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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury Internal Revenue Service

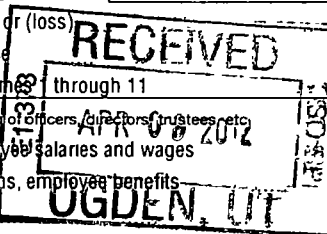
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

, and ending

Name of foundation: THE WORKERS FOUNDATION
Employer identification number: 38-3112401
Telephone number: (248) 642-0910
City or town, state, and ZIP code: BIRMINGHAM, MI 48009
Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$297,334

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Contributions, Interest, Dividends, etc.) and Operating and Administrative Expenses (Legal fees, Taxes, etc.).



Vertical handwritten text on the left margin.

| Part II Balance Sheets  |   | Attached schedules and amounts in the description column should be for end-of-year amounts only |                | Beginning of year     | End of year |  |
|---|---|---|----------------|-----------------------|-------------|--|
|   |   | (a) Book Value  | (b) Book Value | (c) Fair Market Value |             |  |
| Assets  | 1 Cash - non-interest-bearing   |   |                |                       |             |  |
|   | 2 Savings and temporary cash investments  | 46,781.   | 47,334.        | 47,334.               |             |  |
|   | 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    |   |                |                       |             |  |
|   | 7 Other notes and loans receivable  |   |                |                       |             |  |
|   | 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                                  |   |                |                       |             |  |
|   | b Investments - corporate stock   |   |                |                       |             |  |
|   | c Investments - corporate bonds   |   |                |                       |             |  |
| 11 Investments - land, buildings, and equipment basis               |   |   |                |                       |             |  |
| Less accumulated depreciation                                       |   |   |                |                       |             |  |
| 12 Investments - mortgage loans                                     |   |   |                |                       |             |  |
| 13 Investments - other  | STMT 4  | 250,000.  | 250,000.       | 250,000.              |             |  |
| 14 Land, buildings, and equipment basis                             |   |   |                |                       |             |  |
| Less accumulated depreciation                                       |   |   |                |                       |             |  |
| 15 Other assets (describe )   |   |   |                |                       |             |  |
| 16 Total assets (to be completed by all filers)                     |   | 296,781.  | 297,334.       | 297,334.              |             |  |
| 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  |   |                |                       |             |  |
|   | 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 <input type="checkbox"/>                   |   |                |                       |             |  |
|   | 24 Unrestricted   |   |                |                       |             |  |
|   | 25 Temporarily restricted   |   |                |                       |             |  |
|   | 26 Permanently restricted   |   |                |                       |             |  |
|   | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> |   |                |                       |             |  |
|   | 27 Capital stock, trust principal, or current funds                                     |   | 0.             | 0.                    |             |  |
|   | 28 Paid-in or capital surplus, or land, bldg, and equipment fund                        |   | 0.             | 0.                    |             |  |
| 29 Retained earnings, accumulated income, endowment, or other funds |   | 296,781.  | 297,334.       |                       |             |  |
| 30 Total net assets or fund balances                                |   | 296,781.  | 297,334.       |                       |             |  |
| 31 Total liabilities and net assets/fund balances                   |   | 296,781.  | 297,334.       |                       |             |  |

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 | 296,781. |
| 2 Enter amount from Part I, line 27a   | 2 | 553.     |
| 3 Other increases not included in line 2 (itemize)   | 3 | 0.       |
| 4 Add lines 1, 2, and 3  | 4 | 297,334. |
| 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 | 297,334. |

**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<br>P - Purchase<br>D - Donation                                    | (c) Date acquired<br>(mo., day, yr)  | (d) Date sold<br>(mo., day, yr) |
|--|---|---|--|---------------------------------|
| 1a   |   |   |  |                                 |
| b  | NONE  |   |  |                                 |
| c  |   |   |  |                                 |
| d  |   |   |  |                                 |
| e  |   |   |  |                                 |
| (e) Gross sales price  | (f) Depreciation allowed<br>(or allowable)  | (g) Cost or other basis<br>plus expense of sale                                     | (h) Gain or (loss)<br>(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                                      |   |   | (i) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |                                 |
| (i) FMV as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69  | (k) Excess of col (i)<br>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<br>If (loss), enter -0- in Part I, line 7 } | 2  |                                 |
| 3  | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c)<br>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 instructions before making any entries

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions  | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|--|---|--|---|
| 2010   | 55,987.   | 319,487.                                     | .175240   |
| 2009   | 8,000.  | 348,072.                                     | .022984   |
| 2008   | 48,915.   | 369,573.                                     | .132355   |
| 2007   | 30,799.   | 395,353.                                     | .077903   |
| 2006   | 23,843.   | 405,275.                                     | .058832   |
| 2  | Total of line 1, column (d)   |  | .467314   |
| 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  |  | .093463   |
| 4  | Enter the net value of noncharitable-use assets for 2011 from Part X, line 5  |  | 292,601.  |
| 5  | Multiply line 4 by line 3   |  | 27,347.   |
| 6  | Enter 1% of net investment income (1% of Part I, line 27b)  |  | 10.   |
| 7  | Add lines 5 and 6   |  | 27,357.   |
| 8  | Enter qualifying distributions from Part XII, line 4<br>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<br>See the Part VI instructions |  | 0.  |

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

Table with 11 rows for excise tax calculations. Includes sub-tables for credits/payments (6a-6d) and total amounts. Values include 20.00, 123.00, and 103.00.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, 'Yes', and 'No'. Includes 'N/A' for question 4b and 'MI' for question 8a.

Part VII-A Statements Regarding Activities (continued)

|    |  |  |     |         |
|----|--|--|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)  |  |     | X       |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)   |  |     | X       |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ▶ N/A   | X  |     |         |
| 14 | The books are in care of ▶ EDWARD F. ANDREWS, JR.<br>Located at ▶ 567 PURDY, BIRMINGHAM, MI  | Telephone no ▶ (248) 642-0910<br>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   | N/A |         |
| 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ | 16   | Yes | No<br>X |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

|     |  | Yes | No |
|-----|--|-----|----|
| 1a  | During the year did the foundation (either directly or indirectly)   |     |    |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| b   | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A   | 1b  |    |
| c   | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/>   | 1c  | X  |
| 2   | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))  |     |    |
| a   | At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ▶  |     |    |
| b   | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions ) <input type="checkbox"/> N/A   | 2b  |    |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶  |     |    |
| 3a  | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| b   | If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011 ) <input type="checkbox"/> N/A | 3b  |    |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  | 4a  | X  |
| b   | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?  | 4b  | X  |

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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. Table with columns: (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. Includes entries for EDWARD F. ANDREWS, JR, ROBERT C. SEGER, and FRANK A. COPELAND.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." Table with columns: (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. Entry: 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. 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 N/A  |          |
| 2  |          |
| 3  |          |
| 4  |          |

**Part IX-B**

**Summary of Program-Related Investments**

| 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  |           |
| 3 All other program-related investments. See instructions  |           |
| <b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>   | <b>0.</b> |

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

|          |  |           |          |
|----------|--|-----------|----------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes |           |          |
| <b>a</b> | Average monthly fair market value of securities  | <b>1a</b> | 250,000. |
| <b>b</b> | Average of monthly cash balances   | <b>1b</b> | 47,057.  |
| <b>c</b> | Fair market value of all other assets  | <b>1c</b> |          |
| <b>d</b> | Total (add lines 1a, b, and c)   | <b>1d</b> | 297,057. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  | <b>1e</b> | 0.       |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets   | <b>2</b>  | 0.       |
| <b>3</b> | Subtract line 2 from line 1d   | <b>3</b>  | 297,057. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  | <b>4</b>  | 4,456.   |
| <b>5</b> | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | <b>5</b>  | 292,601. |
| <b>6</b> | Minimum investment return. Enter 5% of line 5  | <b>6</b>  | 14,630.  |

**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)

|           |  |           |         |
|-----------|--|-----------|---------|
| <b>1</b>  | Minimum investment return from Part X, line 6  | <b>1</b>  | 14,630. |
| <b>2a</b> | Tax on investment income for 2011 from Part VI, line 5   | <b>2a</b> | 20.     |
| <b>b</b>  | Income tax for 2011 (This does not include the tax from Part VI)                                   | <b>2b</b> |         |
| <b>c</b>  | Add lines 2a and 2b  | <b>2c</b> | 20.     |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                              | <b>3</b>  | 14,610. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions  | <b>4</b>  | 0.      |
| <b>5</b>  | Add lines 3 and 4  | <b>5</b>  | 14,610. |
| <b>6</b>  | Deduction from distributable amount (see instructions)   | <b>6</b>  | 0.      |
| <b>7</b>  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 14,610. |

**Part XII** Qualifying Distributions (see instructions)

|          |   |           |    |
|----------|---|-----------|----|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes   |           |    |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | <b>1a</b> | 0. |
| <b>b</b> | Program-related investments - total from Part IX-B  | <b>1b</b> | 0. |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | <b>2</b>  |    |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the   |           |    |
| <b>a</b> | Suitability test (prior IRS approval required)  | <b>3a</b> |    |
| <b>b</b> | Cash distribution test (attach the required schedule)   | <b>3b</b> |    |
| <b>4</b> | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                        | <b>4</b>  | 0. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | <b>5</b>  | 0. |
| <b>6</b> | Adjusted qualifying distributions. Subtract line 5 from line 4  | <b>6</b>  | 0. |

**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

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**Part XIII** Undistributed Income (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7   |               |                            |             | 14,610.     |
| 2 Undistributed income, if any, as of the end of 2011  |               |                            |             |             |
| a Enter amount for 2010 only   |               |                            | 0.          |             |
| b Total for prior years  |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2011  |               |                            |             |             |
| a From 2006  |               |                            |             |             |
| b From 2007  | 5,330.        |                            |             |             |
| c From 2008  | 30,606.       |                            |             |             |
| d From 2009  |               |                            |             |             |
| e From 2010  | 40,039.       |                            |             |             |
| f Total of lines 3a through e  | 75,975.       |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 0.  |               |                            |             |             |
| 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   |               |                            |             | 0.          |
| 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))   | 14,610.       |                            |             | 14,610.     |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  | 61,365.       |                            |             |             |
| 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 instr   |               |                            | 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)   | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7   | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a  | 61,365.       |                            |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2007   |               |                            |             |             |
| b Excess from 2008   | 21,326.       |                            |             |             |
| c Excess from 2009   |               |                            |             |             |
| d Excess from 2010   | 40,039.       |                            |             |             |
| e Excess from 2011   |               |                            |             |             |

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

1 a 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)

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2 a Enter the lesser of the adjusted net income...; 2 b 85% of line 2a; 2 c Qualifying distributions from Part XII...; 2 d Amounts included in line 2c not used directly for active conduct of exempt activities; 2 e Qualifying distributions made directly for active conduct of exempt activities; 3 Complete 3a, b, or c for the alternative test relied upon; 3 a 'Assets' alternative test - enter (1) Value of all assets, (2) Value of assets qualifying under section 4942(j)(3)(B)(i); 3 b 'Endowment' alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed; 3 c 'Support' alternative test - enter (1) Total support other than gross investment income, (2) Support from general public and 5 or more exempt organizations, (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

SEE STATEMENT 5

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<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|--------|
| a <i>Paid during the year</i><br><br>NONE        |  |                                      |                                     |        |
|  |  |                                      |                                     |        |
|  |  |                                      |                                     |        |
|  |  |                                      |                                     |        |
|  |  |                                      |                                     |        |
| <b>Total</b>                                     |  |                                      | ▶ 3a                                | 0.     |
| b <i>Approved for future payment</i><br><br>NONE |  |                                      |                                     |        |
|  |  |                                      |                                     |        |
|  |  |                                      |                                     |        |
| <b>Total</b>                                     |  |                                      | ▶ 3b                                | 0.     |

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (01, 1,008.), 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0., 1,008., 0.), 13 Total (13, 1,008.).

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

Table with 2 columns: 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). Multiple empty rows for explanation.

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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. Signature of officer or trustee: [Signature] Date: 4/5/12 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [ ] No

Paid Preparer Use Only Form section containing fields for Preparer's name (FRANK A. COPELAND), Signature, Date (3/5/12), Firm's name (FRANK A. COPELAND), Firm's address (5504 IDEAL PLACE, ORCHARD LAKE, MI 48324), Firm's EIN (38-2572268), and Phone no ((248) 642-0910).

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE   | AMOUNT      |
|--|-------------|
| BANK OF AMERICA<br>CERTIFICATES OF DEPOSIT     | 70.<br>938. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 1,008.      |

FORM 990-PF TAXES STATEMENT 2

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| NONPROFIT CORP INFO UPDATE  | 20.                          | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 20.                          | 0.                                |                               | 0.                            |

FORM 990-PF OTHER EXPENSES STATEMENT 3

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| BANK FEES                   | 364.                         | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23 | 364.                         | 0.                                |                               | 0.                            |

FORM 990-PF OTHER INVESTMENTS STATEMENT 4

| DESCRIPTION                            | VALUATION<br>METHOD | BOOK VALUE | FAIR MARKET<br>VALUE |
|--|---------------------|------------|----------------------|
| CERTIFICATE OF DEPOSIT                 | COST                | 250,000.   | 250,000.             |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                     | 250,000.   | 250,000.             |

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FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 5  
PART XV, LINES 2A THROUGH 2D

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EDWARD F. ANDREWS, JR. THE WORKERS FOUNDATION  
567 PURDY  
BIRMINGHAM, MI 48009

TELEPHONE NUMBER

248 642-0910

FORM AND CONTENT OF APPLICATIONS

APPLICANTS SHOULD SUBMIT A DETAILED SUMMARY OF THEIR ORGANIZATION AND THE PURPOSE FOR WHICH FUNDS WOULD BE USED.

ANY SUBMISSION DEADLINES

APPLICATIONS ARE ACCEPTED AT ANY TIME. NOTICE OF APPROVAL, REJECTION, OR REQUESTS FOR ADDITIONAL INFORMATION USUALLY SENT IN TWO (2) MONTHS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

PREFERENCE IS GIVEN TO MICHIGAN CHARITABLE ORGANIZATIONS, WHO QUALIFY AS EXEMPT UNDER SECTION 501(C)(3), WHO ASSIST THOSE IN NEED WHO HAVE BEEN, OR MAY BE, OUT OF WORK AS A RESULT OF MANUFACTURING PLANT CLOSINGS, OR OTHER JOB RELATED REASONS. THIS WOULD INCLUDE PMTS. TO ORGANTNS OF HIGHER LEARNING WHO PROVIDE RETRAINING SKILLS TO ENABLE THOSE OUT OF WORK TO BECOME EMPLOYED