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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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation EDWIN J. & RUTH M. SHOEMAKER FOUNDATION		A Employer identification number 38-3137832
Number and street (or P.O. box number if mail is not delivered to street address) 840 W. LONG LAKE ROAD	Room/suite 200	B Telephone number 248-267-3282
City or town, state, and ZIP code TROY, MI 48098		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 15,691,832.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		356.	356.		STATEMENT 1
4 Dividends and interest from securities		440,205.	440,205.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		256,247.			
b Gross sales price for all assets on line 6a		2,595,974.			
7 Capital gain net income (from Part IV, line 2)			256,247.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		696,808.	696,808.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		7,199.	3,599.		3,600.
b Accounting fees					
c Other professional fees STMT 4		73,460.	36,730.		36,730.
17 Interest					
18 Taxes STMT 5		6,270.	635.		635.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		29.	15.		14.
24 Total operating and administrative expenses. Add lines 13 through 23		86,958.	40,979.		40,979.
25 Contributions, gifts, grants paid		842,500.			842,500.
26 Total expenses and disbursements. Add lines 24 and 25		929,458.	40,979.		883,479.
27 Subtract line 26 from line 12		<232,650.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			655,829.		
c Adjusted net income (if negative, enter -0-)				N/A	

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.	2.
	2	Savings and temporary cash investments		3,264,815.	3,815,095.	3,815,095.
	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	STMT 7	5,819,687.	6,505,170.	6,842,320.
	c	Investments - corporate bonds	STMT 8	6,178,707.	4,708,805.	5,010,940.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)		21,988.	23,475.	23,475.	
16	Total assets (to be completed by all filers)		15,285,197.	15,052,547.	15,691,832.	
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"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	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		15,285,197.	15,052,547.	
30	Total net assets or fund balances		15,285,197.	15,052,547.		
31	Total liabilities and net assets/fund balances		15,285,197.	15,052,547.		

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	15,285,197.
2	Enter amount from Part I, line 27a	2	<232,650.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	15,052,547.
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	15,052,547.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
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 2,595,974.		2,339,727.	256,247.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV 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			256,247.	
2 Capital gain net income or (net capital loss)		256,247.		2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		N/A		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) 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	923,142.	15,408,862.	.059910
2009	795,183.	14,405,003.	.055202
2008	918,691.	15,503,659.	.059256
2007	929,252.	16,338,639.	.056875
2006	900,705.	16,071,672.	.056043
2 Total of line 1, column (d)			.287286
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			.057457
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			14,774,449.
5 Multiply line 4 by line 3			848,896.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6,558.
7 Add lines 5 and 6			855,454.
8 Enter qualifying distributions from Part XII, line 4			883,479.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	6,558.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	6,558.
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	6,558.
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,957.	
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	7,957.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,399.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 1,399. Refunded <input checked="" type="checkbox"/>	11	0.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?	X	
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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	X	
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ GREGORY V. DICENSO Telephone no. ▶ 248-267-3282 Located at ▶ 840 W. LONG LAKE ROAD, STE. 200, TROY, MI ZIP+4 ▶ 48098			
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? 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
				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 N/A ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
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) 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.) 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

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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)?

☐ 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)?

N/A

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?

N/A

☐ 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

6b

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

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7b

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

N/A

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.

(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
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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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	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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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	11,213,531.
b	Average of monthly cash balances	1b	3,785,910.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,999,441.
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	14,999,441.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	224,992.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,774,449.
6	Minimum investment return. Enter 5% of line 5	6	738,722.

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	738,722.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,558.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,558.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	732,164.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	732,164.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	732,164.

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	883,479.
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	883,479.
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	5	6,558.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	876,921.

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) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				732,164.
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				
c From 2008				
d From 2009				29,516.
e From 2010				162,785.
f Total of lines 3a through e	192,301.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 883,479.				
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				732,164.
e Remaining amount distributed out of corpus	151,315.			
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	343,616.			
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	343,616.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				29,516.
d Excess from 2010				162,785.
e Excess from 2011				151,315.

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN CENTER FOR CHURCH MUSIC 2108 SCOTTWOOD ANN ARBOR, MI 48104	NONE	TAX EXEMPT	GENERAL	2,500.
ANGELICAN MISSION IN AMERICA/MOUNTAIN VALLEY MISSION P.O. BOX 3427 PAWLEYS ISLAND, SC 29585	NONE	TAX EXEMPT	GENERAL	60,000.
CORAL RIDGE MINISTRIES P.O. BOX 40 FT. LAUDERDALE, FL 33302-9984	NONE	TAX EXEMPT	GENERAL	10,000.
CROSS INTERNATIONAL P.O. BOX 63 AKRON, OH 44398-8101	NONE	TAX EXEMPT	GENERAL	20,000.
FIDELUS CENTER FOR LAW AND POLICY P.O. BOX 2709 CHICAGO, IL 60690	NONE	TAX EXEMPT	GENERAL	30,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	842,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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 | | |

[illegible]

- 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

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

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN	
------	--

GREGORY V. DICENSO

Firm's name ► MILLER, CANFIELD, PADDOCK & STONE, PLC

Firm's EIN ► 38-0836500

Firm's address ► 840 W. LONG LAKE ROAD, SUITE 200
TROY, MI 48098-6358

Phone no 248-879-2000

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80920	NONE	TAX EXEMPT	GENERAL	10,000.
FORWARD IN FAITH - NORTH AMERICA 1717 8TH AVENUE MOLINE, IL 61265	NONE	TAX EXEMPT	GENERAL	20,000.
HEARTBEAT OF MONROE 326 NORTH MONROE STREET MONROE, MI 48161	NONE	TAX EXEMPT	GENERAL	25,000.
INTERMOUNTAIN BAPTIST CHURCH 20410 MARQUETTE STREET BURNEY, CA 96013	NONE	TAX EXEMPT	GENERAL	2,500.
LIFE CHOICES OF KING COUNTY 1414 S. 324TH ST. #105 FEDERAL WAY, WA 98003-8400	NONE	TAX EXEMPT	GENERAL	20,000.
LUTHERAN SPECIAL EDUCATION MINISTRIES 6861 EAST NEVADA STREET DETROIT, MI 48234	NONE	TAX EXEMPT	GENERAL	40,000.
MERCY MEMORIAL HOSPITAL 718 NORTH MACOMB STREET MONROE, MI 48162	NONE	TAX EXEMPT	GENERAL	120,000.
MICHIGAN RIGHT TO LIFE EDUCATION FUND 2340 PORTER ST SW GRAND RAPIDS, MI 49509-0901	NONE	TAX EXEMPT	GENERAL	150,000.
PREGNANCY RESOURCE CENTER 121 SOUTH GARFIELD, SUITE C TRAVERSE CITY, MI 49686	NONE	TAX EXEMPT	GENERAL	20,000.
REDEEMER LUTHERAN CHURCH P.O. BOX 184 INTERLOCHEN, MI 49634	NONE	TAX EXEMPT	GENERAL	55,000.
Total from continuation sheets				720,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SALVATION ARMY OF MONROE COUNTY 815 E. FIRST STREET MONROE, MI 48161	NONE	TAX EXEMPT	GENERAL	40,000.
ST. BARTHOLOMEW'S ANGLICAN CHURCH 9252 MILLER RD SWARTZ CREEK, MI 48473	NONE	TAX EXEMPT	GENERAL	5,000.
ST. MARYS SCHOOL 303 ST. MARY'S STREET LAKE LEELENAU, MI 49686	NONE	TAX EXEMPT	GENERAL	2,500.
THE BIBLE LEAGUE 16801 VAN DAM ROAD SOUTH HOLLAND, IL 60473	NONE	TAX EXEMPT	GENERAL	15,000.
THE EKKLESIA SOCIETY P.O. BOX 118526 CARROLLTON, TX 75011-8526	NONE	TAX EXEMPT	GENERAL	100,000.
THE U OF M TRANSPLANT CENTER 3867 TAUBMAN CENTER ANN ARBOR, MI 48109-0391	NONE	TAX EXEMPT	GENERAL	25,000.
THOMAS MORE LAW CENTER 24 FRANK LLOYD WRIGHT DRIVE ANN ARBOR, MI 48106	NONE	TAX EXEMPT	GENERAL	50,000.
MONROE COUNTY HISTORICAL SOCIETY 126 SOUTH MONROE STREET MONROE, MI 48161	NONE	TAX EXEMPT	GENERAL	5,000.
BETHANY CHRISTIAN SERVICES 1055 CARRIAGE HILL DRIVE, SUITE 2 TRAVERSE CITY, MI 49686	NONE	TAX EXEMPT	GENERAL	15,000.
Total from continuation sheets				

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	1,000 SHS, WALGREEN COMPANY	P	08/11/04	01/25/11
b	500 SHS, ISHARES NASDAQ BIOTECH INDEX	P	05/17/04	02/10/11
c	500 SHS, ISHARES NASDAQ BIOTECH INDEX	P	03/09/05	02/10/11
d	2,500 SHS, ISHARES TR BARCLYS 20+ YR	P	07/29/05	07/13/11
e	5,000 SHS, ISHARES TR BARCLYS 20+ YR	P	02/13/09	07/13/11
f	2,000 SHS, ISHARES TR BARCLYS 20+ YR	P	04/06/09	07/13/11
g	2,600 SHS, ISHARES TR BARCLYS 20+ YR	P	05/08/09	07/13/11
h	3,000 SHS, ISHARES TR BARCLYS 20+ YR	P	05/27/09	07/13/11
i	17 CALL SPDR GOLD TRUST \$167, EXP 09/17/11	P	08/03/11	09/16/11
j	17 PUT SPDR GOLD TRUST \$158, EXP 09/17/11	P	08/03/11	09/17/11
k	3,000 SHS, LORILLARD INC	P	10/06/08	10/05/11
l	1,500 SHS, LORILLARD INC	P	03/13/09	10/05/11
m	1,000 SHS, LORILLARD INC	P	03/02/11	10/05/11
n	3,500 SHS, RETAIL HOLDERS TRUST	P	05/04/11	12/14/11
o				

(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 40,947.		36,400.	4,547.
b 46,908.		37,456.	9,452.
c 46,908.		32,925.	13,983.
d 241,269.		232,890.	8,379.
e 482,537.		512,839.	<30,302.>
f 193,015.		205,422.	<12,407.>
g 250,919.		246,872.	4,047.
h 289,522.		271,879.	17,643.
i 3,672.		15,480.	<11,808.>
j		4,012.	<4,012.>
k 332,862.		190,031.	142,831.
l 166,431.		93,223.	73,208.
m 110,954.		77,758.	33,196.
n 390,030.		382,540.	7,490.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			4,547.
b			9,452.
c			13,983.
d			8,379.
e			<30,302.>
f			<12,407.>
g			4,047.
h			17,643.
i			<11,808.>
j			<4,012.>
k			142,831.
l			73,208.
m			33,196.
n			7,490.
o			

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	256,247.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
CHARLES SCHWAB	356.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	356.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	440,205.	0.	440,205.
TOTAL TO FM 990-PF, PART I, LN 4	440,205.	0.	440,205.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MILLER CANFIELD PADDOCK & STONE, PLC	7,199.	3,599.		3,600.
TO FM 990-PF, PG 1, LN 16A	7,199.	3,599.		3,600.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOTTY INVESTORS, LLC MANAGEMENT FEES	73,460.	36,730.		36,730.
TO FORM 990-PF, PG 1, LN 16C	73,460.	36,730.		36,730.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	5,000.	0.		0.
FOREIGN TAX WITHHELD	1,270.	635.		635.
TO FORM 990-PF, PG 1, LN 18	6,270.	635.		635.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WIRED FUNDS/TRADE FEES	17.	9.		8.
MISCELLANEOUS	12.	6.		6.
TO FORM 990-PF, PG 1, LN 23	29.	15.		14.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
JOHNSON & JOHNSON	211,992.	262,320.		
LA-Z-BOY INC	2,055,026.	1,331,360.		
MICROSOFT CORP	68,675.	64,900.		
PEPSICO, INC	57,996.	79,620.		
PROCTER & GAMBLE	157,258.	180,117.		
MERCK & COMPANY	313,626.	439,846.		
ACTIVISION INC	22,777.	69,091.		
DUKE ENERGY CO	73,332.	100,320.		
SEQUELLA INC	100,000.	100,001.		
THERMO FISHER SCIENTIFIC INC	278,943.	362,008.		
TOWERS WATSON & CO	194,022.	359,580.		
ALTRIA GROUP	348,557.	557,420.		
SPDR GOLD TRUST	319,652.	607,960.		
TEEKAY TANKERS LTD	341,639.	131,359.		
ANNALY CAPITAL MANAGEMENT	354,857.	364,686.		
MKT VECT GOLD MINERS ETF	392,065.	617,160.		
CHIMERA INVT CORP	325,774.	238,450.		
SEACOR HOLDINGS	152,987.	186,816.		
CANADIAN OIL SANDS TRUST	307,197.	307,786.		

CISCO SYSTEMS INC	206,386.	198,880.
CURTISS-WRIGHT CORP	222,409.	282,640.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,505,170.	6,842,320.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BUFFALO NY, 5.125%, 01/01/17	174,776.	178,731.
CLINTON PRAIRIE, IN 5.625%, 01/15/18	149,671.	163,518.
EASTERN IOWA COLLEGE DIST, 5.3%, 06/01/13	164,207.	168,198.
TOPEKA KANSAS, 5%, 08/15/15	148,150.	159,675.
KNOX CNTY HOSPITAL, 5.8%, 12/01/13	307,906.	310,377.
INDIANA BD BK REV, 5.12%, 01/15/17	479,645.	541,910.
ILLINOIS FIN AUTH REV, 5.649%, 07/01/17	550,165.	585,101.
ROBINSON AUTH, 5.375%, 5/15/18	505,645.	583,860.
ST. LOUIS MUNI FIN CORP	655,662.	686,178.
DU PAGE CNTY IL, 4.4%, 10/01/14	572,978.	631,104.
CALVO MC BOND FUND LTD PTSHP	1,000,000.	1,002,288.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,708,805.	5,010,940.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT L. SHOEMAKER 9130 HUNTER LANE TRAVERSE CITY, MI 49684	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
ERIC C. SHOEMAKER 10638 FAWN VIEW COURT ZEELAND, MI 49464	DIRECTOR 2.00	0.	0.	0.
DALE SHOEMAKER 5330 CALLE VISTA SAN DIEGO, CA 92109	VICE PRESIDENT/DIRECTOR 2.00	0.	0.	0.
MARY KAYE JOHNSTON 3500 207TH AVENUE ISSAQUAH, WA 98027	SECRETARY/TREASURER/DIRECT 2.00	0.	0.	0.
ROCQUE E. LIPFORD 1065 HOLLYWOOD MONROE, MI 48162	DIRECTOR 2.00	0.	0.	0.
DAVID JOHNSTON BOX 23 GARIBALDI HIGHLAND BRITISH COLUMBIA, CANADA B0N 1T0	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROBERT L. SHOEMAKER
9130 HUNTER LANE
TRAVERSE CITY, MI 49684

TELEPHONE NUMBER

231-943-4717

FORM AND CONTENT OF APPLICATIONS

LETTER DESCRIBING PURPOSE OF GRANT AND VERIFICATION OF ORGANIZATION'S
CHARITABLE STATUS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ORGANIZATIONS MUST HAVE AS THEIR MISSION AND ACTIVITY (WHETHER DIRECTLY
OR INDIRECTLY) THE FURTHERING OF THE GOSPEL OF OUR LORD JESUS CHRIST, (JOHN
3:16), AND MUST BE FAITHFUL TO THE TENETS OF THE CHRISTIAN FAITH, (MATTHEW
28:17-20).