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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing		78,007.	606,311.	606,311.
	2 Savings and temporary cash investments		5,027,263.	3,276,547.	3,276,546.
	3 Accounts receivable	► 3,022.			
	Less allowance for doubtful accounts	►	0.	3,022.	3,022.
	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 sch)	►			
	Less allowance for doubtful accounts	►			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		0.		
	10a Investments – U S and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule) L-10b Stmt		14,630,214.	12,024,776.	9,901,526.
	c Investments – corporate bonds (attach schedule) L-10c Stmt		309,725.	1,488,341.	1,075,325.
	11 Investments – land, buildings, and equipment basis	►			
	Less accumulated depreciation (attach schedule)	►			
	12 Investments – mortgage loans		1,247,525.	894,191.	894,190.
	13 Investments – other (attach schedule) L-13 Stmt		402,103.	347,466.	347,466.
	14 Land, buildings, and equipment basis	►			
	Less accumulated depreciation (attach schedule)	►			
	15 Other assets (describe ► L-15 Stmt)		321.	20,406.	20,406.
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		21,695,158.	18,661,060.	16,124,792.
LIABILITIES	17 Accounts payable and accrued expenses		1,167.	1,167.	
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► L-22 Stmt)		417.	0.	
	23 Total liabilities (add lines 17 through 22)		1,584.	1,167.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			<input type="checkbox"/>	
	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, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		21,693,574.	18,659,893.	
	30 Total net assets or fund balances (see instructions)		21,693,574.	18,659,893.	
	31 Total liabilities and net assets/fund balances (see instructions)		21,695,158.	18,661,060.	

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	21,693,574.
2 Enter amount from Part I, line 27a	2	-754,538.
3 Other increases not included in line 2 (itemize) ► <u>Summit K-1: tax loss exceeds book loss</u>	3	436,736.
4 Add lines 1, 2, and 3	4	21,375,772.
5 Decreases not included in line 2 (itemize) ► <u>Net realized loss on sale of securities</u>	5	2,715,879.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	18,659,893.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a see attached 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 24,286,766.	0.	26,054,335.	-1,767,569.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
a			-1,767,569.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	- [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		2	-1,767,569.	
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		

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 (column (b) divided by column (c))
2010	3,611,513.	19,779,105.	0.182592
2009	3,697,625.	21,062,785.	0.175553
2008	5,945,114.	24,111,320.	0.246569
2007	5,110,539.	49,706,635.	0.102814
2006	6,757,162.	56,814,673.	0.118933

2 Total of line 1, column (d) 2 0.826461

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 0.165292

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 18,024,371.

5 Multiply line 4 by line 3 5 2,979,284.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 0.

7 Add lines 5 and 6 7 2,979,284.

8 Enter qualifying distributions from Part XII, line 4 8 1,466,178.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	1	0.
Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
3 Add lines 1 and 2	5	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6 Credits/Payments		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	9,958.
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	9,958.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,958.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►	11	9,958.
	Refunded	

Part VII-A Statements Regarding Activities

1 a 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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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

c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If 'Yes,' attach a detailed description of the activities

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

4 a 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, column (c), and Part XV

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
MI – Michigan

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

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	Telephone no ► (517) 337-1373	
Located at ► 241 E. Saginaw, Ste 300, East Lansing, MI ZIP + 4 ► 48823		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ► 15	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►		

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

	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		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ► 20__, 20__, 20__, 20__		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see 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		
► 20__, 20__, 20__, 20__		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3b		
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)		
4a		X
4b		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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
 Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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)

 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 Nob 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)?

5b

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

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

 Yes No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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
Cheryl F. Groenendyke 241 E. Saginaw, E. Lansing MI 48823	President 1.00	0.	0.	0.
Barbara Shingleton 241 E. Saginaw, E. Lansing MI 48823	Vice Pres. 1.00	0.	0.	0.
Shirley A. Foote 241 E. Saginaw, E. Lansing MI 48823	Chairman 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	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				
0				
0				
0				
0				

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 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		► 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	<u>NONE</u>	
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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	<u>NONE</u>	
2		0.

All other program-related investments See instructions

3 _____

Total. Add lines 1 through 3

None

BAA

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 15,146,144.
b	Average of monthly cash balances	1b 2,248,561.
c	Fair market value of all other assets (see instructions)	1c 904,149.
d	Total (add lines 1a, b, and c)	1d 18,298,854.
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 18,298,854.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 274,483.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 18,024,371.
6	Minimum investment return. Enter 5% of line 5	6 901,219.

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	1 901,219.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 0.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 901,219.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 901,219.
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	7 901,219.

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 1,466,178.
b	Program-related investments – total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2 0.
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3a 0.
b	Cash distribution test (attach the required schedule)	3b 0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 1,466,178.
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 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,466,178.

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				901,219.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006 4,046,496.				
b From 2007 3,005,118.				
c From 2008 4,754,561.				
d From 2009 3,443,190.				
e From 2010 2,627,382.				
f Total of lines 3a through e 17,876,747.				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 1,466,178.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount 564,959.				901,219.
e Remaining amount distributed out of corpus 0.				0.
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 18,441,706.				
b Prior years' undistributed income Subtract line 4b from line 2b 0.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed 0.				
d Subtract line 6c from line 6b Taxable amount – see instructions 0.				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions 0.				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 0.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 0.				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) 4,046,496.				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 14,395,210.				
10 Analysis of line 9				
a Excess from 2007 3,005,118.				
b Excess from 2008 4,754,561.				
c Excess from 2009 3,443,190.				
d Excess from 2010 2,627,382.				
e Excess from 2011 564,959.				

BAA

Form 990-PF (2011)

Part XIV - Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

Part XV **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

David R. Foote, Shirley A. Foote, Frederick C. Foote, Kenneth J. Foote,

David R. Foote, Shirley A. Foote, Frederick C. Foote, Kenneth J. Foote,
Steven M. Foote, Cheryl Groenendyke

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

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

c Any submission deadlines

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

Part XV | Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Attached Schedule.				2,526,985.
Total			► 3a	2,526,985.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

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

Line No. ▼	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 (other than by providing funds for such purposes) (See instructions)
N/A	

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

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

2011

Name of the organization

Heritage Mark Foundation

Employer identification number

23-7017100

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

► \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990,
990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

Heritage Mark Foundation

23-7017100

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Steven M. Foote 177 E. 71st Street New York NY 10021	\$ 379,050.	Person Payroll Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	David R. Foote 5202 Knobcone Drive Castle Rock CO 80108	\$ 221,780.	Person Payroll Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	Theresa M. Foote 5820 Shoeman Road Haslett MI 48840	\$ 30,167.	Person Payroll Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4	Kenneth J. Foote 325 Wind N Wood Drive Okemos MI 48864	\$ 278,287.	Person Payroll Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5	Barbara Shingleton Trust 43 Chestnut Street Boston MA 02108	\$ 164,908.	Person Payroll Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
6	S.M. Foote CRUT No. 1 PO Box 980 East Lansing MI 48826-0980	\$ 6,489.	Person Payroll Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

Heritage Mark Foundation

23-7017100

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
7	S.M. Foote CRUT No. 1 PO Box 980 East Lansing MI 48826-0980	\$ 164,254	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution)

Name of organization

Heritage Mark Foundation

Employer identification number

23-7017100

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	10,000 shares of Williams Companies Inc.	\$ 270,450.	02/14/11
1	8,000 shares of Southwall Technologies	\$ 108,600.	10/07/11
2	3,000 shares of Williams Companies Inc.	\$ 92,340.	04/06/11
2	4,000 shares of Williams Companies Inc.	\$ 129,440.	12/29/11
3	305 shares of Capital One Financial Corporation	\$ 16,057.	06/02/11
3	463 shares of International Paper Co.	\$ 14,110.	06/02/11

BAA

Name of organization

Heritage Mark Foundation

Employer identification number

23-7017100

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	20,500 shares of Southwall Technologies	\$ 278,287.	10/07/11
5	748 shares of Capital One Financial Corporation	\$ 34,838.	10/27/11
5	4,500 shares of Hexcel Corporation	\$ 116,910.	10/27/11
5	462 shares of International Paper Co.	\$ 13,160.	10/27/11
7	1,000 shares of K-Swiss Inc.	\$ 8,930.	08/24/11
7	4,000 shares of Pulse Seismic Inc.	\$ 4,964.	08/24/11

BAA

Name of organization

Heritage Mark Foundation

Employer identification number

23-7017100

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	10,000 shares of Tutor Perini Corp bond 7.625% due 11/1/2018	\$ 9,044.	08/24/11
7	2,500 shares of Capstone Mining Corp.	\$ 5,841.	08/24/11
7	4,000 shares of Polaris Minerals Corp.	\$ 5,760.	08/24/11
7	1,950 shares of Pace Oil & Gas Ltd.	\$ 14,656.	08/24/11
7	150 shares of Pioneer Natural Resources 6.5% due 2/1/2017	\$ 6,922.	08/24/11

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Heritage Mark Foundation

Employer identification number

23-7017100

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	400 shares of Getty Realty Corp	\$ 8,412.	08/24/11
7	1,500 shares of Mission West Properties	\$ 9,818.	08/24/11
7	1,500 shares of BRT Realty Trust	\$ 9,759.	08/24/11
7	1,000 shares of Innovative Solutions & Support	\$ 6,030.	08/24/11
7	3,500 shares of Mosys, Inc.	\$ 15,380.	08/24/11
7	1,250 shares of Newport Corporation	\$ 16,875.	08/24/11

BAA

Name of organization

Heritage Mark Foundation

Employer identification number

23-7017100

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	16,000 shares of Dryships Inc. bond 5% due 12/1/2014	\$ 14,000.	08/24/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	475 shares of Nordic American Tanker Shipping	\$ 9,807.	08/24/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	1,350 shares of Safe Bulkers Inc.	\$ 9,921.	08/24/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income	Rev/Exp Book	Net Inv Inc	Adj Net Inc
<u>NanoHoldings, LLC</u>	<u>-54,637.</u>	<u>-54,637.</u>	<u>-54,637.</u>
<u>Summit Semiconductor LLC</u>	<u>-829,385.</u>	<u>-829,385.</u>	<u>-829,385.</u>
<u>DVD sales</u>	<u>435.</u>	<u>0.</u>	<u>435.</u>
Total	<u>-883,587.</u>	<u>-884,022.</u>	<u>-883,587.</u>

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Foreign tax on securities</u>	<u>2,890.</u>	<u>2,890.</u>	<u>0.</u>	<u>0.</u>
<u>Michigan tax credit</u>	<u>-1,202,955.</u>	<u>0.</u>	<u>0.</u>	<u>-1,202,955.</u>
Total	<u>-1,200,065.</u>	<u>2,890.</u>	<u>0.</u>	<u>-1,202,955.</u>

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Bank charges</u>	<u>181.</u>	<u>0.</u>	<u>0.</u>	<u>181.</u>
<u>Film/movie production</u>	<u>88,544.</u>	<u>0.</u>	<u>0.</u>	<u>88,544.</u>
<u>Miscellaneous</u>	<u>924.</u>	<u>0.</u>	<u>0.</u>	<u>924.</u>
<u>Office supplies</u>	<u>945.</u>	<u>0.</u>	<u>0.</u>	<u>945.</u>
<u>Postage</u>	<u>1,787.</u>	<u>0.</u>	<u>0.</u>	<u>1,787.</u>
<u>Web/Marketing expense</u>	<u>32,579.</u>	<u>0.</u>	<u>0.</u>	<u>32,579.</u>
<u>Investment advisory fees</u>	<u>33,204.</u>	<u>33,204.</u>	<u>33,204.</u>	<u>0.</u>
<u>Management fees</u>	<u>21,285.</u>	<u>21,285.</u>	<u>21,285.</u>	<u>0.</u>
Total	<u>179,449.</u>	<u>54,489.</u>	<u>54,489.</u>	<u>124,960.</u>

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> Frederick C. Foote 241 E. Saginaw, E. Lansing MI 48823	Vice Pres 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> Kenneth J. Foote 241 E. Saginaw, E. Lansing MI 48823	Trustee 1.00	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

Continued

(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
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> X <u>Susan L. Foote</u> <u>241 E. Saginaw,</u> <u>E. Lansing MI 48823</u>	Trustee 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> X <u>Steven M. Foote</u> <u>241 E. Saginaw,</u> <u>E. Lansing MI 48823</u>	Trustee 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> X <u>David R. Foote</u> <u>241 E. Saginaw, E.</u> <u>Lansing MI 48823</u>	Trustee 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input checked="" type="checkbox"/> X <u>Rhonda F. Judy</u> <u>241 E. Saginaw,</u> <u>E. Lansing MI 48823</u>	Trustee 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> X <u>Amy A. Kaczmarczyk</u> <u>690 Emily Ln</u> <u>Haslett MI 48840</u>	Sec/Treas 1.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Alseres Pharmaceutical Inc.	1,405,650.	132,000.
Capstone Mining Corp.	5,842.	6,802.
Cisco Systems Inc.	355,020.	452,000.
Diana Shipping Inc.	147,852.	149,600.
El Paso Corp.	344,016.	797,100.
FedEx Corp.	330,760.	417,550.
Focus Enhancements Series A	0.	226.
Ford Motor Company	420,479.	430,400.
Getty Realty Corporation	1,129,607.	699,174.
Innovative Solutions & Support Inc.	679,721.	363,770.
K-Swiss Inc.	183,291.	160,600.
MI Development Inc.	504,872.	591,630.
Mosys, Inc.	772,726.	623,280.
Newport Corp.	285,662.	289,212.

Form 990-PF, Page 2, Part II, Line 10b

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Nordic American Tanker Shipping	523,827.	299,750.
One Liberty Properties Inc.	388,873.	412,500.
Pace Oil & Gas Ltd	406,859.	218,658.
PF Changs China Bistro Inc.	567,243.	618,200.
Polaris Minerals	403,157.	104,636.
Pulse Seismic Inc.	492,179.	309,539.
Quantum 3D Ser 1 Conv Preferred	250,000.	208.
Safe Bulkers Inc.	379,997.	307,586.
Summit Semicondutor LLC Cl A	612,881.	338,525.
United Parcel Service Inc.	629,019.	731,900.
Waste Management Inc.	605,430.	654,200.
Williams Companies Inc.	199,813.	792,480.
Total	12,024,776.	9,901,526.

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Quantum 3D Sec Conv Prom NT 5%	140,000.	1,400.
Williams Cos Inc. 7.5%	105,850.	116,000.
Dryships Inc. 5% due 12/1/2014	548,000.	423,500.
Forest City Enterprises 6.5%	8,135.	9,350.
Frontline 4.5% due 4/14/2015	406,000.	232,125.
Tutor Perini Corp. 7.625% due 11/1/2018	280,356.	292,950.
Total	1,488,341.	1,075,325.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Investment in The Passion	1.	1.
Investment in NanoHoldings, LLC	347,465.	347,465.
Total	347,466.	347,466.

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Prepaid federal income tax	0.	9,958.	9,958.
Deposits & misc item	321.	321.	321.
Accrued interest on securities	0.	10,127.	10,127.
Total	321.	20,406.	20,406.

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value	
Federal taxes payable	417.	0.	
Total	417.	0.	

Additional Information For Tax Return

Heritage Mark Foundation

23-7017100

Form 990-PF, p1: Line 18(d)-2

Under Section 181 the taxpayer has been deducting movie production costs rather than capitalizing them. Expenditures in 2008 were \$2.6 million. Expenditures in 2009 were \$2.7 million. The \$1.2m credit in 2011 is the Michigan tax credit for film production.

Form 990-PF, p1: Line 23(a)-2

Taxpayer elects under Section 181 to deduct movie production costs rather than capitalize them.

HERITAGE MARK FOUNDATION

FORM 990-PF

23-7017100

PART XV SCHEDULE OF CONTRIBUTIONS

DECEMBER 31, 2011

NAME OF RECIPIENT	ADDRESS OF RECIPIENT	STATUS OF RECIPIENT	CONTRIBUTION	AMOUNT
3XM-USA	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	\$ 300
Acton Institute	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	200
Africa Inland Mission	Pearl River, NY	PUBLIC CHARITY	CHARITABLE	1,000
Alzheimer's Association	Tulsa, OK	PUBLIC CHARITY	CHARITABLE	1,000
Amistad Mission	Buford, GA	PUBLIC CHARITY	CHARITABLE	2,000
Answers in Genesis	Florence, KY	PUBLIC CHARITY	CHARITABLE	200
Bair Lake Bible	Jones, MI	PUBLIC CHARITY	CHARITABLE	32,000
Beacon Hill Civic Association	Boston, MA	PUBLIC CHARITY	CHARITABLE	780
Berachah Church	Houston, TX	PUBLIC CHARITY	CHARITABLE	30,000
Beth Israel Medical Center	New York, NY	PUBLIC CHARITY	CHARITABLE	2,500
Blair Academy	Blairstown, NJ	PUBLIC CHARITY	CHARITABLE	27,000
The Bowery Mission	New York, NY	PUBLIC CHARITY	CHARITABLE	20,000
Boys Hope Girls Hope of New York	Staten Island, NY	PUBLIC CHARITY	CHARITABLE	7,000
Brooklyn Academy	Brooklyn, NY	PUBLIC CHARITY	CHARITABLE	2,500
CAM International	Dallas, TX	PUBLIC CHARITY	CHARITABLE	1,500
Campus Crusade for Christ International	Orlando, FL	PUBLIC CHARITY	CHARITABLE	41,400
Catskill Mountain Foundation	Hunter, NY	PUBLIC CHARITY	CHARITABLE	2,000
CBMC of Mid-Michigan	Lansing, MI	PUBLIC CHARITY	CHARITABLE	500
CBMC, Inc	Chattanooga, TN	PUBLIC CHARITY	CHARITABLE	5,500
Charity Global, Inc	New York, NY	PUBLIC CHARITY	CHARITABLE	21,000
Chicago Hope Academy	Chicago, IL	PUBLIC CHARITY	CHARITABLE	62,500
Child Evangelism Fellowship	Warrenton, MO	PUBLIC CHARITY	CHARITABLE	2,500
Choate Rosemary Hall Foundation	Wallingford, CT	PUBLIC CHARITY	CHARITABLE	20,000
Christar	Reading, PA	PUBLIC CHARITY	CHARITABLE	7,500
Christian Camps, Inc	Averill Park, NY	PUBLIC CHARITY	CHARITABLE	3,000
Christian Mission for the Deaf	Aledo, TX	PUBLIC CHARITY	CHARITABLE	6,000
Christian Missions in Many Lands	Springlake, NJ	PUBLIC CHARITY	CHARITABLE	206,150
Christian Workers Fellowship Fund Inc	Kansas City, KS	PUBLIC CHARITY	CHARITABLE	149,350
Christians at East Lansing	East Lansing, MI	PUBLIC CHARITY	CHARITABLE	76,900
Columbia University School	New York, NY	PUBLIC CHARITY	CHARITABLE	1,000
Cornell University	Ithaca, NY	PUBLIC CHARITY	CHARITABLE	46,550
Cystic Fibrosis Foundation	Bethesda, MD	PUBLIC CHARITY	CHARITABLE	25,000
Deepwater Transitional Program	Lansing, MI	PUBLIC CHARITY	CHARITABLE	4,000
Denver Bible Church	Arvada, CO	PUBLIC CHARITY	CHARITABLE	1,200
DiscipleMakers	State College, PA	PUBLIC CHARITY	CHARITABLE	1,600
East West Ministries International	Dallas, TX	PUBLIC CHARITY	CHARITABLE	5,000
Eleazar Wheelock Society	Hanover, NH	PUBLIC CHARITY	CHARITABLE	1,000
East Lansing Educational Foundation	East Lansing, MI	PUBLIC CHARITY	CHARITABLE	1,000
F O C U S	New Canaan, CT	PUBLIC CHARITY	CHARITABLE	69,500
The Food Depot	Santa Fe, NM	PUBLIC CHARITY	CHARITABLE	3,000
Foundation for Economic Education Inc	Irvington, NY	PUBLIC CHARITY	CHARITABLE	200
Fund the Future for Children of St. Joseph's, Inc	New York, NY	PUBLIC CHARITY	CHARITABLE	5,000
The Geneva School of Manhattan	New York, NY	PUBLIC CHARITY	CHARITABLE	11,000
Gilcrease Museum Management Trust	Tulsa, OK	PUBLIC CHARITY	CHARITABLE	20,000
Grace Life International	Charlotte, NC	PUBLIC CHARITY	CHARITABLE	3,200
Greater Lansing Ballet Company	Lansing, MI	PUBLIC CHARITY	CHARITABLE	20,500
Haiti Foundation of Hope	Vancouver, WA	PUBLIC CHARITY	CHARITABLE	8,000
HCJB World Radio	Colorado Springs, CO	PUBLIC CHARITY	CHARITABLE	2,000
His House Christian Fellowship	Oshkosh, WI	PUBLIC CHARITY	CHARITABLE	3,000
His Mansion Ministries	Hillsboro, NH	PUBLIC CHARITY	CHARITABLE	21,400
The Hitchcock Foundation	Lebanon, NH	PUBLIC CHARITY	CHARITABLE	3,000
Interfaith Leadership Alliance	Santa Fe, NM	PUBLIC CHARITY	CHARITABLE	5,000
Jr Achievement	Denver, CO	PUBLIC CHARITY	CHARITABLE	500
Kids Excel El Paso, Inc	El Paso, TX	PUBLIC CHARITY	CHARITABLE	57,000
Lansing Christian School Foundation	Lansing, MI	PUBLIC CHARITY	CHARITABLE	200
Lansing City Rescue Mission	Lansing, MI	PUBLIC CHARITY	CHARITABLE	12,320
Layman's Foundation Inc	Cambridge, MA	PUBLIC CHARITY	CHARITABLE	3,500
Leadership Foundation, Inc	Colorado Springs, CO	PUBLIC CHARITY	CHARITABLE	7,500
Light Boston Inc	Boston, MA	PUBLIC CHARITY	CHARITABLE	250
Lower East Side Tenement Museum	New York, NY	PUBLIC CHARITY	CHARITABLE	250
Marymount School	New York, NY	PUBLIC CHARITY	CHARITABLE	500
Midtown Pregnancy Support Center	New York, NY	PUBLIC CHARITY	CHARITABLE	1,000
Millersville International House	Millersville, PA	PUBLIC CHARITY	CHARITABLE	10,000

HERITAGE MARK FOUNDATION

FORM 990-PF

23-7017100

PART XV SCHEDULE OF CONTRIBUTIONS

DECEMBER 31, 2011

NAME OF RECIPIENT	ADDRESS OF RECIPIENT	STATUS OF RECIPIENT	CONTRIBUTION	AMOUNT
Mountain Top Arboretum Inc	Tannersville, NY	PUBLIC CHARITY	CHARITABLE	2,000
Museum of New Mexico Foundation	Santa Fe, NM	PUBLIC CHARITY	CHARITABLE	10,000
National Jewish Health	Denver, CO	PUBLIC CHARITY	CHARITABLE	50,000
National Organization on Disability	New York, NY	PUBLIC CHARITY	CHARITABLE	12,000
New Hope Church	Haslett, MI	PUBLIC CHARITY	CHARITABLE	500
New Song Community Corporation	New York, NY	PUBLIC CHARITY	CHARITABLE	1,000
New York Fellowship	New York, NY	PUBLIC CHARITY	CHARITABLE	37,500
New York Rowing Association	New York, NY	PUBLIC CHARITY	CHARITABLE	5,000
Nichols House Museum	Boston, MA	PUBLIC CHARITY	CHARITABLE	7,035
OMF International	Littleton, CO	PUBLIC CHARITY	CHARITABLE	2,800
Princeton Evangelical Fellowship	Princeton, NJ	PUBLIC CHARITY	CHARITABLE	25,000
Redeemer Presbyterian Church	New York, NY	PUBLIC CHARITY	CHARITABLE	20,000
Rest Haven Homes, Inc	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	6,600
Riverview Community Church	Holt, MI	PUBLIC CHARITY	CHARITABLE	700
School for Advanced Research on the Human Experience	Santa Fe, NM	PUBLIC CHARITY	CHARITABLE	58,000
Search Ministries Inc	Ellicott City, MD	PUBLIC CHARITY	CHARITABLE	2,500
Second Chance Outreach	Tyrone, GA	PUBLIC CHARITY	CHARITABLE	3,200
Send International	Farmington, MI	PUBLIC CHARITY	CHARITABLE	3,000
Silver Ring Thing	Moon Township, PA	PUBLIC CHARITY	CHARITABLE	1,000
SITE Santa Fe	Santa Fe, NM	PUBLIC CHARITY	CHARITABLE	5,000
Socrates in the City Inc	New York, NY	PUBLIC CHARITY	CHARITABLE	1,000
St Andrew's Seek & Serve	St. Thomas, USVI	PUBLIC CHARITY	CHARITABLE	3,000
St John's College	Annapolis, MD	PUBLIC CHARITY	CHARITABLE	359,000
St Paul's Church	New York, NY	PUBLIC CHARITY	CHARITABLE	5,000
Stockbridge Fire Department	Stockbridge, MA	PUBLIC CHARITY	CHARITABLE	10,000
Tannersville Area Health Committee	Tannersville, NY	PUBLIC CHARITY	CHARITABLE	1,000
That Day, Inc	Grand Rapids, MI	PUBLIC CHARITY	CHARITABLE	7,900
The Boston Athenaeum	Boston, MA	PUBLIC CHARITY	CHARITABLE	2,500
The Buckley School	New York, NY	PUBLIC CHARITY	CHARITABLE	5,000
The Cleveland Clinic Foundation	Cleveland, OH	PUBLIC CHARITY	CHARITABLE	200,000
The Mackinac Center for Public Policy	Midland, MI	PUBLIC CHARITY	CHARITABLE	400
The Memorial Church of All Angels	Haines Fall, NY	PUBLIC CHARITY	CHARITABLE	1,500
The Navigators	Colorado Springs, CO	PUBLIC CHARITY	CHARITABLE	38,600
The New School	New York, NY	PUBLIC CHARITY	CHARITABLE	50,000
The University of Tulsa	Tulsa, OK	PUBLIC CHARITY	CHARITABLE	5,000
Todd Martin Development Fund	East Lansing, MI	PUBLIC CHARITY	CHARITABLE	5,000
Trinity Grace Church	New York, NY	PUBLIC CHARITY	CHARITABLE	40,000
Truth and Tidings Gospel Trust USA	Wadsworth, OH	PUBLIC CHARITY	CHARITABLE	307,400
University of Virginia	Charlottesville, VA	PUBLIC CHARITY	CHARITABLE	2,500
Vision New England	Burlington, MA	PUBLIC CHARITY	CHARITABLE	2,800
Walkboston, Inc	Boston, MA	PUBLIC CHARITY	CHARITABLE	200
The University of Texas MD Anderson Cancer Center	Houston, TX	PUBLIC CHARITY	CHARITABLE	20,000
Westerly Road Church	Princeton, NJ	PUBLIC CHARITY	CHARITABLE	500
Westminster Seminary California	Escondido, CA	PUBLIC CHARITY	CHARITABLE	50,000
Wheaton College	Wheaton, IL	PUBLIC CHARITY	CHARITABLE	42,000
Wisconsin Christian Campus Ministries	Oshkosh, WI	PUBLIC CHARITY	CHARITABLE	3,000
World Harvest Mission	Jenkintown, PA	PUBLIC CHARITY	CHARITABLE	4,000
World Vision, Inc	Tacoma, WA	PUBLIC CHARITY	CHARITABLE	5,000
WQXR - New York Public Radio	New York, NY	PUBLIC CHARITY	CHARITABLE	2,000
Wycliffe Bible Translators	Huntington Beach, CA	PUBLIC CHARITY	CHARITABLE	3,400
Youth for Christ/USA	Englewood, CO	PUBLIC CHARITY	CHARITABLE	10,000
			Grand Total	\$ 2,526,985

HERITAGE MARK FOUNDATION

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DECEMBER 31, 2011

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0 7367	Capital One Financial Corp	P	2/23/2011	6/9/2011	\$ 37	\$ -	\$ 37	\$ (0)
5,000	Getty Realty Corp	P	3/2/2011	7/11/2011	126,458	0	114,605	11,853
6 7482	International Paper Company	P	3/16/2011	5/31/2011	209	0	174	35
1,500	MI Development, Inc	P	1/28/2011	10/27/2011	48,479	0	40,797	7,682
14,593	Yahoo! Inc	P	3/16/2011	10/20/2011	234,946	0	237,567	(2,621)
30,000	Bank of America	P	8/10/2011	9/16/2011	215,086	0	211,510	3,576
50,000	Bank of America	P	10/5/2011	10/10/2011	310,484	0	286,010	24,474
200,000	Bank of America	P	10/18/2011	10/21/2011	1,287,985	0	1,276,010	11,975
135,000	Bank of America	P	various	11/30/2011	711,506	0	884,300	(172,794)
20,000	BNP Paribas	P	various	various	399,072	0	356,320	42,752
31,000	Citigroup	P	various	various	853,743	0	1,192,976	(339,233)
50,000	Caterpillar Inc	P	various	various	4,013,373	0	3,885,555	127,818
25,000	Citizens Republic Bancorp Inc	P	3/2/2011	various	189,926	0	282,534	(92,608)
20,000	Credit Suisse Group	P	9/9/2011	11/30/2011	481,781	0	457,610	24,171
20,000	Cisco Systems Inc	P	8/23/2011	9/12/2011	314,384	0	304,010	10,374
5,000	Freeport McMoran Copper	P	11/1/2011	11/3/2011	200,546	0	192,160	8,386
15,000	Freeport McMoran Copper	P	11/9/2011	11/10/2011	587,383	0	580,660	6,723
30,000	Freeport McMoran Copper	P	11/17/2011	11/30/2011	1,157,968	0	1,116,278	41,690
5,000	FedEx Corp	P	9/22/2011	11/30/2011	411,282	0	331,760	79,522
10,000	Fifth Third Bancorp	P	8/10/2011	10/10/2011	109,596	0	95,510	14,086
10,000	Fifth Third Bancorp	P	9/22/2011	10/10/2011	109,596	0	93,910	15,686
10,000	General Electric Co	P	9/22/2011	9/29/2011	158,692	0	148,510	10,182
35,580	Getty Realty Corp	P	various	12/6/2011	467,082	0	814,626	(347,544)
5,000	Honda Motor Co Ltd	P	11/1/2011	11/3/2011	151,987	0	151,710	277
25,000	Intel Corporation	P	various	9/12/2011	497,730	0	494,912	2,818
10,000	JP Morgan Chase & Co	P	9/22/2011	10/5/2011	301,484	0	293,510	7,974
10,000	Microsoft Corporation	P	9/22/2011	10/10/2011	267,985	0	249,510	18,475
10,000	Pepsico Inc	P	8/10/2011	9/29/2011	625,478	0	610,010	15,468
15,000	PF Chang's China Bistro Inc	P	10/5/2011	11/30/2011	450,431	0	428,250	22,181
10,000	PNC Financial Services Group Inc	P	8/10/2011	8/22/2011	434,364	0	460,237	(25,873)
10,000	PNC Financial Services Group Inc	P	8/23/2011	10/10/2011	501,687	0	447,510	54,177
20,000	Societe Generale	P	9/22/2011	9/27/2011	108,988	0	82,010	26,978
10,000	United Parcel Service Inc	P	8/10/2011	9/12/2011	627,578	0	623,710	3,868
5,000	United Parcel Service Inc	P	9/22/2011	9/27/2011	323,334	0	315,609	7,725
7,500	Exxon Mobil	P	8/10/2011	9/12/2011	525,955	0	519,760	6,195
	Total Long Term Capital Gain				\$ 17,206,614	\$ -	\$ 17,580,167	\$ (373,553)
195,000	Alseres Pharmaceutical	P	3/11/2003	various	\$ 13,564	0	\$ 975,000	\$ (961,436)
1,500	BRT Realty Trust	G	5/6/2010	10/5/2011	\$ 9,330	0	\$ 9,759	(429)

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748	Capital One Financial Corp	G	1/15/1994	6/8/2011	37,128	0	6,423	30,705
305	Capital One Financial Corp	G	1/18/1994	6/8/2011	15,139	0	2,619	12,520
748	Capital One Financial Corp	G	1/15/1994	11/15/2011	32,513	0	6,423	26,090
170,000	Focus Enhancements Inc Sr 12%	P	10/13/2010	11/30/2011	1	0	215,669	(215,668)
5,000	Hexcel Corporation	P	10/22/2002	6/23/2011	105,333	0	7,325	98,008
7,500	Hexcel Corporation	P	10/22/2002	7/15/2011	164,097	0	10,987	153,110
5,000	Hexcel Corporation	P	10/22/2002	5/3/2011	102,942	0	7,325	95,617
5,000	Hexcel Corporation	P	10/22/2002	5/27/2011	103,506	0	7,325	96,181
4,500	Hexcel Corporation	G	10/22/2002	11/28/2011	106,007	0	6,525	99,482
7,500	Hexcel Corporation	P	10/22/2002	7/12/2011	167,376	0	10,988	156,388
462	International Paper Company	G	12/31/1982	11/15/2011	12,988	0	246	12,742
463	International Paper Company	G	12/31/1982	5/27/2011	14,321	0	247	14,074
463	International Paper Company	G	12/31/1982	5/27/2011	14,321	0	247	14,074
463	International Paper Company	G	12/31/1982	6/7/2011	14,040	0	247	13,793
5,100	Mosys, Inc	P	5/6/2004	7/15/2011	27,542	0	33,508	(5,966)
1,500	Mission West Properties Inc	P	3/5/1999	11/3/2011	11,400	0	10,035	1,365
150	Pioneer Natural Resources	P	10/9/2007	11/28/2011	13,198	0	6,922	6,276
1,210,034	Summit Semiconductor LLC	P	7/31/2008	1/5/2011	1	0	1,211,675	(1,211,674)
20,500	Southwall Technologies Inc	G	1/24/2007	10/10/2011	276,761	0	60,314	216,447
8,000	Southwall Technologies Inc	G	11/16/2007	10/10/2011	108,004	0	24,025	83,979
2,250	Williams Companies Inc	G	12/3/2002	2/18/2011	68,247	0	5,670	62,577
2,750	Williams Companies Inc	P	2/20/2003	2/18/2011	83,414	0	9,570	73,844
5,000	Williams Companies Inc	G	9/17/2002	5/27/2011	155,605	0	13,255	142,350
5,000	Williams Companies Inc	G	9/17/2002	5/6/2011	154,546	0	13,255	141,291
2,500	Williams Companies Inc	P	2/20/2003	7/15/2011	74,181	0	8,700	65,481
5,000	Williams Companies Inc	P	2/20/2003	7/11/2011	151,902	0	17,400	134,502
7,500	Williams Companies Inc	P	2/20/2003	7/25/2011	231,877	0	26,101	205,776
70,000	Williams Cos Inc 7.5%	P	1/13/2005	12/7/2011	90,290	0	63,875	26,415
1	Gastar Fridkin Kaufman #1 Realty	P	10/13/2004	2/25/2011	1	0	-	1
1	Gastar Cheney #1 Royalty	P	10/13/2004	2/25/2011	1	0	-	1
1	Gastar Royalty Donelson #1	P	7/12/2007	2/25/2011	3,169	0	-	3,169
15,000	Bank of America	P	1/14/2010	8/23/2011	92,988	0	252,760	(159,772)
15,000	Bank of America	P	1/21/2010	8/23/2011	93,288	0	228,908	(135,620)
9,000	Citigroup	P	8/22/2011	239,937	0	385,217	(145,280)	
10,000	Ford Motor Company	P	4/27/2010	8/22/2011	99,989	0	137,508	(37,519)
10,000	Ford Motor Company	P	4/28/2010	8/23/2011	100,704	0	129,508	(28,804)
40,000	Ford Motor Company	P	9/29/2011	401,182	0	472,018	(70,836)	
10,000	Ford Motor Company	P	5/21/2010	10/10/2011	111,394	0	111,433	(39)
30,000	Fifth Third Bancorp	P	5/7/2010	8/22/2011	92,988	0	132,208	(39,220)
30,000	General Electric Co	P	1/14/2010	9/27/2011	328,788	0	353,997	(25,209)
30,000	General Electric Co	P	1/14/2010	9/27/2011	306,984	0	365,716	(58,732)
30,000	General Electric Co	P	1/21/2010	9/29/2011	479,981	0	501,010	(21,029)
12,000	General Electric Co	P	1/21/2010	9/29/2011	190,431	0	192,608	(2,177)

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463	International Paper Company	G	12/31/1982	8/22/2011	10,981	0	247	10,734
3,000	International Paper Company	G	4/14/2009	8/22/2011	71,150	0	21,840	49,310
40,000	Keycorp	P	4/16/2010	9/29/2011	235,986	0	316,116	(80,130)
20,000	Kimco Realty Corp	P	1/14/2010	8/10/2011	322,984	0	279,010	43,974
20,000	Louisiana Pacific Corp	P	8/22/2011	115,988	0	153,998	(38,010)	
10,000	Louisiana Pacific Corp	P	5/6/2010	8/23/2011	56,989	0	104,508	(47,519)
20,000	Louisiana Pacific Corp	P	9/15/2011	121,588	0	204,201	(82,613)	
10,000	Louisiana Pacific Corp	P	1/21/2010	9/16/2011	61,989	0	77,003	(15,014)
10,000	Louisiana Pacific Corp	P	5/21/2010	9/27/2011	60,489	0	83,508	(23,019)
25,000	New York Community Bancorp Inc	P	1/21/2010	9/27/2011	309,984	0	377,508	(67,524)
3,000	Williams Companies Inc	G	10/23/2002	8/10/2011	80,709	0	4,100	76,609
25,000	Western Union Co	P	8/23/2011	401,732	0	493,770	(92,038)	
20,000	Western Union Co	P	2/12/2010	8/25/2011	328,184	0	323,808	4,376
				7,080,152		8,474,168		(1,394,016)

GRAND TOTAL FOR CAPITAL GAIN LOSS

\$ 24,286,766 \$ - \$ 26,054,335 \$ (1,767,569)

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

► 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 File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions Heritage Mark Foundation	Employer identification number (EIN) or <input checked="" type="checkbox"/> 23-7017100
	Number, street, and room or suite number. If a P O box, see instructions P.O. Box 980,	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions East Lansing	MI 48826-0980

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

04

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 (section 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 ► Frederick C. Foote -----

Telephone No ► (517) 337-1373 ----- FAX No ► (517) 337-8513 -----

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- calendar year 20 11 or
- tax year beginning _____, 20 ____, and ending _____, 20 ____

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 \$	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	3b \$	9,958.
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 \$	0.

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

BAA For Paperwork Reduction Act Notice, see Instructions.

FIFZ0501 01/04/12

Form 8868 (Rev 1-2012)

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