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 , 2011, and ending , 20

Name of foundation: Helen L. Kay Charitable Trust - C/O Comerica Bank A/C 1045000219

A Employer identification number: 38-3047073

Number and street (or P O box number if mail is not delivered to street address): P.O. Box 75000 MC 3302

Room/suite:

B Telephone number (see instructions): 734-920-2413

City or town, state, and ZIP code: Detroit, MI 48275

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 7,160,645

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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				
	4	Dividends and interest from securities	146,533	146,533		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	52,121			
	b	Gross sales price for all assets on line 6a 1,993,318				
	7	Capital gain net income (from Part IV, line 2)		52,121		
	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)	920	920		
	12	**Total.** Add lines 1 through 11	199,574	199,574		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	5,900	1,180		4,720
	c	Other professional fees (attach schedule)	60,016	54,014		6002
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,000			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	66,916	55,194		10,722
	25	Contributions, gifts, grants paid	390,000			390,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	456,916	55,194		400,722
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-257,342			
	b	**Net investment income** (if negative, enter -0-)		144,380		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,020,926	978,280	978,280
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	3,195,628	3,282,991	4,316,914
	c Investments—corporate bonds (attach schedule)	2,111,080	1,809,020	1,865,451
	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	6,327,634	6,070,291	7,160,645
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	6,327,634	6,070,291	
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	6,327,634	6,070,291	
	31 **Total liabilities and net assets/fund balances** (see instructions)	6,327,634	6,070,291	

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	6,327,634
2	Enter amount from Part I, line 27a	2	-257,342
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,070,292
5	Decreases not included in line 2 (itemize) ▶ Rounding difference	5	-1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,070,291

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 Statement Attached			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	52,121
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	409,865	7,080,083	.0578899
2009	501,043	6,700,067	.0747817
2008	530,331	8,234,695	.0644020
2007	524,219	9,430,667	.0555866
2006	452,086	9,041,306	.0500023

2	**Total** of line 1, column (d)	2	.03026625
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	.0605325
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,397,974
5	Multiply line 4 by line 3	5	447,818
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,344
7	Add lines 5 and 6	7	449,162
8	Enter qualifying distributions from Part XII, line 4	8	400,722

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)

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	2,888
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	2,888
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 3,224		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	3,224
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	336
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 336 **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		✓
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		✓
	*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		✓
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.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ **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*	8b	✓	
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*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ No Website Available

14 The books are in care of ▶ Comerica Bank W M Charitable Dept Telephone no. ▶ 734 930 2413

Located at ▶ 101 N. Main Street, MC 9413, Ann Arbor, MI ZIP+4 ▶ 48104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

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		✓
	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 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		✓
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 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		✓
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		✓

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 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 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 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
Comerica Bank P.O. Box 750 MC 302, Detroit, MI 48275-3302	Trustee, 5hrs/week	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				

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

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
Comerica Bank P.O. Box 750 MC 3302, Detroit, MI 48275-3302	Investment Management and Administration	60,016
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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,510,633
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,510,633
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	7,510,633
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	112,659
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,397,974
6	**Minimum investment return.** Enter 5% of line 5	6	369,899

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	369,899
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,888		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,888
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	367,011
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	367,011
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	367,011

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	400,722
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	400,722
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	400,722

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				367,011
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			0	
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 — 58,977				
e	From 2010				
f	**Total** of lines 3a through e	58,977			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 400,722				
a	Applied to 2010, but not more than line 2a			0	
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				367,011
e	Remaining amount distributed out of corpus	33,711			
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	92,688			
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)	0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	92,688			
10	Analysis of line 9:				
a	Excess from 2007 — 0				
b	Excess from 2008 — 0				
c	Excess from 2009 — 58,977				
d	Excess from 2010 — 0				
e	Excess from 2011 — 33,711				

Part XIV Private Operating Foundations (see 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 foundation 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 foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

Christopher Kelly, Comerica Charitable Services Group, 101 N. Main Street, Suite 100, Ann Arbor, MI 48104, Phone 734-920-2413

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

No forms are needed. A letter explaining the need and use of funds is required.

c Any submission deadlines:

No deadlines are imposed.

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

No restrictions are placed on awarding grants.

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*				
Se Statement Atached				390,000
Total . . . . . . ▶ 3a				390,000
b *Approved for future payment*				
None				
Total . . . . . . ▶ 3b				

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 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					
4 Dividends and interest from securities			14	146,533	
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	52,121	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a Clas action Setlement			18	920	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				199,574	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 199,574

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes). (See 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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

COMERICA BANK — APR 27 2012

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☑ if self-employed	PTIN
Lawrence R. Doyle	Lawrence R. Doyle	3-23-2012		P01029608
Firm's name ► Lawrence R. Doyle			Firm's EIN ►	38-2467287
Firm's address ► 420 Lakes Edge Dr., Oxford, MI 48371			Phone no	248-628-5354

Helen L. Kay Charitable Trust
Form 990-PF - 2011

Part I, Line 11, Other Income:

Class Action Suit Settlement Payments Received	$ 920

Part I, Line 16b, Accounting Fees:

Bookkeeping	$ 3,600
Tax Services	2,300
Total	$ 5,900

Part I, Line 16c, Other Professional Fees:

Investment Advisory and Administrative Fees	$ 60,016

Helen L. Kay Charitable Trust
Form 990-PF - 2011
Part II, Line 10b, Investments - Corporate Stocks

	Book Value	Market Value
AGL Resources	$ 48,648.34	$ 85,787.80
Apple Inc	112,178.50	141,750.00
Autozone Inc	49,976.16	107,240.10
BB&T Corp	26,591.88	30,204.00
Borg Warner	72,644.36	105,171.00
Caterpillar Inc	35,539.13	49,830.00
Celegene Corp	76,798.07	91,260.00
Cliff Natural Res Inc	36,589.41	40,527.50
Coach Inc	29,834.90	30,520.00
Coca Cola Co	69,949.97	78,366.40
Conocophillips	36,140.00	72,870 00
DWS Dreman Small Cap Value Fund	400,000 00	379,457.87
Denbury Resources Inc Common New	23,114.25	22,650.00
Devon Energy Corporation	38,439.36	37,200.00
Directv Class A	68,525.77	76,968.00
EMC Corp	75,310.00	90,468.00
Fiserv Inc	33,698.12	32,307.00
Grainger W W Inc	66,566.56	127,289.20
Hartford Midcap Fund Class Y	75,000.00	86,422.67
Intel Corp	69,693.00	72,750.00
IBM Corp	63,438.41	112,166.80
Intuit Inc	51,719.00	105,180.00
Ishares MSCI EAFE Index Fund	96,179 80	99,060.00
ITC Holdings Corp	36,173.55	37,940.00
J P Morgan Chase & Co	35,807 76	39,900.00
Johnson & Johnson	9,765.62	81,975.00
Laboratory Corp of America Holdings	29,384 00	94,567.00
Lauder Estee Cos Inc	34,732.06	61,776.00
Lazard Emerging Markets Portfolio	66,983.59	102,581.98
Life Technologies Corp	38,894 25	29,182.50
Microsoft Corp	71,875.00	64,900.00
Mylan Labs Inc	48,025.10	68,672.00
Newmont Mining Corp	75,197.92	78,013.00
Nike Inc Class B	42,277.50	72,277.50
Norfolk Southern Corp Southern Corp	88,799.75	91,075 00
Occidental Petroleum Corp	85,552.55	90,889.00
Oracle Corporation	47,459.02	62,842.50
Pepsico Inc	8,409.01	99,525.00
Philip Morris International Inc	71,130.00	117,720.00
Rainier Sm/Mid Cap Equity Fd Inst	195,000.00	251,729.70
Roper Inds Inc New	33,297.05	43,435.00
Schlunberger Ltd	60,245.77	84,704.40
Stericycle Inc	50,466.83	70,128.00
Stryker Corp	45,674.75	84,507.00
Target Corp	31,421.16	30,732.00
Travelers Cos Inc	59,814.38	85,796.50
US Bancorp	51,738.00	89,265.00
Vanguard Emerging Markets Stock ETF	95,110 00	95,525.00
Verizon Communications	36,159.80	40,120.00
Visa Inc A	36,403 80	40,612.00
Alternative Investment Fund	140,617.57	131,077.27
	$ 3,282,990.78	$ 4,316,914.69

Helen L. Kay Charitable Trust
Form 990-PF - 2011
Part II, Line 10c, Investments-Bonds

	Book Value	Market Value
Federated Adjustable Rate Securities	$ 200,305.50	$ 201,329.24
J P Morgan Chase & Co 5.75% 01/02/2013	101,429.00	103,734.00
Lowes Cos Inc 5% 10/15/2015	200,368.00	224,156.00
Merrill Lynch & Co 5.45% 07/15/2014	99,088.00	99,157.00
Novartis Cap Corp 2.9% 04/24/2015	104,657.00	105,833.00
Pimco Total Return Fund Instl	200,000.00	203,090.33
Principal Life Income Fundings 5.3% 04/24/2013	100,148.00	104,918.00
Procter & Gamble Co Nt 3.5% 02/15/2015	104,173.00	107,684.00
Ridgeworth Total Return Bond Fund Class I	100,000.00	101,602.27
Vanguard GNMA Fund-ADM	150,000.00	154,622.16
Vanguard S/T Corporate Fund-ADM	150,000.00	148,562.06
Wal=Mart Stores Inc 3.2% 05/15/2014	97,872.00	105,609.00
Wells Fargo Corp WFC 5.125% 09/01/2012	200,980.00	205,154.00
	$ 1,809,020.50	$ 1,865,451.06

Helen L. Kay Charitable Trust
Form 90-PF - 2011
Part IV, Capital Gains and Losses for Tax on Investment Income

Name of Security	# of shares or Par Value	Date Sold	Net Proceeds	Tax Cost	Gain or (Loss)
Morgan Stanley 5 05%	200,000 00	1/21/2011	$ 200,000 00	$ 199,526 00	$ 474 00
International Advantage Fund	20,000	3/3/2011	247,675 40	238,561 69	9,113 71
Vanguard Corp Fund Long-Term Gains		3/23/2011	404 92		404 92
Vanguard Corp Fund Short-Term Gains		3/23/2011	139 63		139 63
Broadcom Corp	1,250	6/22/2011	39,511 60	21,725 00	17,786 60
NYSE Euronext	2,750	6/22/2011	91,480 56	54,718 70	36,761 86
Ross Stores Inc	800	6/22/2011	60,219 97	36,431 60	23,788 37
3M Co	950	6/22/2011	87,237 67	69,519 20	17,718 47
China Mobile Hong Kong	1,400	6/22/2011	62,382 10	72,856 00	(10,473 90)
Check Point Software Tech	1,300	6/22/2011	67,684 89	36,933 00	30,751 89
Goldman Sach Group Inc	550	8/24/2011	62,075 38	75,822 40	(13,747 02)
Hartford Financial Services Group Inc	1,250	8/24/2011	22,322 95	35,762 50	(13,439 55)
Spider KBW Bank Elf	3,000	8/24/2011	53,170 37	69,780 00	(16,609 63)
Chevron Corp 3 45%	100,000	9/6/2011	101,557 00	102,839 00	(1,282 00)
Artio Global Invt Fds Intl Equity Fund	16,023 66	11/22/2011	368,544 20	468,643 09	(100,098 89)
Federated Adjustable Rate Secs Fund	10,183 30	11/22/2011	100,000 00	99,694 50	305 50
Lauder Estee Cos Inc	500	11/25/2011	54,349 05	31,574 60	22,774 45
Wal-Mart Stores Inc	1,150	11/25/2011	64,916 48	62,573 00	2,343 48
Franklin Res Inc	300	11/25/2011	28,794 94	34,068 00	(5,273 06)
C H Robinson Worldwide Inc	450	11/25/2011	29,327 28	32,053 50	(2,726 22)
General Cable Corp	1,450	11/25/2011	35,524 60	54,559 73	(19,035 13)
Netapp Inc	1,800	11/25/2011	60,929 18	39,870 00	21,059 18
Hartford Midcap Fund Long-Term Gains	4,427	11/23/2011	11,057 23		11,057 23
Alternative Investment Fund	8,987 39	12/5/2011	100,000 00	103,685 68	(3,685 68)
Ridgeworth Total Return Bond Fund Short-Term Gains		12/19/2011	1,203 11		1,203 11
Ridgeworth Total Return Bond Fund Long-Term Gains		12/19/2011	1,167 20		1,167 20
Drewman Small Cap Value Fund Long-Term Gains		12/21/2011	3,440 43		3,440 43
Vanguard GNMA Fund Short-Term Gains		12/30/2011	1,508 51		1,508 51
Vanguard GNMA Fund Long-Term Gains		12/30/2011	279 35		279 35
Lazard Emerging Markets Portfolio Long-Term Gains		12/30/2011	2,931 83		2,931 83
Common Trust Fund Gains		12/30/2011	33,482 40		33,482 40
			$ 1,993,318 23	$ 1,941,197 19	$ 52,121 04

Helen L Kay Charitable Trust
Form 90-PF - 2011
Part XV, Line 3, Grants and Contributions Paid During the Year

Recipient's Name	Address	Relationship to Fdn Manager or Substantial Contributor	Foundation status of Recipient	Purpose of Grant	Amount Paid
Children's Leukemia Foundation	Troy, MI	None	Public	Journey in Southeast Michigan Program	$ 5,000.00
Huron River Watershed Council	Ann Arbor, MI	None	Public	Water Trail	5,000 00
Interfaith Hospitality Network of Alpha House	Ann Arbor, MI	None	Public	Operating Expenses	5,000 00
Michigan State University	Lansing, MI	None	Public	Cancer and the Environment Program	20,000 00
Gleaners Community Food Bank	Detroit, MI	None	Public	Child Hunger Program	24,000 00
The Daily Bread of Lenewee, Inc	Adrian, MI	None	Public	Soup Kitchen & Emergency Food Pantry	5,000 00
Dearborn Heights Fisrt Asembly	Dearborn Heights, MI	None	Public	Food Purchases for Gleaner's Food Bank	5,000.00
Holy Cross Children's Services	Washington, DC	None	Public	Programs Focusing on Learning Skills	5,000 00
American Diabetes Association	Alexandria, VA	None	Public	Support Campers Attending ADA camp	2,000.00
Mercy Education Project	Detroit, MI	None	Public	Support Women's and Girl's Educational Services	2,000.00
United Jewish Foundation	W Bloomfield, MI	None	Public	Support Chess Ed Program	1,500.00
Washtenaw Area Council for Children	Ypsilanti, Mi	None	Public	Cyber Safety Program	5,000 00
Youthville Detroit	Detroit, MI	None	Public	College Corner Program	2,500 00
Salvation Army -Eastern Michigan	Southfield, MI	None	Public	General Charitable Purposes	30,000 00
Special Olympic Michigan	Mount Pleasant, Mi	None	Public	Basketball Finals Schedule	1,500 00
Starr Commonwealth	Albion, MI	None	Public	Uni/Care System	25,000 00
St Joseph Mercy	Ann Arbor, MI	None	Public	Cyber Knife Treatment for Pancreas Cancer Patients	15,000 00
The Young Peoples Project	Cambridge, MA	None	Public	Math Literacy Program	5,000 00
Camp Michi-Mac	Plymouth, MI	None	Public	Operating Expenses	1,000 00
Hospice of Michigan	Detroit, MI	None	Public	Pediatric Program	2,000.00
Cancer Research Institute	New York, NY	None	Public	Study Immune-based Therapies for Cancer	10,000 00
Shriners Hospital for Children	Tampa, FL	None	Public	Congenital Leg Length Discrepancy Study	25,000 00
First Presbyterian Church	Brady, PA	None	Public	Operating Expenses	35,000 00
Henry Ford Health System	Detroit, MI	None	Public	Gene Therapy Research on Developing New Cancer Strategies	15,000 00
Leader Dogs For The Blind	Rochester Hils, MI	None	Public	Deaf-Blind Program	10,000 00
Vista Maria	Dearborn Heights, MI	None	Public	Village of Hope Campaign	10,000 00
826 Michigan	Ann Arbor, MI	None	Public	In-Schools Program	1,500 00
Arts League of Michigan	Detroit, Mi	None	Public	Arts Mentorship Program	2,000 00
Birmingham Bloomfield Art Center	Birmingham, MI	None	Public	Operating Expense	2,000 00
Crossroads for Youth	Oxford, MI	None	Public	General Charitable Purposes	5,000.00
Detroit Central City Community	Detroit, Mi	None	Public	Literacy Program	5,000 00

Helen L Kay Charitable Trust
Form 90-PF - 2011
Part XV, Line 3, Grants and Contributions Paid During the Year (Cont)

Recipient's Name	Address	Relationship to Fdn Manager or Substantial Contributor	Foundation status of Recipient	Purpose of Grant	Amount Paid
The Detroit Public Library Friends	Detroit, MI	None	Public	Summer Reading Program	5,000 00
Friends in Deed	Ypsilanti, MI	None	Public	Direct Assistance Program	1,000.00
Wellspring	Detroit, MI	None	Public	Academic and Recreation Program	1,500 00
Washtenaw Community College	Ann Arbor, MI	None	Public	Teen Fit Program	2,500.00
Vision Hope Community Development	St Clair Shores, MI	None	Public	Champions for Life Kids' Camp	2,500 00
Ortonville Community Emergency	Ortonville, MI	None	Public	Food Pantry	1,500 00
YMCA of Metropolitan Detroit	Detroit, MI	None	Public	Metro Youth YMCA's	2,500 00
North Oakland Animal Help	Ortonville, MI	None	Public	General Charitable Purposes	1,000 00
Oakwood Healthcare Foundation	Dearborn, MI	None	Public	Boost Nutrition on a Budget	5,000 00
Miracle Flights for Kids	Henderson, NV	None	Public	Flights for Kids in the Pitsburgh Metropolitan Area	5,000 00
Scleroderma Foundation	Daners, MA	None	Public	Operating Expenses	2,500 00
The Neutral Zone	Ann Arbor, MI	None	Public	Summer Institute	2,000 00
Jalen Rose Leadership Academy	Detroit, MI	None	Public	For the Purchase of Laptops and E-Books	16,000 00
C S Mott Children's Hospital	Ann Arbor, MI	None	Public	Study of Children with Congenital Heart Disease	10,000 00
Forgotten Harvest	Oak Park, MI	None	Public	Food Pantry	10,000 00
Central Detroit Christian Community Development Corp	Detroit, MI	None	Public	New Roof for Restoration Warehouse	15,000 00
Karmanos Cancer Institute	Detroit, MI	None	Public	Cancer Immunology and Immunotherapy Research	10,000 00
American Cancer society	Oklahoma City, OK	None	Public	For the Michigan Cancer Research Fund	10,000 00
					$ 390,000 00