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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation
ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

A Employer identification number
26-4094446

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
280 DAINES STREET NO 300

B Telephone number (see page 10 of the instructions)
(248) 645-9220

City or town, state, and ZIP code
BIRMINGHAM, MI 48009

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,841,384

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,707	2,707		
	4	Dividends and interest from securities	20,917	20,917		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	169,672			
	b	Gross sales price for all assets on line 6a 572,649				
	7	Capital gain net income (from Part IV, line 2)		169,672		
	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)	-16,402	-16,402		
	12	**Total.** Add lines 1 through 11	176,894	176,894		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,552	0		0
	c	Other professional fees (attach schedule)				
	17	Interest	5,224	5,224		0
	18	Taxes (attach schedule) (see page 14 of the instructions)	409	409		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	20,429	20,429		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	27,614	26,062		0
	25	Contributions, gifts, grants paid	158,540			158,540
	26	**Total expenses and disbursements.** Add lines 24 and 25	186,154	26,062		158,540
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-9,260			
	b	**Net investment income** (if negative, enter -0-)		150,832		
	c	**Adjusted net income** (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Cat No 11289X Form **990-PF** (2011)

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	610	2,554	2,554
	2	Savings and temporary cash investments	790,775	411,092	411,092
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,156,449	1,263,383	1,453,596
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	708,671	970,216	974,142
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,656,505	2,647,245	2,841,384
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **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.**			
	27	Capital stock, trust principal, or current funds	2,656,505	2,647,245	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,656,505	2,647,245	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,656,505	2,647,245	

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	2,656,505
2	Enter amount from Part I, line 27a	2	-9,260
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,647,245
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,647,245

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 Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	169,672
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	179,088	2,840,607	0 063046
2009	20,205	1,821,371	0 011093
2008			
2007			
2006			

2	**Total** of line 1, column (d).	2	0 074139
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 037070
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,779,560
5	Multiply line 4 by line 3.	5	103,038
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,508
7	Add lines 5 and 6.	7	104,546
8	Enter qualifying distributions from Part XII, line 4.	8	158,540

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	1,508
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	1,508
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,508
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	130		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,130
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	6
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	384
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
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.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶PAUL ZLOTOFF Telephone no ▶(248) 645-9220

Located at ▶280 DAINES STREET SUITE 300 BIRMINGHAM MI ZIP+4 ▶48009

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

			Yes	No
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?	16		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

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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ 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)? ☐ Yes ☑ 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). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. . . ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
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? ☐ Yes ☑ 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 page 20 of the 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? ☐ Yes ☑ 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		No
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		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
PAUL ZLOTOFF 280 DAINES STREET SUITE 300 BIRMINGHAM, MI 48009	PRESIDENT, TRUSTEE 1 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,247,756
b	Average of monthly cash balances	1b	574,132
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,821,888
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,821,888
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	42,328
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,779,560
6	**Minimum investment return.** Enter 5% of line 5	6	138,978

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	138,978
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 1,508		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,508
3	Distributable amount before adjustments Subtract line 2c from line 1	3	137,470
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	137,470
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	137,470

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	158,540
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	
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	158,540
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,508
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	157,032

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				137,470
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			32,454	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 158,540				
a Applied to 2010, but not more than line 2a			32,454	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				126,086
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				11,384
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
2a 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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 page 27 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

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

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

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				158,540
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	2,707	
4 Dividends and interest from securities. . . .			14	20,917	
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.					
8 Gain or (loss) from sales of assets other than inventory			18	169,672	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a RMPS INVESTORS, LLC			14	-11,884	
b AKAHI FUND, L P			14	-168	
c AKAHI FUND, L P			14	-4,350	
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		176,894	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 176,894

(See worksheet in line 13 instructions on page 28 to verify calculations)

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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2012-11-09 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature RAYMOND J GHERSI	Date 2012-11-09	Check if self-employed ☐	PTIN P00177156
Firm's name BERGER GHERSI & LADUKE PLC		Firm's EIN 38-2517534	
Firm's address 43940 WOODWARD AVE SUITE 200 BLOOMFIELD HILLS, MI 483025026		Phone no (248) 333-3680	

May the IRS discuss this return with the preparer shown above? See instructions. ☐ **Yes** ☐ **No**

Additional Data

Software ID:
Software Version:
EIN: 26-4094446
Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
50 SHS BARRICK GOLD CORP	P	2010-12-06	2011-04-25
25 SHS BARRICK GOLD CORP	P	2010-12-14	2011-04-25
25 SHS AMERICAN EXPRESS CO	P	2009-11-23	2011-11-23
25 SHS AMERICAN EXPRESS CO	P	2009-12-01	2011-11-23
25 SHS BHP BILLITON LTD ADR	P	2010-07-29	2011-03-08
25 SHS BHP BILLITON LTD ADR	P	2010-09-15	2011-03-08
5 SHS PEABODY ENERGY CORP	P	2008-10-16	2011-08-08
10 SHS PEABODY ENERGY CORP	P	2009-05-26	2011-08-08
10 SHS PEABODY ENERGY CORP	P	2009-08-18	2011-08-08
25 SHS PEABODY ENERGY CORP	P	2009-11-16	2011-08-08
50 SHS PEABODY ENERGY CORP	P	2010-12-14	2011-08-08
25 SHS ANHEUSER-BUSCH INBEV ADR	P	2009-07-02	2011-08-10
25 SHS ANHEUSER-BUSCH INBEV ADR	P	2009-07-14	2011-08-10
25 SHS ANHEUSER-BUSCH INBEV ADR	P	2010-09-15	2011-08-10
25 SHS ANHEUSER-BUSCH INBEV ADR	P	2010-12-14	2011-08-10
25 SHS CATTERPILLAR INC	P	2010-09-15	2011-06-23
50 SHS CAVIUM INC	P	2011-04-26	2011-08-05
5 SHS CELGENTE CORP	P	2009-03-13	2011-02-23
10 SHS CELGENTE CORP	P	2009-05-26	2011-02-23
50 SHS COSTCO WHOLESALE	P	2010-12-14	2011-08-08
10 SHS CISCO SYSTEMS INC	P	2009-05-26	2011-04-08
50 SHS CISCO SYSTEMS INC	P	2009-07-15	2011-04-08
40 SHS CISCO SYSTEMS INC	P	2009-08-18	2011-04-08
25 SHS CITRIX SYSTEMS INC	P	2010-11-04	2011-12-21
25 SHS CITRIX SYSTEMS INC	P	2010-12-14	2011-12-21
25 SHS CITRIX SYSTEMS INC	P	2011-01-21	2011-12-21
15 SHS DEERE & CO	P	2010-03-05	2011-06-03
35 SHS DEERE & CO	P	2010-12-14	2011-06-03
25 SHS DEERE & CO	P	2011-01-21	2011-06-03
25 SHS WALT DISNEY CO	P	2011-03-25	2011-06-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25 SHS WALT DISNEY CO	P	2010-06-18	2011-08-10
25 SHS WALT DISNEY CO	P	2010-09-15	2011-08-10
25 SHS WALT DISNEY CO	P	2011-03-25	2011-08-10
25 SHS DIRECTV CL A	P	2010-09-15	2011-06-10
25 SHS DIRECTV CL A	P	2010-12-14	2011-06-10
15 SHS DIRECTV CL A	P	2010-06-16	2011-08-04
10 SHS DIRECTV CL A	P	2010-08-02	2011-08-04
25 SHS DIRECTV CL A	P	2010-08-05	2011-08-04
50 SHS DEVON ENERGY CORP	P	2010-12-14	2011-08-18
50 SHS EMC CORP	P	2011-06-28	2011-08-18
200 SHS FORD MOTOR COMPANY	P	2011-04-26	2011-06-15
200 SHS FORD MOTOR COMPANY	P	2011-01-31	2011-08-08
50 SHS FREEPORT-MCMORAN	P	2010-07-14	2011-08-08
10 SHS FEDEX CORP	P	2009-08-18	2011-06-10
20 SHS FMC TECHNOLOGIES	P	2009-04-30	2011-05-12
30 SHS FMC TECHNOLOGIES	P	2009-05-26	2011-05-12
50 SHS FMC TECHNOLOGIES	P	2010-09-15	2011-05-12
15 SHS GILEAD SCIENCES INC	P	2007-01-03	2011-02-23
10 SHS GILEAD SCIENCES INC	P	2009-05-26	2011-02-23
25 SHS CORNING INC	P	2009-04-06	2011-06-15
25 SHS CORNING INC	P	2009-04-30	2011-06-15
25 SHS CORNING INC	P	2009-05-26	2011-06-15
25 SHS CORNING INC	P	2009-08-18	2011-06-15
50 SHS CORNING INC	P	2010-09-15	2011-06-15
5 SHS GOOGLE INC CL A	P	2010-09-15	2011-08-08
25 SHS HSBC HLDGS PLC ADR	P	2010-08-02	2011-03-01
25 SHS HSBC HLDGS PLC ADR	P	2010-09-14	2011-03-01
25 SHS HSBC HLDGS PLC ADR	P	2010-09-15	2011-03-01
25 SHS HESS CORP	P	2009-10-06	2011-08-04
25 SHS HESS CORP	P	2010-09-15	2011-08-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5 SHS JOHNSON & JOHNSON	P	2008-10-13	2011-01-26
10 SHS JOHNSON & JOHNSON	P	2009-05-26	2011-01-26
10 SHS JOHNSON & JOHNSON	P	2009-08-18	2011-01-26
25 SHS MCDONALDS CORP	P	2010-09-15	2011-04-08
25 SHS MOLYCORP INC	P	2010-12-15	2011-05-16
25 SHS MOLYCORP INC	P	2010-12-14	2011-06-23
50 SHS MOLYCORP INC	P	2010-12-06	2011-08-05
25 SHS 3M CO	P	2010-09-20	2011-03-15
25 SHS 3M CO	P	2010-10-13	2011-03-15
25 SHS MONSANTO CO	P	2010-12-29	2011-06-01
25 SHS MONSANTO CO	P	2010-12-29	2011-08-04
25 SHS MOSAIC CO	P	2011-01-26	2011-06-23
25 SHS MOSAIC CO	P	2011-01-26	2011-08-04
10 SHS NETFLIX INC	P	2011-04-22	2011-06-15
5 SHS NETFLIX INC	P	2010-05-12	2011-06-15
10 SHS NETFLIX INC	P	2010-12-14	2011-06-15
25 SHS NATIONAL OILWELL VARCO	P	2010-03-05	2011-03-16
25 SHS NATIONAL OILWELL VARCO	P	2010-02-11	2011-03-16
25 SHS NATIONAL OILWELL VARCO	P	2010-09-15	2011-03-16
25 SHS NATIONAL OILWELL VARCO	P	2011-07-21	2011-10-03
25 SHS NATIONAL OILWELL VARCO	P	2011-09-07	2011-12-14
15 SHS PROCTER & GAMBLE CO	P	2007-01-03	2011-06-22
10 SHS PROCTER & GAMBLE CO	P	2009-05-26	2011-06-22
25 SHS PROCTER & GAMBLE CO	P	2010-09-15	2011-06-22
10 SHS POTASH CORP	P	2010-08-02	2011-01-25
25 SHS RIO TINTO PLC ADR	P	2011-09-01	2011-12-21
15 SHS SCHLUMBERGER LTD	P	2009-10-14	2011-03-09
5 SHS SCHLUMBERGER LTD	P	2007-01-11	2011-06-01
5 SHS SCHLUMBERGER LTD	P	2009-04-16	2011-06-01
15 SHS SCHLUMBERGER LTD	P	2009-05-26	2011-06-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
10 SHS SCHLUMBERGER LTD	P	2009-08-18	2011-06-01
15 SHS TEVA PHARM IND ADR	P	2008-07-18	2011-04-25
10 SHS TEVA PHARM IND ADR	P	2009-05-26	2011-04-25
25 SHS TEVA PHARM IND ADR	P	2010-07-23	2011-04-25
25 SHS UNION PACIFIC CORP	P	2011-03-25	2011-06-10
50 SHS U S BANCORP	P	2010-04-14	2011-06-01
50 SHS U S BANCORP	P	2010-07-21	2011-06-01
100 SHS U S BANCORP	P	2010-09-15	2011-06-01
50 SHS EXXON MOBIL CORP	P	2011-03-25	2011-08-08
394 SHS STATE STREET COPR	P	2010-08-19	2011-04-20
209 SHS ACCENTURE PLC	P	2009-08-18	2011-07-15
261 SHS AFLAC INC	P	2009-03-18	2011-04-13
388 SHS AFLAC INC	P	2009-03-18	2011-05-15
962 SHS AFLAC INC	P	2009-03-18	2011-05-20
270 SHS BERKSHIRE HATHAWAY INC CL B	P	2007-05-18	2011-05-16
515 SHS COLGATE PALMOLIVE CO	P	2008-05-15	2011-02-04
67 SHS MASTERCARD INC	P	2009-04-22	2011-09-27
673 SHS STATE STREET CORP	P	2010-03-18	2011-04-20
619 SHS TERADATA CORP	P	2009-08-12	2011-11-14
252 SHS TERADATA CORP	P	2009-08-12	2011-11-15
487 SHS VISA INC COM CL A	P	2008-09-24	2011-08-09
159 SHS VISA INC COM CL A	P	2008-10-24	2011-08-09
14 647 SHS ARTISAN INTL VALUE FUND INV CL	P	2009-09-10	2011-01-21
14 409 SHS ARTISAN INTL VALUE FUND INV CL	P	2009-09-10	2011-04-18
64 599 SHS JANUS INTL EQUITY CLASS I	P	2008-01-16	2011-07-20
23 585 SHS JANUS INTL EQUITY CLASS I	P	2008-01-16	2011-10-31
120 SHS ARCH CHEMICALS INC COM	P	2008-06-11	2011-07-11
130 SHS BANKFINANCIAL CORP	P	2007-03-26	2011-04-27
40 SHS CHICAGO BRIDGE & IRON COMPANY N V NY	P	2007-03-26	2011-08-10
80 SHS COMSTOCK RES INC	P	2007-03-26	2011-04-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
60 SHS COMSTOCK RES INC	P	2007-03-26	2011-05-19
20 SHS COMSTOCK RES INC	P	2009-12-23	2011-05-19
90 SHS CORELOGIC INC COM	P	2010-03-29	2011-08-23
170 SHS CORELOGIC INC COM	P	2010-09-10	2011-08-23
120 SHS EXTERRAN HLDGS INC	P	2009-10-08	2011-08-10
40 SHS EXTERRAN HLDGS INC	P	2010-06-22	2011-08-10
140 SHS FEDERATED INVESTORS INC CL B	P	2011-02-23	2011-11-28
70 SHS FEDERATED INVESTORS INC CL B	P	2011-03-08	2011-11-28
90 SHS FEDERATED INVESTORS INC CL B	P	2011-08-16	2011-11-28
130 SHS FOSTER WHEELER AG ORD CHF3	P	2007-03-26	2011-12-21
180 SHS GALLAGHER ARTHUR J & CO	P	2009-01-23	2011-05-19
40 SHS JOY GLOBAL INC	P	2007-03-26	2011-03-23
100 SHS KANSAS CITY SOUTHERN COM	P	2007-03-26	2011-03-11
240 SHS MB FINL INC NEW	P	2007-05-29	2011-01-25
180 SHS PETROHAWK ENERGY CORP	P	2007-03-26	2011-07-18
80 SHS RALCORP HLDGS INC NEW	P	2007-03-26	2011-05-04
30 SHS RALCORP HLDGS INC NEW	P	2009-02-04	2011-05-04
210 SHS SALLY BEAUTY HLDGS INC COM	P	2010-01-27	2011-08-16
80 SHS SPDR SER TR KBW REGL BKG ETF	P	2008-10-24	2011-02-23
80 SHS SPDR SER TR KBW REGL BKG ETF	P	2008-11-19	2011-02-23
100 SHS SPDR SER TR KBW REGL BKG ETF	P	2009-04-24	2011-02-23
100 SHS SPDR SER TR KBW REGL BKG ETF	P	2010-04-15	2011-02-23
80 SHS TENNANT CO	P	2007-09-27	2011-09-07
60 SHS TEXAS INDUSTRIES INC	P	2008-05-28	2011-08-10
30 SHS TIMKEN CO	P	2007-03-26	2011-08-10
80 SHS TIMKEN CO	P	2007-03-26	2011-12-21
120 SHS TOLL BROS INC	P	2009-09-09	2011-02-16
170 SHS TOLL BROS INC	P	2009-11-10	2011-02-16
80 SHS WABTEC	P	2007-03-26	2011-08-16
30 SHS WALTER ENERGY INC COM STK	P	2007-03-26	2011-03-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
280 SHS WESTAR ENERGY INC COM	P	2007-03-26	2011-09-07
40 SHS WESTAR ENERGY INC COM	P	2009-02-04	2011-09-07
180 SHS WILLBROS GROUP INC DEL COM	P	2007-03-26	2011-02-04
30 SHS WRIGHT EXPRESS CORP	P	2007-03-26	2011-08-10
AKAHI FUND, L P	P		
AKAHI FUND, L P	P		
AKAHI FUND, L P	P		
AKAHI FUND, L P	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,624		2,738	-114
1,312		1,342	-30
1,126		1,045	81
1,126		1,050	76
2,356		1,841	515
2,356		1,830	526
218		145	73
436		317	119
436		345	91
1,090		1,150	-60
2,181		3,099	-918
1,256		968	288
1,256		945	311
1,256		1,408	-152
1,256		1,446	-190
2,451		1,801	650
1,538		2,376	-838
265		239	26
531		403	128
3,718		3,550	168
175		186	-11
876		985	-109
701		842	-141
1,443		1,646	-203
1,443		1,711	-268
1,443		1,645	-202
1,236		895	341
2,884		2,905	-21
2,060		2,248	-188
967		1,078	-111

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
760		879	-119
760		857	-97
760		1,078	-318
1,172		1,020	152
1,172		1,005	167
696		587	109
464		378	86
1,161		979	182
3,251		3,702	-451
1,010		1,349	-339
2,634		3,225	-591
2,026		3,208	-1,182
2,182		1,609	573
852		653	199
833		353	480
1,250		602	648
2,083		1,653	430
572		471	101
382		424	-42
449		393	56
449		377	72
449		370	79
449		396	53
898		855	43
2,798		2,403	395
1,329		1,348	-19
1,329		1,307	22
1,329		1,323	6
1,565		1,386	179
1,565		1,373	192

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
304		300	4
609		553	56
609		598	11
1,905		1,868	37
1,439		926	513
1,317		843	474
2,739		1,599	1,140
2,209		2,185	24
2,209		2,234	-25
1,744		1,720	24
1,675		1,720	-45
1,557		1,946	-389
1,686		1,946	-260
2,574		947	1,627
1,287		531	756
2,574		1,790	784
1,853		1,092	761
1,853		1,078	775
1,852		1,026	826
1,268		2,037	-769
1,665		1,642	23
959		968	-9
639		538	101
1,599		1,529	70
1,628		1,074	554
1,201		1,525	-324
1,327		984	343
417		289	128
417		233	184
1,251		807	444

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
834		520	314
677		661	16
451		465	-14
1,128		1,228	-100
2,501		2,415	86
1,235		1,409	-174
1,235		1,189	46
2,470		2,273	197
3,627		4,173	-546
18,118		14,585	3,533
12,639		7,531	5,108
13,776		5,091	8,685
19,305		7,569	11,736
47,830		18,766	29,064
21,605		19,418	2,187
39,100		36,932	2,168
22,472		10,986	11,486
30,948		30,875	73
34,690		16,680	18,010
14,133		6,791	7,342
39,084		32,425	6,659
12,760		7,552	5,208
400		333	67
400		328	72
750		737	13
250		270	-20
5,621		4,669	952
1,207		2,129	-922
1,275		1,227	48
2,410		2,134	276

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,620		1,601	19
540		842	-302
713		1,751	-1,038
1,346		3,037	-1,691
1,369		2,945	-1,576
456		1,086	-630
2,181		3,770	-1,589
1,091		1,912	-821
1,402		1,594	-192
2,385		3,793	-1,408
5,238		4,315	923
3,681		1,722	1,959
5,268		3,600	1,668
4,318		8,454	-4,136
6,873		2,380	4,493
6,967		5,005	1,962
2,612		1,756	856
3,448		1,785	1,663
2,115		2,212	-97
2,115		2,153	-38
2,643		2,064	579
2,643		2,856	-213
3,277		3,865	-588
1,881		4,247	-2,366
1,077		894	183
3,037		2,382	655
2,626		2,608	18
3,720		3,043	677
4,538		2,755	1,783
3,693		755	2,938

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,139		7,727	-588
1,020		818	202
2,017		4,012	-1,995
1,276		915	361
			354
			48
			41,261
			5,645
382			382

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-114
			-30
			81
			76
			515
			526
			73
			119
			91
			-60
			-918
			288
			311
			-152
			-190
			650
			-838
			26
			128
			168
			-11
			-109
			-141
			-203
			-268
			-202
			341
			-21
			-188
			-111

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-119
			-97
			-318
			152
			167
			109
			86
			182
			-451
			-339
			-591
			-1,182
			573
			199
			480
			648
			430
			101
			-42
			56
			72
			79
			53
			43
			395
			-19
			22
			6
			179
			192

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			4
			56
			11
			37
			513
			474
			1,140
			24
			-25
			24
			-45
			-389
			-260
			1,627
			756
			784
			761
			775
			826
			-769
			23
			-9
			101
			70
			554
			-324
			343
			128
			184
			444

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			314
			16
			-14
			-100
			86
			-174
			46
			197
			-546
			3,533
			5,108
			8,685
			11,736
			29,064
			2,187
			2,168
			11,486
			73
			18,010
			7,342
			6,659
			5,208
			67
			72
			13
			-20
			952
			-922
			48
			276

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			19
			-302
			-1,038
			-1,691
			-1,576
			-630
			-1,589
			-821
			-192
			-1,408
			923
			1,959
			1,668
			-4,136
			4,493
			1,962
			856
			1,663
			-97
			-38
			579
			-213
			-588
			-2,366
			183
			655
			18
			677
			1,783
			2,938

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-588
			202
			-1,995
			361
			354
			48
			41,261
			5,645
			382

Form 990PF Part XV Line 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
a *Paid during the year*				
BRANDEIS UNIVERSITYTHE BERNIE REISMAN BOLLI FUND PO BOX 549110 MS 126 WALTHAM, MA 024549110	NONE	501(C)(3)	SUPPORT FOR THE ARTS	30
BREAST CANCER 3-DAY205 N MICHIGAN AVE SUITE 264 CHICAGO, IL 60601	NONE	501(C)(3)	MEDICAL RESEARCHMEDICAL RESEARCH	150
COLORADO SKI MUSEUM231 SOUTH FRONTAGE ROAD EAST VAIL, VT 81657	NONE	501(C)(3)	EDUCATIONAL	50
HENRY FORD HEALTH CARE SYSTEMSONE FORD PLACE DETROIT, MI 48202	NONE	501(C)(3)	MEDICAL RESEARCH	10,000
HILLELTHE FOUNDATION FOR THE JEWISH CAMPUS LIFE800 EIGHTH STREET WASHINGTON, DC 20001	NONE	501(C)(3)	EDUCATIONAL	100
MAKE A WISH FOUNDATION 1003 K STREET NW SUITE 200 WASHINGTON DETROIT, MI 48201	NONE	501(C)(3)	PROVIDE WISHES FOR CHILDREN WITH LIFE THREATENING IL	200
SOUTH HERO LAND TRUST6 SOUTH ST SOUTH HERO, VT 054864912	NONE	501(C)(3)	CONSERVATION	2,300
LOCAL MOTION16824 KERCHEVAL PLACE SUITE B100 GROSSE POINTE, MI 48230	NONE	501(C)(3)	EDUCATIONAL	1,000
ZLOTOFF FOUNDATIONPO BOX 2030 BLOOMFIELD HILLS, MI 483032030	TRUSTEE	501(C)(3)	BUILDING RENOVATION	140,000
SOUTHWEST SOLUTIONS5716 MICHIGAN AVE SUITE 3000 DETROIT, MI 48210	NONE	501(C)(3)	HOUSING/COUNSELING/LITERACY PROGRAMS	1,000
RIOULT246 WEST 38TH STREET 4TH FLOOR NEW YORK, NY 10018	NONE	501(C)(3)	SUPPORT FOR THE ARTS	750
TAMARACK CAMPS6735 TELEGRAPH ROAD SUITE 380 BLOOMFIELD HILLS, MI 48301	NONE	501(C)(3)	EDUCATIONAL	500
LEUKEMIA & LYMPHOMA SOCIETY1471 E TWELVE MILE RD MADISON HEIGHTS, MI 48071	NONE	501(C)(3)	MEDICAL RESEARCH	100
JEWISH VOCATIONAL SERVICES 29699 SOUTHFIELD RD SOUTHFIELD, MI 48076	NONE	501(C)(3)	PROGRAMS FOR PEOPLE WITH DISABILITIES	200
YAD EZRA2850 W 11 MILE RD BERKLEY, MI 48072	NONE	501(C)(3)	FOOD BANK	360
AMERICAN HEART ASSOCIATION7272 GREENVILLE DALLAS, TX 75231	NONE	501(C)(3)	MEDICAL RESEARCH	500
AMERICAN DIABETES ASSOCIATION300 GALLERIA OFFICENTRE SUITE 111 SOUTHFIELD, MI 48034	NONE	501(C)(3)	MEDICAL RESEARCH	200
VISION WALK1580 S MILWAUKEE AVE 606 LIBERTYVILLE, IL 60048	NONE	501(C)(3)	MEDICAL RESEARCH	100
VERMONT LAND TRUST8 BAILEY AVE MONTPELIER, VT 05602	NONE	501(C)(3)	CONSERVATION	1,000
Total . . . . ▶ **3a**				158,540

TY 2011 Accounting Fees Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	1,552	0		0

TY 2011 Investments Corporate Stock Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Name of Stock	End of Year Book Value	End of Year Fair Market Value
50 SHS KINDER MORGAN	1,503	1,608
300 SHS FORD MOTOR CO	3,805	3,228
100 SHS COCA COLA CO	5,483	6,997
150 SHS CHURCH & DWIGHT CO INC	6,263	6,864
25 SHS LAUDER ESTEE COS INC-A	2,559	2,808
10 SHS PERRIGO CO	990	973
50 SHS ALLERGAN INC	3,564	4,387
50 SHS BRISTOL MYERS SQUIBB CO	5,055	7,048
25 SHS EDWARD LIFESCIENCES CORP	2,125	1,767
75 SHS DISNEY (THE WALT) COMPANY	2,620	2,812
50 SHS MCDONALDS CORP	3,265	5,016
50 SHS COSTCO WHOLESALE CORP	2,758	4,166
100 SHS HOME DEPOT	3,592	4,204
75 SHS REPUBLIC SERVICES INC	2,227	2,066
200 SHS CISCO SYSTEMS INC	3,328	3,616
5 SHS GOGGLE INC	2,388	3,229
100 SHS ORACLE CORP	2,551	2,565
300 SHS GENERAL ELECTRIC CO	4,837	5,373
50 SHS ITC HOLDINGS CORP	3,162	3,794
50 SHS CATERPILLAR	2,107	4,530
75 SHS BOEING CO	4,831	5,501
75 SHS UNITED TECHNOLOGIES	6,551	5,482
15 SHS APPLE INC	1,722	6,075
100 SHS XEROX CORP	1,493	796
150 SHS CORNING INC	2,093	1,947
50 SHS DEVON ENERGY CORP	3,533	3,100
25 SHS EXXON MOBIL CORP	2,086	2,119
35 SHS OCCIDENTAL PETROLEUM CORP	3,078	3,280
25 SHS NATIONAL OILWELL VARCO INC	2,017	1,700
50 SHS MOLYCORP INC	1,960	1,199

Name of Stock	End of Year Book Value	End of Year Fair Market Value
50 SHS AIR PRODUCTS & CHEMICALS	4,836	4,260
50 SHS MONSANTO CO	3,069	3,504
25 SHS PPG INDUSTRIES	1,913	2,087
100 SHS WEYERHAEUSER CO	1,723	1,867
40 SHS FEDEX CORP	2,355	3,340
50 SHS UNION PACIFIC CORP	3,008	5,297
100 SHS WELLS FARGO & CO	2,566	2,756
50 SHS AMERICAN EXPRESS CO	2,065	2,359
75 SHS VISA INC CL A	6,554	7,615
150 SHS AMERICAN WATER WORKS	4,529	4,779
50 SHS DIAGEO PLC ADR	3,918	4,371
50 SHS NESTLE SA	2,446	2,886
50 SHS POTASH CORP SASK	2,619	2,064
10 SHS ROCHE HOLDINGS LTD	962	1,064
50 SHS SCHLUMBERGER LTD	3,856	3,416
1201 SHS ACCENTURE PLC	45,509	63,929
593 SHS AFFILIATED MANAGERS GROUP	47,784	56,898
767 SHS ANSYS INC	40,505	43,934
151 SHS APPLE INC	51,795	61,155
308 SHS C.H. ROBINSON WORLDWIDE	16,453	21,492
3383 SHS EMC CORP-MASS	51,047	72,870
1053 SHS EXPEDITORS INTL OF WASH IN	44,595	43,131
1020 SHS EXPRESS SCRIPTS INC.COMMON	53,704	45,584
188 SHS MASTERCARD INC	40,635	70,090
1659 SHS QUALCOMM	56,901	90,747
2624 SHS ROBERT HALF INTERNATIONAL	70,107	74,679
1186 SHS ROCKWELL COLLINS	74,739	65,669
1417 SHS SCRIPPS NETWORK INTERACTIVE	49,639	60,109
1376 SHS STARWOOD HOTELS & RESORTS	75,208	66,007
2633 SHS SUNCOR ENERGY INC	65,934	75,910

Name of Stock	End of Year Book Value	End of Year Fair Market Value
886 SHS TERADATA CORP	25,159	42,980
150 SHS ACUITY BRANDS INC	5,794	7,950
130 SHS ALLETE INC COM NEW	3,868	5,457
380 SHS AVIS BUDGET GROUP INC	5,856	4,074
195 SHS BABCOCK & WILCOX CO NEW	4,152	4,707
410 SHS BENEFICIAL MUT BANCORP	4,054	3,428
200 SHS BRINKS CO	5,136	5,376
350 SHS BROADRIDGE FINANCAIL SOLUTIONS	5,939	7,893
480 SHS CAPITOL FED FINL INC COM	5,829	5,539
150 SHS CARRIZO OIL & GAS INC	5,204	3,953
140 SHS CBO HOLDINGS COM USDO.01	3,935	3,621
450 SHS CHEMTURA CORP COM NEW	7,679	5,103
210 SHS CHICAGO BRIDGE & IRON CO	6,443	7,938
110 SHS CIRCOR INTL INC	3,912	3,884
60 SHS COMPASS MINERALS INTL INC	4,379	4,131
330 SHS DANA HOLDINGS CORP COM	5,645	4,010
100 SHS DELTIC TIMBER CORP	4,606	6,039
550 SHS DENNYS CORP COM	1,736	2,068
130 SHS DINEEQUITY INC COM	7,583	5,487
100 SHS DRESSER RAND GROUP INC COM	3,452	4,991
190 SHS ENPRO INDS INC	7,227	6,266
250 SHS FEDERAL SIGNAL CORP	1,601	1,038
340 SHS FIRST AMERICAN FINANCIAL CORP	4,842	4,308
400 SHS FIRST NIAGARA FINL GROUP INC	5,069	3,452
301 SHS FIRSTMERIT CORP	5,915	4,554
405 SHS FLOWERSFOODS INC	5,326	7,687
60 SHS FLOWSERVE CORP	3,479	5,959
230 SHS FORESTAR GROUP	5,226	3,480
110 SHS FORTUNE BRANDS HOME & SECURITY	1,758	1,873
90 SHS FOSTER L B CO	1,913	2,546

Name of Stock	End of Year Book Value	End of Year Fair Market Value
220 SHS GULFPORT ENERGY CORP	6,716	6,479
310 SHS HANESBRANDS INC	8,752	6,777
130 SHS HANOVER INS GROUP INC	4,922	4,544
250 SHS HILL ROM HLDGS COM	6,822	8,423
110 SHS IBERIABANK CORP	4,893	5,423
170 SHS ICONIC BRAND GROUP INC	3,069	2,769
100 SHS ITC HLDGS CORP	4,709	7,588
180 SHS ITT CORPORATION COM	3,577	3,479
220 SHS JOHN BEAN TECHNOLOGIES	3,433	3,381
130 SHS KAISER ALUM CORP COM	8,736	5,964
140 SHS KANSAS CITY SOUTHERN	5,122	9,521
100 SHS KOPPERS HLDGS INC COM	3,540	3,436
200 SHS MANNING & NAPIER INC COM	2,481	2,498
110 SHS MCDERMOTT INTL INC	704	1,266
290 SHS NCR CORP	4,834	4,773
470 SHS NORTHWEST BANCSHARES INC OCM	5,408	5,847
190 SHS OASIS PETROLEUM INC COM	5,707	5,527
170 SHS PATTERSON COS	3,406	5,018
170 SHS PENSKE AUTOMOTIVE GROUP INC	6,026	5,390
260 SHS PHH CORP COM NEW	5,265	2,782
90 SHS REGAL BELOIT CORP COM STK	5,602	4,587
390 SHS SALLY BEAUTY HLDGS INC COM	4,398	8,241
140 SHS SMITH A O CORP	5,266	5,617
190 SHS SOLUTIA INC COM NEW	3,840	3,283
440 SHS SUPERVALU INC	3,950	3,573
140 SHS TIMKEN CO	4,169	5,419
140 SHS TREEHOUSE FOODS INC	3,995	9,153
220 SHS TRINITY INDS INC	4,848	6,613
140 SHS VAIL RESORTS INC	6,230	5,930
190 SHS VECTREN CORP	4,769	5,743

Name of Stock	End of Year Book Value	End of Year Fair Market Value
320 SHS VIEWPOINT INC MD COM	4,177	4,163
140 SHS WABTEC	4,822	9,793
110 SHS WADDELL & REED FINL CL A	3,303	2,725
60 SHS WALTER ENERGY INC	1,511	3,634
280 SHS WESTFIELD FINL INC	2,916	2,061
220 SHS WRIGHT EXPRESS	6,710	11,942
220 SHS WYNDHAM WORLDWIDE CORP	7,518	8,323

TY 2011 Investments - Other Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
5,185.231 SHS ARTISAN INTL VALUE FUND INV CL	AT COST	118,018	130,097
11,164.07 SHS JANUS INTL EQUITY CLASS	AT COST	127,012	107,845
INVESTMENT - AKAHI FUND, L.P.	AT COST	503,214	514,228
INVESTMENT - RMPS INVESTORS, LLC	AT COST	221,972	221,972

TY 2011 Other Expenses Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT & ADVISORY FEES	20,429	20,429		0

TY 2011 Other Income Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RMPS INVESTORS, LLC	-11,884	-11,884	-11,884
AKAHI FUND, L P	-168	-168	-168
AKAHI FUND, L P	-4,350	-4,350	-4,350

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TY 2011 Taxes Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	409	409		0