135,944.	135,944.		ATCH 1
4 Dividends and interest from securities		1,474,944.	508,172.		ATCH 2
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a		459,468.			
7 Capital gain net income (from Part IV, line 2)			459,468.		
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)		3,836,555.	46,339.		ATCH 3
12 Total Add lines 1 through 11		5,906,911.	1,149,923.	0	
13 Compensation of officers, directors, trustees, etc		237,500.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits		40,914.			
16a Legal fees (attach schedule) ATCH 4		55,184.			
b Accounting fees (attach schedule) ATCH 5		17,387.			
c Other professional fees (attach schedule) *		47,542.	47,542.		
17 Interest . ATTACHMENT 7		794.	794.		
18 Taxes (attach schedule) (see instructions)		23,395.	13,728.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 9		134,387.	59,661.		
24 Total operating and administrative expenses.		557,103.	121,725.		
Add lines 13 through 23					
25 Contributions, gifts, grants paid		6,244,181.			6,244,181.
26 Total expenses and disbursements Add lines 24 and 25		6,801,284.	121,725.	0	6,244,181.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-894,373.			
b Net investment income (if negative, enter -0)			1,028,198.		
c Adjusted net income (if negative, enter -0)				0	

For Paperwork Reduction Act Notice, see instructions.

*ATCH 6 JSA ** ATCH 8

Form 990-PF (2011)

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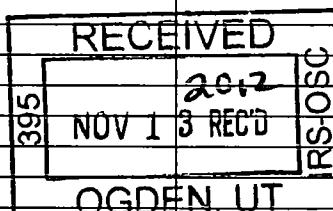
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Revenue
Operating and Administrative Expenses

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	5,730,303.	4,135,606.	4,135,606.
	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 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) ATTACH 10	29,465,984.	30,216,147.	55,563,353.
		c Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ►	9,567.			
	Less accumulated depreciation ►	9,567.			
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	35,196,287.	34,351,753.	59,698,959.	
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)	0	0	
		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				
28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	35,196,287.	34,351,753.		
30	Total net assets or fund balances (see instructions)	35,196,287.	34,351,753.		
31	Total liabilities and net assets/fund balances (see instructions)	35,196,287.	34,351,753.		
Net Assets or Fund Balances					

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	35,196,287.
2	Enter amount from Part I, line 27a	2	-894,373.
3	Other increases not included in line 2 (itemize) ► ATTACHMENT 11	3	49,839.
4	Add lines 1, 2, and 3	4	34,351,753.
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	34,351,753.

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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 SCHEDULE					
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	459,468.	
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 instructions) If (loss), enter -0- in Part I, line 8 }		3	0	

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 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))
2010	4,740,906.	55,509,073.	0.085408
2009	3,182,572.	43,112,819.	0.073820
2008	2,758,250.	44,426,745.	0.062085
2007	1,298,760.	44,655,396.	0.029084
2006	929,380.	39,516,066.	0.023519
2 Total of line 1, column (d)			2 0.273916
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 0.054783
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 58,822,956.
5 Multiply line 4 by line 3			5 3,222,498.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,282.
7 Add lines 5 and 6			7 3,232,780.
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			8 6,244,181.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	10,282.
b	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
c	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 . . .		
2	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	
3	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	3	10,282.
4	Add lines 1 and 2 . . .	4	0
5	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	5	10,282.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . .	6a	10,828.
b	Exempt foreign organizations - tax withheld at source . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	10,000.
d	Backup withholding erroneously withheld . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . .	7	20,828.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10	10,546.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ►	11	10,546. Refunded ►

Part VII-A Statements Regarding Activities

- 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .
- 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities
- 1c Did the foundation file Form 1120-POL for this year? . . .
- 1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____
- 1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____
- 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .
If "Yes," attach a detailed description of the activities
- 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 . . .
- 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year? . . .
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T
- 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? . . .
- 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
- 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
CA, MI, . . .
 - b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . .
- 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . .
- 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .

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 instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► N/A			
14	The books are in care of ► JIM ROSLONIEC Located at ► 2905 LUCERNE DR, SUITE 230 GRAND RAPIDS, MI	Telephone no ► 616-942-3265 ZIP + 4 ► 49546	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►	16	Yes 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 type="checkbox"/> Yes	<input checked="" 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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 instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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 2011 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 2011)	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 2011?	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	5b	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/>	6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>	7b	X

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 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
ATTACHMENT 12		237,500.	23,398.	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000				<input type="checkbox"/>

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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see 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 instructions		
3	NONE	
Total. Add lines 1 through 3		

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	32,754,183.
b Average of monthly cash balances	1b	3,068,883.
c Fair market value of all other assets (see instructions)	1c	23,895,671.
d Total (add lines 1a, b, and c)	1d	59,718,737.
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	
3 Subtract line 2 from line 1d	3	59,718,737.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	895,781.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	58,822,956.
6 Minimum investment return. Enter 5% of line 5	6	2,941,148.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1 Minimum investment return from Part X, line 6	1	2,941,148.
2a Tax on investment income for 2011 from Part VI, line 5	2a	10,282.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	10,282.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	2,930,866.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,930,866.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,930,866.

Part XII Qualifying Distributions (see 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	6,244,181.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,244,181.
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 instructions)	5	10,282.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,233,899.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,930,866.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008	2,457,437.			
d From 2009	3,187,262.			
e From 2010	2,009,918.			
f Total of lines 3a through e	7,654,617.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 6,244,181.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	6,244,181.	ATCH 13		
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a))	2,930,866.			2,930,866.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,967,932.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	10,967,932.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	2,457,437.			
c Excess from 2009	3,187,262.			
d Excess from 2010	2,009,918.			
e Excess from 2011	3,313,315.			

Part XIV **Private Operating Foundations** (see 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 2011, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section

	Prior 3 years				(e) Total
	Tax year	(a) 2011	(b) 2010	(c) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(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 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))

NAN VAN ANDEL

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 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.

ATTACHMENT 14

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

LETTER OF REFERENCE

c Any submission deadlines

NONE

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

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATTACHMENT 15				
Total			► 3a	6,244,181.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	135,944.	
4 Dividends and interest from securities		966,772.	14	508,172.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	459,468.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue	a				
b	ATTACHMENT 16	3,760,000.		76,555.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		4,726,772.		1,180,139.	
13 Total. Add line 12, columns (b), (d), and (e)					13 5,906,911.

(See worksheet in line 13 instructions to verify calculations)

Part XVI B Relationship of Activities to the

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

Yes No
 described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

b If "Yes," complete the following schedule.

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

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

Sign
Here

complete Declaration of preparer (or

e of officer or trustee

1 11-7-12

Date _____

► officer

Title

May the IRS discuss this return
with the preparer shown below
(see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name DANIEL FULLER	Preparer's signature <i>Daniel W. Fuller</i>	Date 11/7/12	Check <input type="checkbox"/> if self-employed	PTIN P00238135
	Firm's name ► BDO USA, LLP		Firm's EIN ► 13-5381590		
	Firm's address ► 200 OTTAWA AVE NW STE 300 GRAND RAPIDS, MI		49503	Phone no 616-774-7000	

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

20-2110480

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)	
36,921.		SMITH BARNEY #11718 30,420.					6,501.	
450,094.		SMITH BARNEY #11722 445,862.					4,232.	
1,302,472.		SMITH BARNEY #11714 1,319,368.					-16,896.	
215,499.		SMITH BARNEY #19754 181,804.					33,695.	
		SMITH BARNEY #19755					13,358.	
300,826.		SMITH BARNEY #20628 298,321.					2,505.	
550,842.		SMITH BARNEY #17734 545,301.					5,541.	
108,149.		SMITH BARNEY #11716 91,728.					16,421.	
		ACL ALTERNATIVE FUND SAC LIMIT					-31,655.	
483,407.		SMITH BARNEY #11718 403,579.					79,828.	
		SMITH BARNEY #11718					339.	
311,373.		SMITH BARNEY #11722 228,674.					82,699.	
		.						

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

20-2110480

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			
625,151.		SMITH BARNEY #11714 489,938.					135,213.	
325,000.		SMITH BARNEY #19753 300,518.					24,482.	
301,523.		SMITH BARNEY #19754 254,058.					47,465.	
305,000.		SMITH BARNEY #19755 294,867.					10,133.	
		SMITH BARNEY #19755					1,149.	
		SMITH BARNEY #19756					8,140.	
1,524,985.		SMITH BARNEY #17734 1,441,742.					83,243.	
401,236.		SMITH BARNEY #11716 388,238.					12,998.	
		ACL ALTERNATIVE FUND SAC LIMIT					-46,891.	
		SMITH BARNEY - PENN SQUARE					319.	
		SMITH BARNEY - PENN SQUARE					-13,333.	
TOTAL GAIN(LOSS)							<u>459,468.</u>	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
ACL ALTERNATIVE	759.	759.	
SMITH BARNEY -PENN SQUARE	3,872.	3,872.	
SMITH BARNEY -MCDONNELL	126,353.	126,353.	
SMITH BARNEY -MCDONNELL - OID	4,960.	4,960.	
TOTAL	<u><u>135,944.</u></u>	<u><u>135,944.</u></u>	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIESATTACHMENT 2

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
AMWAY EXPORT (VA), CO.	573,082.		
ALITICOR EXPORT DV CO.	393,690.		
SMITH BARNEY # 718	76,328.		76,328.
SMITH BARNEY # 716	76,995.		76,995.
SMITH BARNEY # 722	16,786.		16,786.
SMITH BARNEY # 714	15,070.		15,070.
SMITH BARNEY - GS DISTRESSED	1.		1.
SMITH BARNEY - LOOMIS	65,739.		65,739.
SMITH BARNEY - APEX	4,870.		4,870.
SMITH BARNEY - JP MORGAN	43,015.		43,015.
SMITH BARNEY - TEMPLETON	95,074.		95,074.
SMITH BARNEY - VANGUARD EMERGING	16,890.		16,890.
SMITH BARNEY - CONT/DIST	82.		82.
SMITH BARNEY #20970	78,823.		78,823.
SMITH BARNEY #19522	806.		806.
SMITH BARNEY #20968	4,584.		4,584.
SMITH BARNEY #90166	3.		3.
SMITH BARNEY - PENN SQUARE	13,106.		13,106.
TOTAL	<u>1,474,944.</u>	<u>508,172.</u>	

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
ALTICOR GLOBAL HOLDINGS, INC.	<u>3,760,000.</u>		
PENN SQUARE	<u>1,840.</u>	<u>1,840.</u>	
ACL ALTERNATIVE FUND	<u>-1,179.</u>	<u>-1,179.</u>	
MISCELLANEOUS INCOME	<u>2,640.</u>		
MORGAN STANLEY	<u>45,678.</u>		
STATE TAX REFUNDS	<u>27,576.</u>		
TOTALS	<u><u>3,836,555.</u></u>	<u><u>46,339.</u></u>	

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROFESSIONAL & LEGAL FEES	55,184.			
TOTALS	<u><u>55,184.</u></u>			

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	17,387.			
TOTALS	<u><u>17,387.</u></u>			

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	47,542.	47,542.	47,542.	
TOTALS	<u>47,542.</u>	<u>47,542.</u>	<u>47,542.</u>	

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSEATTACHMENT 7

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PENN SQUARE	794.	794.	794.	
TOTALS	<u>794.</u>	<u>794.</u>	<u>794.</u>	

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES	13,728.	13,728.		
PAYROLL TAXES	9,667.			
TOTALS	<u>23,395.</u>	<u>13,728.</u>		

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSESATTACHMENT 9

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
COMPUTER EXPENSE	306.			
OFFICE EQUIPMENT EXPENSE	556.			
POSTAGE & SHIPPING EXPENSES	106.			
DUES & FEES	458.			
OFFICE SUPPLIES	2,641.			
TELECOMMUNICATIONS	2,647.			
OUTSIDE SERVICES	20,185.			
MISCELLANEOUS EXPENSE	6,149.			
RENT	41,569.			
PENN SQUARE	24,151.			
ACL ALTERNATIVE FUND	35,510.			
MEALS & ENTERTAINMENT	109.			
 TOTALS	 <u>134,387.</u>	 <u>59,661.</u>	 <u>59,661.</u>	

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 10

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
ALTICOR GLOBAL HOLDINGS INC	132,344.	22,690,329.
AMWAY EXPORT (VA), CO.	13.	714,500.
AMWAY EXPORT (DV), CO.	13.	490,841.
SMITH BARNEY #90165		
SMITH BARNEY #11713	1,901,329.	1,894,556.
SMITH BARNEY #11712	2,097,820.	1,729,774.
SMITH BARNEY #11718	2,800,000.	4,096,521.
SMITH BARNEY #11716	827,953.	884,439.
SMITH BARNEY #11720		
SMITH BARNEY #11722		
SMITH BARNEY #11717		
SMITH BARNEY #11714	1,504,589.	1,727,902.
SMITH BARNEY #1009	600,000.	676,885.
SMITH BARNEY #13714		
SMITH BARNEY #13717		
SMITH BARNEY #13713	600,000.	705,166.
SMITH BARNEY #13744	274,573.	296,780.
SMITH BARNEY #13716	600,000.	646,060.
SMITH BARNEY #90166	1,705,508.	1,438,564.
SMITH BARNEY #17536	355,958.	412,128.
SMITH BARNEY #17734	2,674,980.	2,832,752.
PENN CAPITAL	711,463.	660,989.
SMITH BARNEY #17915	421,248.	615,464.
SMITH BARNEY #19522		
SMITH BARNEY #13718	2,832,292.	3,395,800.
SMITH BARNEY #19753	1,006,404.	1,030,865.
SMITH BARNEY #19754	779,694.	874,850.
SMITH BARNEY #19755	1,016,050.	987,156.
SMITH BARNEY #19756	1,357,237.	1,308,853.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
SMITH BARNEY #20067	1,250,000.	1,187,613.
SMITH BARNEY #20628	680,664.	576,767.
SMITH BARNEY #20970	1,075,138.	1,074,843.
SMITH BARNEY #21693	2,336,571.	2,033,150.
SMITH BARNEY #20968	674,306.	579,806.
 TOTALS	 <u>30,216,147.</u>	 <u>55,563,353.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK TO FAIR MARKET VALUE ADJUSTMENT	49,839.
TOTAL	<u>49,839.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
NAN VAN ANDEL, 2905 LUCERNE DRIVE SUITE 230 GRAND RAPIDS, MI 49546	PRESIDENT 32.00	187,500.	23,398.	0
JAMES ROSLONIEC 2905 LUCERNE DRIVE SUITE 230 GRAND RAPIDS, MI 49546	TREASURER 10.00	50,000.	0	0
		<u><u>237,500.</u></u>	<u><u>23,398.</u></u>	<u><u>0</u></u>
	GRAND TOTALS			

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

PURSUANT TO REG. SEC. 53.4942(A)-3(D)(2) TAXPAYER HERBY ELECTS TO
APPLY ITS 2011 QUALIFYING DISTRIBUTIONS TO CORPUS.

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JAMES ROSLONIEC
2905 LUCERNE DRIVE, SUITE 230
GRAND RAPIDS, MI 49546
616-942-3265

FORM 9000E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SEE ATTACHED STATEMENT	PUBLIC		6,244,181
		TOTAL CONTRIBUTIONS PAID	<u>6,244,181</u>

ATTACHMENT 15

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 16

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
ALTISSIMO GLOBAL HOLDINGS	424000	3,760,000.			1,840.
PENN SQUARE					-1,179.
ACL ALTERNATIVE FUND					2,640.
MISC. INVESTMENT ADMIN.					45,678.
MORGAN STANLEY					27,576.
STATE TAX REFUNDS					
 TOTALS		<u><u>3,760,000.</u></u>			<u><u>76,555.</u></u>

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

2011

► 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).

Name of estate or trust	SILVERWING FOUNDATION FOUNDED BY JAY AND BETTY VAN ANDEL	Employer identification number 20-2110480
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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	34,021.			
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	-7.			
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3				
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 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	34,014.			

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					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	425,465.			
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	-11.			
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8				
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 2010 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	425,454.			

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

Schedule D (Form 1041) 2011

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			34,014.
14 Net long-term gain or (loss):				
a Total for year	14a			425,454.
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			459,468.

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 in 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 Schedule D Tax Worksheet in 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 Schedule D Tax Worksheet in 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	25		
<input type="checkbox"/> No. Enter the amount from line 23	26		
26 Subtract line 25 from line 24	27		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	28		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	29		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	29		
29 Subtract line 28 from line 27	30		
30 Multiply line 29 by 15% (15)	31		
31 Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	32		
32 Add lines 30 and 31	33		
33 Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	34		
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)			

Schedule D (Form 1041) 2011

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

2011

► 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

SILVERWING FOUNDATION

Employer identification number

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

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 34,021.

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

Schedule D-1 (Form 1041) 2011

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

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

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 425,465 .

Schedule D-1 (Form 1041) 2011

JSA

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PAGE 40

Form 6781

Gains and Losses From Section 1256
Contracts and Straddles

OMB No 1545-0644

Department of the Treasury
Internal Revenue Service2011
Attachment
Sequence No 82

Name(s) shown on tax return

SILVERWING FOUNDATION

► Attach to your tax return.

Name(s) shown on tax return	Identifying number
SILVERWING FOUNDATION	20-2110480
Check all applicable boxes (see instructions)	
A <input type="checkbox"/> Mixed straddle election	C <input type="checkbox"/> Mixed straddle account election
B <input type="checkbox"/> Straddle-by-straddle identification election	D <input checked="" type="checkbox"/> X Net section 1256 contracts loss election

Part I Section 1256 Contracts Marked to Market

(a) Identification of account	(b) (Loss)	(c) Gain
1 PENN SQUARE GLOBAL REAL ESTATE FUND I, L.P.	18.00	
2 Add the amounts on line 1 in columns (b) and (c)	2 (18.00)	
3 Net gain or (loss) Combine line 2, columns (b) and (c)	3	-18.00
4 Form 1099-B adjustments See instructions and attach schedule	4	
5 Combine lines 3 and 4	5	-18.00
<i>Note: If line 5 shows a net gain, skip line 6 and enter the gain on line 7 Partnerships and S corporations, see instructions</i>		
6 If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back Enter the loss as a positive number	6	
7 Combine lines 5 and 6	7	-18.00
8 Short-term capital gain or (loss). Multiply line 7 by 40% (40) Enter here and include on the appropriate line of Schedule D (see instructions)	8	-7.20
9 Long-term capital gain or (loss). Multiply line 7 by 60% (60) Enter here and include on the appropriate line of Schedule D (see instructions)	9	-10.80

Part II Gains and Losses From Straddles. Attach a separate schedule listing each straddle and its components

Section A - Losses From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss If column (e) is more than (d), enter difference Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss If column (f) is more than (g), enter difference Otherwise, enter -0-
10							
11a Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)	11a ()					
b Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)	11b ()					

Section B - Gains From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain If column (d) is more than (e), enter difference Otherwise, enter -0-
12					
13a Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)	13a ()			
b Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)	13b ()			

Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference Otherwise, enter -0-
14				

For Paperwork Reduction Act Notice, see instructions.

Form 6781 (2011)

SilverWing Foundation
Contributions Disbursement Expense Report
December 31, 2011

	<u>1st Qtr</u>	<u>2nd Qtr</u>	<u>3rd Qtr</u>	<u>4th Qtr</u>	<u>YTD</u>
3XM-USA	\$ -	\$ 200,000	\$ -	\$ -	\$ 200,000
Action Institute	- -	- -	- -	10,000	10,000
Apologia	- -	- -	- -	2,000	2,000
Baptist International Evangelica	- -	- -	7,000	27,000	34,000
Barnabas Foundation	- -	- -	- -	5,000	5,000
Biblica	- -	50,000.00	- -	- -	50,000
Bible League	- -	250,000.00	- -	- -	250,000
Camp Tall Turf	- -	- -	- -	50,000	50,000
Campus Crusade for Christ	71,501	- -	- -	30,000	101,501
Cary Christian Center	- -	- -	- -	32,000	32,000
Chaplain Services, Inc.	- -	- -	- -	4,000	4,000
Christian Aid Mission	- -	10,000.00	- -	- -	10,000
Christian Learning Center	- -	- -	- -	5,000	5,000
Cross Road Correctional Ministry	350,000	- -	- -	- -	350,000
Development Associates Int'l	- -	- -	78,000	- -	78,000
D.O.O.R. International	- -	- -	- -	20,000	20,000
Easter Seals	100,000	- -	335,000	- -	435,000
Frontline Missions International	- -	- -	- -	20,000	20,000
GR Opportunities for Women	- -	- -	- -	3,000	3,000
Indian Trails Camp	- -	- -	- -	2,000	2,000
Institute for Global Engagement	- -	250,000.00	- -	- -	250,000
International Leadership Foundation	- -	- -	- -	2,000	2,000
John Stott Ministries	40,000	- -	43,424	- -	83,424
Josh McDowell Ministry	- -	- -	1,200,000	- -	1,200,000
Life International	300,000	- -	- -	- -	300,000
Luke Society	- -	- -	- -	185,000	185,000
Mackinac Center For Public Policy	- -	- -	- -	5,000	5,000
Mercy incorporated	580,000	- -	25,000	- -	605,000
Mission Builders International	- -	- -	- -	3,000	3,000
One Mission Society	349,000	126,262.00	- -	42,738	518,000
Open Doors With Brother Andrew	722,825	- -	191,475	- -	914,300
Orphans Tree, Inc.	- -	172,000.00	- -	- -	172,000
Paidia International Development	- -	- -	- -	20,000	20,000
Philanthropy roundtable	- -	- -	- -	10,000	10,000
Potter's House	- -	- -	- -	15,000	15,000
Redeemer Seminary	- -	- -	50,000	- -	50,000
Roseland Christian School	- -	100.00	- -	2,000	2,100
Scholarleaders International	- -	- -	- -	5,000	5,000
Scripture Union	25,000	29,000.00	- -	5,000	59,000
State Policy Network	- -	- -	- -	5,000	5,000
Teen Challenge International, Inc.	- -	- -	- -	6,000	6,000
The Heart of Dance	- -	- -	- -	1,000	1,000
Thomas Moore Law Center	- -	- -	- -	5,000	5,000
Wedgwood Christian Services	100,000	- -	- -	20,000	120,000
Western Michigan Teen Challenge	- -	- -	- -	20,000	20,000
West Michigan youth for Christ	- -	- -	2,856	10,000	12,856
World Missionary Press, Inc.	- -	- -	- -	10,000	10,000
Young Life GR Urban	- -	- -	- -	4,000	4,000
Total	\$ 2,638,326	\$ 1,087,362	\$ 1,932,755	\$ 585,738	\$ 6,244,181

**MorganStanley
SmithBarney**

Ref. 00007639 00073381

2011 Year End Summary

**SILVERWING FOUNDATION
Account Number 78B-11722-15 122**

Details of Short Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125002260	32	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	05/23/11	07/11/11	\$ 2,352.27	\$ 2,327.30		\$ 24.97
125002270	7	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	06/03/11	07/27/11	500.46	509.10	(8.64)	
125002280	129	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	06/17/11	08/02/11	9,222.82	9,324.92	(102.10)	
125002290	76	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	06/17/11	08/03/11	5,139.81	5,332.47	(192.66)	
125002300	3	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	06/20/11	08/15/11	8,443.02	9,561.53	(1,118.51)	
125002310	135	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	08/05/11	08/16/11	8,858.24	9,125.06	(266.82)	
125002320	2	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	08/05/11	09/02/11	4,354.14	4,562.53	(208.39)	
125002330	142	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	08/05/11	09/06/11	4,110.31	4,434.01	(323.70)	
125002340	71	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	08/05/11	09/09/11	3,812.46	3,948.41	(135.95)	
125002350	69	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	08/05/11	09/06/11	4,103.90	4,356.90	(253.00)	
125002360	64	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	08/08/11	09/09/11	1,978.65	2,035.90	(57.25)	
125002370	33	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	08/08/11	09/12/11	4,280.96	4,441.96	(161.00)	
125002380	72	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	08/08/11	09/13/11	2,125.38	2,159.29	(33.91)	
125002390	35	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	08/11/11	09/09/11	3,096.99	3,163.82	(66.83)	
125002400	51	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	08/11/11	09/12/11	1,214.51	1,229.66	(15.15)	
125002410	20	ISHARES TR RUSSELL 2000 VALUE INDEX FUND PROSPECTUS ENCLOSED	08/24/11	09/22/11	4,589.08	4,906.57	(317.49)	

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns. Enter filer's identifying number, see instructions.

Type or print	Name of exempt organization or other filer, see instructions SILVERWING FOUNDATION FOUNDED BY JAY AND BETTY VAN ANDEL	Employer identification number (EIN) or <input checked="" type="checkbox"/> 20-2110480
	Number, street, and room or suite no. If a P O box, see instructions 2905 LUCERNE DRIVE, SUITE 230	Social security number (SSN) <input type="checkbox"/>
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code For a foreign address, see instructions GRAND RAPIDS, MI 49546	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► JIM ROSLONIEC

Telephone No ► 616 942-3265

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 10,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ► X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions SILVERWING FOUNDATION FOUNDED BY JAY AND BETTY VAN ANDEL	Employer identification number (EIN) or <input checked="" type="checkbox"/> 20-2110480
	Number, street, and room or suite no. If a P O box, see instructions 2905 LUCERNE DRIVE, SUITE 230	Social security number (SSN) <input type="checkbox"/>
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code For a foreign address, see instructions GRAND RAPIDS, MI 49546	

Enter the Return code for the return that this application is for (file a separate application for each return) D 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 1041-A	08
Form 990-BL	02	Form 4720	09
Form 990-EZ	01	Form 5227	10
Form 990-PF	04	Form 6069	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8870	12
Form 990-T (trust other than above)	06		

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Patricia

CPA

Date ► 06/18/2012

Form 8868 (Rev. 1-2012)