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Form 990-PF

Return of Private Foundation

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

2011

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

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

G Check all that apply

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeName of foundation
HP FOUNDATION

A Employer identification number

38-3577492

Number and street (or P O box number if mail is not delivered to street address)
32606 PINE RIDGE DRIVE

B Telephone number (see page 10 of the instructions)

(586) 795-2653

City or town, state, and ZIP code
WARREN, MI 480931000C If exemption application is pending, check here D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation E If private foundation status was terminated under section 507(b)(1)(A), check here F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,704,162** J Accounting method Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis.)*

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

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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1 Contributions, gifts, grants, etc , received (attach schedule)			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments	12	12	
4 Dividends and interest from securities.	62,439	62,439	
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10	75,734		
b Gross sales price for all assets on line 6a 451,049			
7 Capital gain net income (from Part IV, line 2) . . .		75,734	
8 Net short-term capital gain			
9 Income modifications			2,500
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)	85	85	
12 Total. Add lines 1 through 11	138,270	138,270	2,500

13 Compensation of officers, directors, trustees, etc	21,300	7,400	13,900
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule)	1,340	670	670
c Other professional fees (attach schedule)	9,300	9,300	0
17 Interest			
18 Taxes (attach schedule) (see page 14 of the instructions)	1,264	999	20
19 Depreciation (attach schedule) and depletion . . .	168	0	
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule)	3,093	0	3,093
24 Total operating and administrative expenses.			
Add lines 13 through 23	36,465	18,369	17,683
25 Contributions, gifts, grants paid.	69,750		69,750
26 Total expenses and disbursements. Add lines 24 and 25	106,215	18,369	87,433
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements	32,055		
b Net investment income (if negative, enter -0-) . . .		119,901	
c Adjusted net income (if negative, enter -0-) . . .			2,500

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments		51,665	107,549	107,549	
	3 Accounts receivable ►					
	Less allowance for doubtful accounts ►					
	4 Pledges receivable ►					
	Less allowance for doubtful accounts ►					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7 Other notes and loans receivable (attach schedule) ►					
	Less allowance for doubtful accounts ►					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)	407,122	424,002	529,308		
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)	1,058,587	1,020,543	1,067,222			
14 Land, buildings, and equipment basis ► 1,455						
Less accumulated depreciation (attach schedule) ► 1,372	251	83	83			
15 Other assets (describe ►)						
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,517,625	1,552,177	1,704,162			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ►)					
	23 Total liabilities (add lines 17 through 22)	0	0			
	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	1,517,625	1,552,177			
30 Total net assets or fund balances (see page 17 of the instructions)	1,517,625	1,552,177				
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,517,625	1,552,177				

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	1,517,625
2	Enter amount from Part I, line 27a	2	32,055
3	Other increases not included in line 2 (itemize) ►	3	2,500
4	Add lines 1, 2, and 3	4	1,552,180
5	Decreases not included in line 2 (itemize) ►	5	3
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,552,177

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)
1 a	SALE OF PUBLICLY TRADED SECURITIES (SHORT TERM LOSS)	P		
b	SALE OF PUBLICLY TRADED SECURITIES (LONG TERM GAIN)	P		
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	25,150		25,635	-485
b	425,899		349,680	76,219
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus 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				-485
b				76,219
c				
d				
e				
2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	75,734
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8				

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	86,148	1,664,078	0 051769
2009	82,854	1,592,357	0 052032
2008	117,886	1,905,811	0 061856
2007	105,339	2,205,272	0 047767
2006	98,868	2,122,217	0 046587
2			2 0 260011
3			3 0 052002
4			4 1,820,094
5			5 94,649
6			6 1,199
7			7 95,848
8			8 87,433

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	2,398
	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 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	2,398
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	2,398
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	800	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,500	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.		7	3,300
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	902
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/>	902	Refunded <input type="checkbox"/>	11 0

Part VII-A Statements Regarding Activities

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
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?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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? <i>If "No," attach explanation.</i>		Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► N/A				
14	The books are in care of ► HELEN FOWLER Located at ► 32606 PINE RIDGE DRIVE WARREN MI	Telephone no ► (586) 795-2653 ZIP +4 ► 480931000		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15		
16	and enter the amount of tax-exempt interest received or accrued during the year ►			
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 ►				

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

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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7b	
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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 (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DEBORAH HOLLEY PALMS 37 RADNOR CIRCLE GROSSE POINTE FARMS, MI 48236	PRESIDENT, TRUSTEE 7 00	13,500	0	0
JEFFREY J PALMS 37 RADNOR CIRCLE GROSSE POINTE FARMS, MI 48236	TREAS, SECR, TRUSTEE 1 00	0	0	0
HELEN M FOWLER 32606 PINE RIDGE DRIVE WARREN, MI 48093	ASST TREAS, ASST SECR 10 00	7,800	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.			<input checked="" type="checkbox"/>	0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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.

1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and

1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total	Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,806,329
b	Average of monthly cash balances.	1b	41,482
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,847,811
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	1,847,811
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	27,717
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,820,094
6	Minimum investment return. Enter 5% of line 5.	6	91,005

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

1	Minimum investment return from Part X, line 6.	1	91,005
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	2,398
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,398
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	88,607
4	Recoveries of amounts treated as qualifying distributions.	4	2,500
5	Add lines 3 and 4.	5	91,107
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	91,107

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	87,433
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	87,433
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	6	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		87,433

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				91,107
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			72,281	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 87,433				
a Applied to 2010, but not more than line 2a			72,281	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . .	0			
d Applied to 2011 distributable amount.			15,152	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				75,955
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	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 See Additional Data Table				
Total			► 3a	69,750
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments.				
3	Interest on savings and temporary cash investments			14	12
4	Dividends and interest from securities.			14	62,439
5	Net rental income or (loss) from real estate				
a	Debt-financed property.				
b	Not debt-financed property.				
6	Net rental income or (loss) from personal property				
7	Other investment income.			14	85
8	Gain or (loss) from sales of assets other than inventory			18	75,734
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory.				
11	Other revenue a				
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e).		0		0
13	Total. Add line 12, columns (b), (d), and (e).			13	138,270
	<i>(See worksheet in line 13 instructions on page 28 to verify calculations.)</i>				

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

Part XVI-B Relationship of Activities to the Accomplishment

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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 or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. 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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

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		
<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge</p>				
<p>***** Signature of officer or trustee</p>	<p>2012-08-14 Date</p>	<p>***** Title</p>		
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature MICHAEL J PREDHOMME</p>	<p>Date</p>	<p>Check if self- employed</p>	<p>PTIN P00011558</p>
	<p>Firm's name PREDHOMME & CO</p>	<p>Firm's EIN ► 38-2622899</p>		
	<p>260 E BROWN STREET SUITE 320</p>	<p>Phone no (248) 540-1040</p>		
	<p>BIRMINGHAM, MI 480096232</p>			

May the IRS discuss this return with the preparer shown above? See Instructions **Yes** **No**

Additional Data

Software ID:

Software Version:

EIN: 38-3577492

Name: HP FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 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				
ANGELS OF HOPE47496 GREENBRIAR LANE MACOMB, MI 48044	NONE	PUBLIC CHARITY	OPERATING EXPENSE	5,000
COVENANT HOUSE2959 MARTIN LUTHER KING DETROIT, MI 48208	NONE	PUBLIC CHARITY	OPERATING EXPENSE	2,500
BRECKENRIDGE OUTDOOR EDUCATION CENTERBOX 697 BRECKENRIDGE, CO 80424	NONE	PUBLIC CHARITY	OPERATING EXPENSE	2,000
CAPUCHIN SOUP KITCHEN1820 MT ELLIOT DETROIT, MI 48207	NONE	PUBLIC CHARITY	OPERATING EXPENSE	1,000
CRIME STOPPERS OF MICHIGAN10900 HARPER DETROIT, MI 48213	NONE	PUBLIC CHARITY	OPERATING EXPENSE	2,500
CROSSROADS OF MICHIGAN2424 W GRAND BOULEVARD DETROIT, MI 48208	NONE	PUBLIC CHARITY	OPERATING EXPENSE	2,000
FRIENDS OF JACLYNBOX 716 GRANVILLE, OH 43023	NONE	PUBLIC CHARITY	OPERATING EXPENSE	500
DENNISON UNIVERSITYBOX 716 GRANVILLE, OH 43023	NONE	PUBLIC CHARITY	OPERATING EXPENSE	5,000
DETROIT INSTITUTE FOR CHILDREN5447 WOODWARD AVENUE DETROIT, MI 48202	NONE	PUBLIC CHARITY	OPERATING EXPENSE	5,000
FAMILY CENTER OF GROSSE PTE AND HARPER WOODS20090 MORNINGSIDE GROSSE POINTE, MI 48236	NONE	PUBLIC CHARITY	OPERATING EXPENSE	10,000
FOWLER CENTER FOR OUTDOOR LIVING2315 HARMON LAKE MAYVILLE, MI 48744	NONE	PUBLIC CHARITY	OPERATING EXPENSE	2,500
FORGOTTEN HARVEST21500 GREENFIELD OAK PARK, MI 48237	NONE	PUBLIC CHARITY	OPERATING EXPENSE	3,000
GLOBAL GREENGRANTS2840 WILDERNESS PLACE BOULDER, CO 80301	NONE	PUBLIC CHARITY	OPERATING EXPENSE	2,000
ST TERESA PARISH FOOD PANTRY 12255 FRAZHO WARREN, MI 48089	NONE	PUBLIC CHARITY	OPERATING EXPENSE	1,500
SALVATION ARMY16130 NORTHLAND SOUTHFIELD, MI 48075	NONE	PUBLIC CHARITY	OPERATING EXPENSE	500
STARR COMMONWEALTH13725 STARR COMMONWEALTH ALBION, MI 49224	NONE	PUBLIC CHARITY	OPERATING EXPENSE	2,750
TURNING POINTBOX 1123 MT CLEMENS, MI 48046	NONE	PUBLIC CHARITY	OPERATING EXPENSE	5,000
UC - CUMBERLAND COLLEGE6191 COLLEGE STATION WILLIAMSBURG, KY 40769	NONE	PUBLIC CHARITY	OPERATING EXPENSE	1,000
LOCAL MOTION GREEN16824 KERCHEVAL PL B100 GROSSE POINTE, MI 48230	NONE	PUBLIC CHARITY	OPERATING EXPENSE	4,000
MAKE A WISH FOUNDATION2300 GENOA BUSIN PK 290 BRIGHTON, MI 48114	NONE	PUBLIC CHARITY	OPERATING EXPENSE	5,000
MICHIGAN HUMANE SOCIETY7401 CHRYSLER DETROIT, MI 48211	NONE	PUBLIC CHARITY	OPERATING EXPENSE	1,000
PROMISE VILLAGE HOME FOR CHILDRENBOX 210 DAVISBURG, MI 48350	NONE	PUBLIC CHARITY	OPERATING EXPENSE	2,000
ST ALOYSIUS CHURCH1234 WASHINGTON BLVD DETROIT, MI 48226	NONE	PUBLIC CHARITY	OPERATING EXPENSE	2,500
ST JUDE CHILDREN'S RESEARCH HOSPITALBOX 50 MEMPHIS, TN 38101	NONE	PUBLIC CHARITY	OPERATING EXPENSE	1,500
Total			► 3a	69,750

TY 2011 Accounting Fees Schedule

Name: HP FOUNDATION

EIN: 38-3577492

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	1,340	670		670

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: HP FOUNDATION

EIN: 38-3577492

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2007-03-27	1,455	1,204	200DB	5 000000000000	168	0		

**TY 2011 Investments Corporate
Stock Schedule**

Name: HP FOUNDATION

EIN: 38-3577492

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCKS	0	0
90 SHS - ABBOTT LABORATORIES	3,869	5,061
125 SHS - ALTERA CORP	2,172	4,637
55 SHS - AMAZON	7,251	9,521
195 SHS - AMERICAN EXPRESS	9,074	9,198
50 SHS - APPLE COMPUTER	6,740	20,250
120 SHS - AUTODESK INC	5,098	3,640
50 SHS - BERKSHIRE HATHAWAY	2,990	3,815
80 SHS - BHP BILLITON LTD	5,246	5,650
305 SHS - BRISTOL MYERS	9,142	10,748
120 SHS - CHEVRON CORP	7,643	12,768
120 SHS - CITRIX SYSTEMS	7,834	7,286
155 SHS - COCA COLA	10,648	10,817
90 SHS - CONOCOPHILLIPS	5,772	6,558
115 SHS - COSTCO WHOLESALE CORP	7,720	9,582
120 SHS - COVIDIEN PLC	5,359	5,401
255 SHS - DANAHER CORP	6,530	11,995
160 SHS - DISNEY COMPANY	5,470	6,000
170 SHS - DOMINION RES INC	7,556	9,024
200 SHS - DU PONT	7,878	9,156
390 SHS - EMC CORP	7,601	8,401
155 SHS - EATON CORP	8,246	6,747
185 SHS - EXXON MOBIL CORP	5,685	15,681
80 SHS - FRANKLIN RESOURCES	9,217	7,685
440 SHS - GENERAL ELECTRIC	8,062	7,880
15 SHS - GOOGLE INC CLASS A	6,066	9,689
40 SHS - GRAINGER INC	4,745	7,488
145 SHS - HJ HEINZ	6,808	7,836
80 SHS - IBM	6,228	14,710
65 SHS - JOHNSON & JOHNSON	3,951	4,263

Name of Stock	End of Year Book Value	End of Year Fair Market Value
165 SHS - JOHNSON CONTROLS INC	4,634	5,158
280 SHS - JP MORGAN CHASE	10,738	9,310
80 SHS - MCDONALDS	7,053	8,026
120 SHS - MCKESSON	7,356	9,349
115 SHS - NATIONAL OILWELL VARCO	2,915	7,819
60 SHS - NIKE INC CLASS B	4,120	5,782
55 SHS - NOBLE ENERGY	3,260	5,191
130 SHS - NORFOLK SOUTHERN CORP	8,860	9,472
402 SHS - NORTHERN TRUST CORP	21,127	15,943
115 SHS - NOVARTIS AG	6,236	6,575
165 SHS - OMNICOM GROUP	7,763	7,356
375 SHS - ORACLE SYSTEMS CORP	11,036	9,619
30 SHS - PRECISION CASTPARTS CORP	5,159	4,944
265 SHS - PRINCIPAL FINANCIAL GROUP	7,756	6,519
150 SHS - PROCTER & GAMBLE	7,884	10,007
180 SHS - QUALCOMM INC	9,283	9,846
60 SHS - SALESFORCE COM INC	5,297	6,088
90 SHS - SCHLUMBERGER	7,898	6,148
80 SHS - SIMON PROPERTY GROUP	7,471	10,315
280 SHS - SPDR GOLD TRUST	32,651	42,557
385 SHS - SPECTRA ENERGY	6,584	11,839
90 SHS - TRAVELERS COS INC	4,868	5,325
305 SHS - US BANCORP	6,456	8,250
205 SHS - UNITED HEALTHGROUP CORP	7,172	10,389
70 SHS - UNITED TECHNOLOGIES CORP	2,742	5,116
85 SHS - VF CORP	8,653	10,794
140 SHS - VERIZON COMM	5,149	5,617
85 SHS - WALMART	4,655	5,080
350 SHS - WELLS FARGO & CO	2,924	9,646
140 SHS - WHOLE FOODS MARKET	5,701	9,741

TY 2011 Investments - Other Schedule

Name: HP FOUNDATION**EIN:** 38-3577492

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	AT COST	0	0
620 SHS - ISHARES RUSSELL MIDCAP INDEX FUND	AT COST	40,008	59,160
310 SHS - ISHARES TR S&P CAP 600 FUND	AT COST	12,385	21,167
2688.17 SHS - MFB NORTHERN FDS SMALL CAP INDEX FUND	AT COST	20,000	21,935
1397.10 SHS - MFB NORTHERN FDS SMALL CAP VALUE FUND	AT COST	14,051	20,943
21541.70 SHS - MFB NORTHERN FUNDS BOND INDEX FUND	AT COST	227,606	235,020
13192.83 SHS - MFB NORTHERN HIGH YIELD FIXED INCOME FUND	AT COST	88,377	92,878
17539.72 SHS - MFB NORTHERN INTL EQUITY INDEX FUND	AT COST	136,428	156,630
8545.15 SHS - MFB NORTHERN MULTI-MANAGER EMERGING MKTS	AT COST	154,659	138,517
8323.23 SHS - MFB NORTHERN MULTI-MANAGER INTL EQUITY FUND	AT COST	71,830	68,833
3216.44 SHS - MFB NORTHERN MULTI-MGR GLOBAL FUND	AT COST	39,588	49,372
9189.97 SHS - MFB NORTHERN MULTI-MGR HIGH YLD OPP FUND	AT COST	92,880	91,348
9360.69 SHS - MFO PIMCO FDS PAC INV MGMT SER	AT COST	69,473	61,219
400 SHS - SPDR TRUST UNIT	AT COST	53,258	50,200

TY 2011 Land, Etc. Schedule**Name:** HP FOUNDATION**EIN:** 38-3577492

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	1,455	1,372	83	83

TY 2011 Other Decreases Schedule

Name: HP FOUNDATION**EIN:** 38-3577492

Description	Amount
ROUNDINGS	3

TY 2011 Other Expenses Schedule

Name: HP FOUNDATION

EIN: 38-3577492

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POSTAGE	50	0		50
OTHER	5	0		5
PROFESSIONAL DUES	695	0		695
SEMINARS, MEETINGS	2,343	0		2,343

TY 2011 Other Income Schedule

Name: HP FOUNDATION**EIN:** 38-3577492

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION PROCEEDS	85	85	85

TY 2011 Other Increases Schedule

Name: HP FOUNDATION

EIN: 38-3577492

Description	Amount
2010 VOIDED DONATION	2,500

TY 2011 Other Professional Fees Schedule

Name: HP FOUNDATION**EIN:** 38-3577492

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	9,300	9,300		0

TY 2011 Taxes Schedule

Name: HP FOUNDATION**EIN:** 38-3577492

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	999	999		0
MICHIGAN CORPORATE UPDATE	20	0		20
EXCISE TAX	245	0		0