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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

, and ending

Name of foundation HELPPIE FAMILY CHARITABLE FOUNDATION		A Employer identification number 38-3374687
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 607		B Telephone number (248) 386-8300
City or town, state, and ZIP code BLOOMFIELD HILLS, MI 48303		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 checked="" 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) \$ 3,183,373. (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 <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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		2,898.	2,698.		STATEMENT 1
4 Dividends and interest from securities		74,630.	74,630.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		74,964.			
b Gross sales price for all assets on line 6a 2,214,731.					
7 Capital gain net income (from Part IV, line 2)			74,964.		
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		<11,840.>	5,872.		STATEMENT 3
12 Total Add lines 1 through 11		140,652.	158,164.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		1,525.	763.		762.
c Other professional fees					
17 Interest					
18 Taxes		2,323.	656.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		281.	247.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		4,129.	1,666.		762.
25 Contributions, gifts, grants paid		509,773.			509,773.
26 Total expenses and disbursements. Add lines 24 and 25		513,902.	1,666.		510,535.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<373,250.>			
b Net investment income (if negative, enter -0-)			156,498.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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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			13,671.	481,755.	481,755.
	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 8			2,029,899.	1,484,035.	1,484,035.
	c Investments - corporate bonds STMT 9			1,405,526.	1,073,680.	1,073,680.
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 10			295,848.	143,903.	143,903.	
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			3,744,944.	3,183,373.	3,183,373.	
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			3,744,944.	3,183,373.		
30 Total net assets or fund balances			3,744,944.	3,183,373.		
31 Total liabilities and net assets/fund balances			3,744,944.	3,183,373.		

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	3,744,944.
2 Enter amount from Part I, line 27a	2	<373,250.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,371,694.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	188,321.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,183,373.

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 PUBLICLY TRADED SECURITIES	P		
b PUBLICLY TRADED SECURITIES	P		
c PUBLICLY TRADED SECURITIES	P		
d KINDER MORGAN ENERGY PARTNERS, L.P.	P		
e CAPITAL GAINS DIVIDENDS			

(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 1,507,831.		1,410,600.	97,231.
b 125,904.		171,537.	<45,633.>
c 554,694.		542,999.	11,695.
d 17,540.		14,631.	2,909.
e 8,762.			8,762.

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) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			97,231.
b			<45,633.>
c			11,695.
d			2,909.
e			8,762.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	74,964.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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	453,776.	3,710,656.	.122290
2009	552,873.	3,783,243.	.146137
2008	488,190.	5,277,771.	.092499
2007	607,079.	6,383,929.	.095095
2006	491,310.	5,984,917.	.082091

2 Total of line 1, column (d)	2	.538112
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	.107622
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,463,291.
5 Multiply line 4 by line 3	5	372,726.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,565.
7 Add lines 5 and 6	7	374,291.
8 Enter qualifying distributions from Part XII, line 4	8	510,535.

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)			
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		1	1,565.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,565.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,565.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,160.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,100.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,260.	
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	2,695.	
11 Enter the amount of line 10 to be credited to 2012 estimated tax	11	2,695.	Refunded

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
b 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
c 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 type="checkbox"/> \$ 0. (2) On foundation managers <input 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 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 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

N/A

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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 ► MICHELE DEAN Telephone no ► 248-593-9371 Located at ► P.O. BOX 607, BLOOMFIELD HILLS, MI ZIP+4 ► 48303			
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

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

6b

X

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?

N/A

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.

(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
RICHARD D. HELPPIE, JR. P.O. BOX 607 BLOOMFIELD HILLS, MI 48303	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
LESLIE S. HELPPIE P.O. BOX 607 BLOOMFIELD HILLS, MI 48303	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
SUSAN M. SYNOR P.O. BOX 607 BLOOMFIELD HILLS, MI 48303	SECR/TREAS/DIRECTOR 0.00	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	3,421,085.
b	Average of monthly cash balances	1b	94,946.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,516,031.
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	3,516,031.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,740.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,463,291.
6	Minimum investment return. Enter 5% of line 5	6	173,165.

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	173,165.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,565.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,565.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	171,600.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	171,600.
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	171,600.

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	510,535.
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	510,535.
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	1,565.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	508,970.

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				171,600.
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	201,279.			
b From 2007	303,975.			
c From 2008	227,023.			
d From 2009	365,565.			
e From 2010	270,489.			
f Total of lines 3a through e	1,368,331.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 510,535.				
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				171,600.
e Remaining amount distributed out of corpus	338,935.			
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:	1,707,266.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	201,279.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	1,505,987.			
10 Analysis of line 9				
a Excess from 2007	303,975.			
b Excess from 2008	227,023.			
c Excess from 2009	365,565.			
d Excess from 2010	270,489.			
e Excess from 2011	338,935.			

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				
AAA CENTER FOR PREGNANCY COUNSELING 6510 SORENSEN PKWY OMAHA, NE 68152	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	500.
AGING AT HOME 111 WEST JOHN STREET, SUITE 205 SEATTLE, WA 98119	N/A	PUBLIC CHARITY	HOME HEALTH RESOURCES FOR SENIORS AND FAMILY CAREGIVERS	4,293.
ALZHEIMER'S ASSOCIATION 225 N. MICHIGAN AVENUE, FL. 17 CHICAGO, IL 60601	N/A	PUBLIC CHARITY	SUPPORT FOR PEOPLE WITH AND TO FIND A CURE FOR ALZHEIMERS DISEASE	100.
AMERICAN CANCER SOCIETY 20450 CIVIC CENTER DRIVE SOUTHFIELD, MI 48076	N/A	PUBLIC CHARITY	RESEARCH	200.
AMERICAN DIABETES ASSOCIATION 1701 N. BEAUREGARD ST ALEXANDRIA, VA 22311	N/A	PUBLIC CHARITY	RESEARCH	500.
Total			SEE CONTINUATION SHEET(S)	509,773.
b Approved for future payment				
NONE				
Total				0.

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
AMERICAN LUNG ASSOCIATION 25900 GREENFIELD RD OAK PARK, MI 48237	N/A	PUBLIC CHARITY	RESEARCH	150.
AUTISM SPEAKS 1 EAST 33RD STREET, 4TH FLOOR NEW YORK, NY 10016	N/A	PUBLIC CHARITY	CHILD HEALTH ADVOCACY	500.
BIG HORN CHARITIES 535 MESQUITE HILLS PALM DESERT, CA 92211	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	5,000.
CANYONLAND FIELD INSTITUTE 1320 SOUTH HIGHWAY 191 MOAB, UT 84532	N/A	PUBLIC CHARITY	ENVIRONMENTAL PROTECTION	1,000.
CHAMPIONS OF WAYNE 4100 WOODWARD AVE BLOOMFIELD HILLS, MI 48304	N/A	PUBLIC CHARITY	TO SUPPORT THE STUDENTS OF WAYNE MEMORIAL HIGH SCHOOL	40,000.
CHILDREN'S HOSPITAL OF DENVER 1830 FRANKLIN STREET DENVER, CO 80218	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	10,500.
CHILDREN'S HOSPITAL OF MICHIGAN 3911 BEAUBIEN BLVD DETROIT, MI 48201	N/A	PUBLIC CHARITY	CHILD HEALTH ADVOCACY	100.
COALITION ON TEMPORARY SHELTER 26 PETERBORO DETROIT, MI 48201	N/A	PUBLIC CHARITY	ASSISTANCE TO INDIGENT FAMILIES	200.
CORNERSTONE SCHOOL 6861 E. NEVADA DETROIT, MI 48234	N/A	PUBLIC CHARITY	VISION OF EXCELLENCE, CLASS SPONSORSHIP	75,500.
CRANBROOK 380 LONE PINE ROAD BLOOMFIELD HILLS, MI 48303	N/A	PUBLIC CHARITY	SCHOLARSHIPS FOR DESERVING STUDENTS	72,500.
Total from continuation sheets				504,180.

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
DETROIT ZOOLOGICAL SOCIETY 8450 W. 10 MILE RD ROYAL OAK, MI 48067	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	200.
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DRIVE RANCH MIRAGE, CA 92270	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	4,000.
EPISCOPAL RELIEF 815 SECOND AVENUE NEW YORK, NY 10017	N/A	PUBLIC CHARITY	TO HELP ELIMINATE MALARIA	1,200.
EQUEST CENTER FOR THERAPEUTIC RIDING 3777 RECTOR NE ROCKFORD, MI 49341	N/A	PUBLIC CHARITY	EQUINE-BASED THERAPY TO PHYSICALLY AND MENTALLY CHALLENGED INDIVIDUALS	500.
FORGOTTEN HARVEST 21800 GREENFIELD ROAD OAK PARK, MI 48237	N/A	PUBLIC CHARITY	TO RELIEVE HUNGER IN THE DETROIT METROPOLITAN COMMUNITY	150.
GLEANERS COMMUNITY FOOD BANK 2131 BEAUFIT DETROIT, MI 48207	N/A	PUBLIC CHARITY	FIGHT AGAINST HUNGER	300.
GOODWILL INDUSTRIES 3111 GRAND RIVER DETROIT, MI 48208	N/A	PUBLIC CHARITY	ASSISTANCE TO INDIGENT FAMILIES	250.
GRACE CENTERS OF HOPE 35 E. HURON ST PONTIAC, MI 48342	N/A	PUBLIC CHARITY	ASSISTANCE TO INDIGENT FAMILIES	500.
HAVEN PO BOX 431045 PONTIAC, MI 48343	N/A	PUBLIC CHARITY	TO HELP WOMEN CHILDREN AND MEN WHO HAVE SUFFERED FROM CRIMES OF DOMESTIC AND SEXUAL VIOLENCE	500.
HEREFORD FOUNDATION #3 ELLENS CHOICE WAY PARKTON, MD 21120	N/A	PUBLIC CHARITY	TO PROVIDE ASSISTANCE TO INDIVIDUALS AND FAMILIES IN NEED AROUND THE HERFORD, MARYLAND AREA	7,680.
Total from continuation sheets				

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
HIGH DESERT CHURCH 14545 HOOK BLVD VICTORVILLE, CA 92394	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	200.
HOSPICE OF MICHIGAN 400 MACK AVENUE DETROIT, MI 48201	N/A	PUBLIC CHARITY	HEALTH CARE ASSISTANCE FOR PEOPLE WITH A TERMINAL ILLNESS	2,500.
JUVENILE DIABETES RESEARCH FOUNDATION 120 WALL STREET NEW YORK, NY 10005	N/A	PUBLIC CHARITY	JUVENILE DIABETES RESEARCH FOR CURE	500.
KINGSLEY AREA SCHOOLS 402 PENTON STREET KINGSLEY, MI 49649	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	1,000.
LIGHTHOUSE OF OAKLAND COUNTY 46156 WOODWARD AVE PONTIAC, MI 48342	N/A	PUBLIC CHARITY	ASSISTANCE TO INDIGENT FAMILIES	500.
LUTHERAN CHURCH OF THE REDEEMER 1800 W. MAPLE RD BIRMINGHAM, MI 48009	N/A	PUBLIC CHARITY	RELIGIOUS, CHURCH GIFT FUND	71,000.
LUTHERAN HERITAGE FOUNDATION 51474 ROMEO PLANK ROAD MACOMB, MI 48042	N/A	PUBLIC CHARITY	RELIGIOUS, CHURCH GIFT FUND	250.
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS, NY 10605	N/A	PUBLIC CHARITY	SUPPORT AND RESEARCH FOR THE HEALTH OF BABIES	100.
MICHIGAN HUMANE SOCIETY 30300 TELEGRAPH ROAD, SUITE 220 BINGHAM FARMS, MI 48025	N/A	PUBLIC CHARITY	RESCUE, TREAT AND SHELTER ANIMALS	250.
MIRACLE LEAGUE OF PLYMOUTH PO BOX 5384 PLYMOUTH, MI 48170	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	30,000.
Total from continuation sheets				

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
NORTH DAKOTA STATE UNIVERSITY PO BOX 5144 FARGO, ND 48102	N/A	PUBLIC CHARITY	TO SUPPORT STUDENTS, FACULTY, STAFF, AND PROGRAMS	300.
OAKWOOD 15500 LUNDY PARKWAY DEARBORN, MI 48126	N/A	PUBLIC CHARITY	TO SUPPORT PATIENT CARE AND ASSIST IN COMMUNITY OUTREACH AND PREVENTION PROGRAMS	28,766.
OPEN DOOR RESCUE MISSION 3442 MCDUGALL DETROIT, MI 48207	N/A	PUBLIC CHARITY	ASSISTANCE TO PEOPLE IN NEED IN THE DETROIT AREA	300.
ORTONVILLE COMMUNITY EMERGENCY FUND PO BOX 282 ORTONVILLE, MI 48462	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	500.
PALM SPRINGS ART MUSEUM 101 NORTH MUSEUM DRIVE PALM SPRINGS, CA 92262	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	500.
PURPLE ROSE THEATRE 137 PARK STREET CHELSEA, MI 48118	N/A	PUBLIC CHARITY	NEW YORK EVENT DONATION, 07-08 CHALLENGE	81,600.
RACQUET UP DETROIT PO BOX 11404 DETROIT, MI 48211	N/A	PUBLIC CHARITY	TO SUPPORT DETROIT YOUTH THROUGH SQUASH AND FITNESS INSTRUCTION AND ACADEMIC TUTORING	1,000.
RONALD MCDONALD HOUSE OF DETROIT 3911 BEAUBIEN BLVD DETROIT, MI 48201	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	200.
SALVATION ARMY 16130 NORTHLAND DR SOUTHFIELD, MI 48075	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	500.
SPECIAL OLYMPICS E. CAMPUS DRIVE, MT PLEASANT, MI 48859	N/A	PUBLIC CHARITY	TO EMPOWER INDIVIDUALS WITH INTELLECTUAL DISABILITIE	250.
Total from continuation sheets				

HELPPIE FAMILY CHARITABLE FOUNDATION

38-3374687

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
ST. JOHN HEALTH FOUNDATION 22101 MOROSS ROAD #102 DETROIT, MI 48236	N/A	PUBLIC CHARITY	END OF LIFE CARE	20,000.
ST. JUDE CHILDREN'S HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	500.
ST. MARGARET'S 47535 HIGHWAY 74 PALM DESERT, CA 92260	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	1,500.
SUSAN G. KOMEN FOR THE CURE PO BOX 224523 DALLAS, TX 75222	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	200.
THE BOTSFORD FOUNDATION 28050 GRAND RIVER AVENUE FARMINGTON HILLS, MI 48336	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	25,000.
THE INNOCENCE PROJECT 40 WORTH ST, SUITE 701 NEW YORK, NY 10013	N/A	PUBLIC CHARITY	TO ASSIST PRISONERS WHO COULD NOT BE PROVEN INNOCENT THROUGH DNA TESTING.	300.
THE ROEPER SCHOOL 1051 OAKLAND AVENUE BIRMINGHAM, MI 48009	N/A	PUBLIC CHARITY	GENERAL FUND SUPPORT	400.
TOYS FOR TOTS 18251 QUANTICO GATEWAY DR TRIANGLE, VA 22172	N/A	PUBLIC CHARITY	COLLECT TOYS AS GIFTS FOR NEEDY CHILDREN	250.
UNIVERSITY OF HAWAII FOUNDATION 2444 DOLE STREET, BACHMAN HALL 105 HONOLULU, HI 69822	N/A	PUBLIC CHARITY	ASSISTANCE FOR THE UNIVERSITY OF HAWAII AND ITS STUDENTS	2,000.
WAYNE-WESTLAND COMMUNITY SCHOOLS 36745 MARQUETTE WESTLAND, MI 48185	N/A	PUBLIC CHARITY	TO SUPPORT EDUCATION	13,084.
Total from continuation sheets				

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

b If "Yes," complete the following schedule.

(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 90/8/2012

PRESIDENT

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 <input type="checkbox"/> if self-employed	PTIN
	COLLETTE R. PRIES		9/17/12		P00290509
	Firm's name ▶ PLANTE & MORAN, PLLC			Firm's EIN ▶ 38-1357951	
	Firm's address ▶ 2601 CAMBRIDGE CT., SUITE 500 AUBURN HILLS, MI 48326			Phone no 248-375-7100	

Form **990-PF** (2011)

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

SOURCE	AMOUNT
CHARLES SCHWAB #7196	1,594.
JPMORGAN #1005	1,052.
JPMORGAN #5001	4.
KINDER MORGAN ENERGY PARTNERS, L.P.	248.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,898.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB #7196	57,498.	1,621.	55,877.
JPMORGAN #1005	13,909.	3,409.	10,500.
JPMORGAN #5001	11,878.	3,732.	8,146.
KINDER MORGAN ENERGY PARTNERS, L.P.	107.	0.	107.
TOTAL TO FM 990-PF, PART I, LN 4	83,392.	8,762.	74,630.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN ENERGY PARTNERS, L.P.	197.	197.	
KINDER MORGAN ENERGY PARTNERS, L.P.	<17,712.>	0.	
KINDER MORGAN ENERGY PARTNERS, L.P.	5,675.	5,675.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<11,840.>	5,872.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,525.	763.		762.
TO FORM 990-PF, PG 1, LN 16B	1,525.	763.		762.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - SCHWAB	607.	607.		0.
FOREIGN TAXES - JP MORGAN 1005	38.	38.		0.
FEDERAL EXCISE TAX	1,667.	0.		0.
FOREIGN TAXES - KINDER MORGAN ENERGY PARTNERS, L.P.	11.	11.		0.
TO FORM 990-PF, PG 1, LN 18	2,323.	656.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KINDER MORGAN - INVESTMENT INTEREST EXPENSE	147.	147.		0.
MISCELLANEOUS EXPENSE	100.	100.		0.
KINDER MORGAN - NDE	34.	0.		0.
TO FORM 990-PF, PG 1, LN 23	281.	247.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSS	125,027.
DIFFERENCE BETWEEN TAX AND BOOK GAIN/LOSS ON INVESTMENT SALES	63,294.
TOTAL TO FORM 990-PF, PART III, LINE 5	188,321.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #1005 (SEE ATTACHED)	1,484,035.	1,484,035.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,484,035.	1,484,035.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #5001 (SEE ATTACHED)	541,073.	541,073.
JP MORGAN #1005 (SEE ATTACHED)	532,607.	532,607.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,073,680.	1,073,680.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #1005 (SEE ATTACHED)	COST	143,903.	143,903.
TOTAL TO FORM 990-PF, PART II, LINE 13		143,903.	143,903.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHARD HELPPIE
P.O. BOX 607
BLOOMFIELD HILLS, MI 48303

TELEPHONE NUMBER

248-386-8300

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST WITH PROOF OF CHARITABLE EXEMPT STATUS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ORGANIZATION WILL MAKE CONTRIBUTIONS TO OTHER CHARITABLE, RELIGIOUS OR EDUCATIONAL ORGANIZATIONS (SECTION 501 (C)(3)) WHICH ARE NOT PRIVATE FOUNDATIONS. IT IS EXPECTED THAT THE CONTRIBUTIONS WILL INCLUDE CONTRIBUTIONS TO ORGANIZATIONS INVOLVED WITH DISADVANTAGED AND MEDICALLY IMPAIRED CHILDREN, COMMUNITY IMPROVEMENT AND EDUCATION.



Helppe Family Charitable Foundation
EIN: 38-3374687
Investment detail account # 5001

US Fixed Income	Price	Quantity	Value
LOOMIS SAYLES FDS II STRAT INC FD Y 543487-25-0	14.35	9,648.43	138,454.91
PIMCO TOTAL RETURN FUND 693390-70-0	10.87	6,599.20	71,733.31
PIMCO FDS PAC INVT MGMT SER REAL RETRN INS 693391-10-4	11.79	5,840.93	68,864.61
PIMCO FDS PAC INVT MGMT SER DIVER INCM INS 693391-88-0	11.27	5,626.30	63,408.40

J.P.Morgan



Helppie Family Charitable Foundation
EIN: 38-3374687
Investment detail account # 5001

	Price	Quantity	Value
US Fixed Income			
VANGUARD INTERM-TERM CORP FD SER F INTEREST TRUST CORP ADMIN 922031-81-0	9.99	19,881.11	198,612.24
Total US Fixed Income			\$541,073.47



Helppie Family Charitable Foundation

EIN: 38-3374687

Investment detail account # 1005

	Price	Quantity	Value
US Large Cap Equity			
BARRICK GOLD CORP 067901-10-8 ABX	45.25	1,000,000	45,250.00
BP PLC SPONS ADR 056622-10-4 BP	42.74	600,000	25,644.00
CATERPILLAR INC 149123-10-1 CAT	90.60	300,000	27,180.00
CISCO SYSTEMS INC 17275R-10-2 CSCO	18.08	4,500,000	81,360.00
FLUOR CORP 343412-10-2 FLR	50.25	900,000	45,225.00
GOLD CORP INC 380956-40-9 GG	44.25	500,000	22,125.00
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	28.81	220,820	6,361.82
HESS CORP 42809H-10-7 HES	56.80	1,000,000	56,800.00
IAMGOLD CORP 450913-10-8 IAG	15.85	4,500,000	71,325.00
INTERNATIONAL BUSINESS MACHINES CORP 459200-10-1 IBM	183.88	200,000	36,776.00
ISHARES S&P 100 INDEX FUND 464287-10-1 OEF	57.03	1,478,000	84,290.34
ISHARES TRUST S&P 500 INDEX FUND 464287-20-0 IVV	125.96	500,000	62,980.00
ISHARES S&P PREF STK INDEX FUND 464288-68-7 PFF	35.62	3,000,000	106,860.00

J.P. Morgan



Helppie Family Charitable Foundation

EIN: 38-3374687

Investment detail account # 1005

	Price	Quantity	Value
US Large Cap Equity			
JPM CONT BUFF EQ SPX 11/15/12	98.89	15,000.000	14,833.50
80% CONTIN BARRIER- 13%CPN			
20% CAP			
INITIAL LEVEL-10/28/11 SPX:1,285.09			
48125V-AA-8			
JPM EQUITY INCOME FD - SEL	9.36	744.691	6,970.21
4812C0-49-8 HLIE X			
JPM LARGE CAP GROWTH FD - SEL	21.46	314.324	6,745.39
4812C0-53-0 SEEG X			
JPMORGAN TAX AWARE EQUITY FUND	17.14	785.193	13,458.21
48121L-57-7 JPES X			
KINDER MORGAN ENERGY PARTNERSHIP L P	84.95	1,500.000	127,425.00
UNIT OF LIMITED PARTNERSHIP INT			
494550-10-6 KMP			
MANNING & NAPIER FUND INC	17.39	555.850	9,666.23
EQUITY SERIES			
563821-60-2 EXEY X			
PRIMECAP ODYSSEY FUNDS	14.28	715.746	10,220.85
ODYSSEY STK FD			
74160Q-30-1 POSK X			
SECTOR SPDR TRUST	69.13	800.000	55,304.00
S&P-ENERGY			
81369Y-50-6 XLE			
SILVER WHEATON CORPORATION	28.96	700.000	20,272.00
828336-10-7 SLW			
SPDR DOW JONES INDUSTRIAL AVERAGE	121.85	625.000	76,156.25
ETF TRUST			
78467X-10-9 DIA			

J.P.Morgan



Helppie Family Charitable Foundation
EIN: 38-3374687
Investment detail account # 1005

	Price	Quantity	Value
US Large Cap Equity			
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	125.50	82.000	10,291.00
SPDR S&P DIVIDEND ETF 78464A-76-3 SDY	53.87	900.000	48,483.00
SPDR S&P BIOTECH ETF 78464A-87-0 XBI	66.40	1,000.000	66,400.00
STREETTRACKS DJ WILSHIRE LARGE CAP VALUE 78464A-50-8 SPYV	62.80	1,500.000	94,200.00
Total US Large Cap Equity			\$1,232,602.80

US Mid Cap Equity			
BLACKROCK U.S. OPPORTUNITIES PORTFOLIO 091929-78-0 BMCI X	33.49	266.025	8,909.18
JPM MARKET EXPANSION INDEX FD - SEL 4812C1-63-7 PGMI X	9.67	646.950	6,256.01
Total US Mid Cap Equity			\$15,165.19

US Small Cap Equity			
ISHARES RUSSELL 2000 INDEX FUND 464287-65-5 IWM	73.75	700.000	51,625.00

J.P.Morgan



Helppie Family Charitable Foundation

EIN: 38-3374687

Investment detail account # 1005

	Price	Quantity	Value
EAFE Equity			
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	49.53	126.000	8,240.78
JPM INTL VALUE FD - SEL 4812A0-56-5 JIES X	11.21	820.313	9,195.71
MFS INTL VALUE-I 55273E-82-2 MINI X	24.71	394.885	9,757.61
T. ROWE PRICE OVERSEAS STOCK FUND 77956H-75-7 TROS X	7.32	1,275.820	9,339.00
Total EAFE Equity			\$34,533.10
Asia ex-Japan Equity			
MATTHEWS PACIFIC TIGER FD 577130-10-7 MAPT X	20.33	472.122	9,598.24
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	13.91	382.932	5,326.58
Total Asia ex-Japan Equity			\$14,924.82

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	Price	Quantity	Value
Emerging Market Equity			
HSBC BREN EEM 11/15/12 10%BUFFER-2 XLEV- 11%CAP 22%MAXRTRN INITIAL LEVEL-10/28/11 EEM-42.40 4042K1-QZ-9	92.74	15,000,000	13,911.00
I SHARES S&P LATIN AMERICAN 40 INDEX FUND 464287-39-0 ILF	42.57	1,200,000	51,084.00
ISHARES MSCI EMERGING MARKET INDEX 464287-23-4 EEM	37.94	1,850,000	70,189.00
Total Emerging Market Equity			\$135,184.00

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	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div.	Yield
Real Estate & Infrastructure						
JPM REALTY INCOME FD - INSTL 904504-50-3 URTL X	340.80	3,500.00		3,479.55	67.81	1.95%

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J.P. Morgan representative.

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i.e., "marked-to-market"). However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

	Price	Quantity	Estimated Value
Hard Assets			
BARC BREN COMMODITY BSKT 11/21/13 LKD TO CO1 PLTMNPM LOCADY & SPGCGRP 1 85%LEV, 20%BUFFER, 27.75%MAXRTN 11/18/11 06738K-ZN-4	95.81	25,000.000	23,952.80

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	Price	Quantity	Estimated Value
Hard Assets			
DB QRN BRENT CRUDE 12/12/12	89.23	25,000.000	24,807.50
LNKD TO CO1; 5% ITM STRIKE			
10%BUFFER, 22.5%MAXRTN			
12/2/11, STRIKE: 109.94			
2515A1-EY-3			
MARKET VECTORS AGRIBUSINESS	47.15	1,100.000	51,865.00
57060U-60-5 MOO			
PIMCO	10.43	901.288	9,400.43
COMMODITIES PLUS STRATEGY			
72201P-16-7 PCLP X			
SPDR GOLD TRUST	151.99	200.000	30,398.00
78463V-10-7 GLD			
Total Hard Assets			\$140,423.73

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	Price	Quantity	Value
Cash			
US DOLLAR	1.00	337,193.25	337,193.25
Short Term			
GOLDMAN SACHS GROUP INC			
3 1/4% JUN 15 2012	101.42	50,000.00	50,711.00
DTD 12/01/2008			
38146F-AA-9 AA+/AAA			

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	Price	Quantity	Value
US Fixed Income			
ISHARES IBOXX \$ INVESTMENT GRADE CORPORATE BOND FUND 464287-24-2	113.76	1,400.00	159,264.00
EATON VANCE MUT FDS TR FLT RT CL I 277911-49-1	8.81	5,386.15	47,275.81
JPM HIGH YIELD FD - SEL 4812C0-80-3	7.62	3,535.35	26,939.40
JPM TR I MLT SC INC - SEL 48121A-29-0	9.96	1,402.81	13,971.95
JPM TR I TAX AWARE REAL RTRN FD - SEL 4812A2-54-6	10.26	7,017.40	71,998.57
BLACKROCK HIGH YIELD BOND 091929-63-8	7.39	2,815.01	20,802.95
RIDGEWORTH FDS SEIX FLRT HI I 76628T-67-6	8.65	8,208.74	71,005.56
Total US Fixed Income			\$411,256.24

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	Price	Quantity	Value
Complementary Structured Strategies			
O BARC 95% PP CMIT BASKET 11/21/13 LINKED TO CNY MXN IDR & TRY 216% UPSIDE LEV, UNCAPPED 11/18/11 06738K-ZM-6	95.94	12,000.00	11,512.80

Foreign Exchange & Non-USD Fixed Income			
JPM INTL CURRENCY INCOME FD 4812A3-29-6	10.83	4,244.62	45,969.22
DREYFUS/LAUREL FDS TR PRM EMRGN MK I 261980-49-4	13.16	999.69	13,155.85
Total Foreign Exchange & Non-USD Fixed Income			\$59,125.07

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