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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

, and ending

Name of foundation ELIZABETH, ALLAN & WARREN SHELDEN FUND		A Employer identification number 38-6052198
Number and street (or P.O. box number if mail is not delivered to street address) 17152 KERCHEVAL	Room/suite	B Telephone number 313-881-2282
City or town, state, and ZIP code GROSSE POINTE, MI 48230		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 31,404,412.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		811,144.	811,144.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		28,047.			
b Gross sales price for all assets on line 6a	196,000.				
7 Capital gain net income (from Part IV, line 2)			28,047.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		839,191.	839,191.	0.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 2	2,950.	737.	0.	2,213.
c Other professional fees	STMT 3	64,276.	64,276.	0.	0.
17 Interest					
18 Taxes	STMT 4	3,121.	10,175.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	191.	0.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		70,538.	75,188.	0.	2,213.
25 Contributions, gifts, grants paid		1,405,000.			1,545,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,475,538.	75,188.	0.	1,547,213.
27 Subtract line 26 from line 12		<636,347.>			
a Excess of revenue over expenses and disbursements			764,003.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				0.	

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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	49,681.	30,573.	30,573.
	2	Savings and temporary cash investments	1,707,651.	922,450.	922,450.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds STMT 6	6,345,256.	6,278,913.	6,441,558.
11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 7	23,572,197.	23,622,197.	23,986,777.	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
15	Other assets (describe ▶ STATEMENT 8)	30,156.	23,054.	23,054.	
16	Total assets (to be completed by all filers)	31,704,941.	30,877,187.	31,404,412.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	215,000.	75,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)	97,000.	0.	
23	Total liabilities (add lines 17 through 22)	312,000.	75,000.		
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	31,392,941.	30,802,187.	
30	Total net assets or fund balances	31,392,941.	30,802,187.		
31	Total liabilities and net assets/fund balances	31,704,941.	30,877,187.		

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	31,392,941.
2	Enter amount from Part I, line 27a	2	<636,347.>
3	Other increases not included in line 2 (itemize) ▶ MISC ADJUSTMENT	3	45,593.
4	Add lines 1, 2, and 3	4	30,802,187.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,802,187.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 196,000.		167,953.	28,047.

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			
b			
c			
d			
e			28,047.

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 28,047.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)

If (loss), enter -0- in Part I, line 8

3N/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	1,595,045.	31,642,420.	.050408
2009	1,660,700.	31,004,658.	.053563
2008	2,366,977.	36,298,423.	.065209
2007	2,158,834.	43,300,968.	.049856
2006	2,082,322.	41,012,719.	.050773

2 Total of line 1, column (d) 2 .269809

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 .053962

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 33,123,448.

5 Multiply line 4 by line 3

5 1,787,408.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 7,640.

7 Add lines 5 and 6

7 1,795,048.

8 Enter qualifying distributions from Part XII, line 4

8 1,547,213.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	15,280.
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	15,280.
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	15,280.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	16,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	16,000.
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	720.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 720. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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

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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 ► SHELLEN OFFICE, LLC Located at ► 17152 KERCHEVAL, GROSSE POINTE, MI Telephone no ► (313) 881-2282 ZIP+4 ► 48230			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
	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
WILLIAM W. SHELDEN, JR 17152 KERCHEVAL GROSSE POINTE, MI 48230	PRES, TREAS,	TRUSTEE		
DAVID M. HEMPSTEAD 17152 KERCHEVAL GROSSE POINTE, MI 48230	SECRETARY, TRUSTEE			
TINA M. KRIZANIC 17152 KERCHEVAL GROSSE POINTE, MI 48230	ASST. SECRETARY			
SALLY S. SHELDEN 17152 KERCHEVAL GROSSE POINTE, MI 48230	TRUSTEE			

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 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	33,606,147.
b	Average of monthly cash balances	1b	21,719.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	33,627,866.
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	33,627,866.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	504,418.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,123,448.
6	Minimum investment return. Enter 5% of line 5	6	1,656,172.

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	1,656,172.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	15,280.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	15,280.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,640,892.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,640,892.
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	1,640,892.

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	1,547,213.
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	1,547,213.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,547,213.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,640,892.
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	56,328.			
b From 2007	16,073.			
c From 2008	572,402.			
d From 2009	126,196.			
e From 2010	95,626.			
f Total of lines 3a through e	866,625.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,547,213.				
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				1,547,213.
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))	93,679.			93,679.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	772,946.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	772,946.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	551,124.			
c Excess from 2009	126,196.			
d Excess from 2010	95,626.			
e Excess from 2011				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
COMMUNITY FOUNDATION FOR SE MI 333 W FORT, SUITE 2010 DETROIT, MI 48226	NONE	PUBLIC	UNRESTRICTED	75,000.
UNITED WAY 600 WOODWARD AVE, SUITE 300 DETROIT, MI 48226	NONE	PUBLIC	UNRESTRICTED	115,000.
ANGLERS OF THE AU SABLE P.O. BOX 200 GRAYLING, MI 49738	NONE	PUBLIC	UNRESTRICTED	5,000.
DUCKS UNLIMITED 1220 EISENHOWER PLACE ANN ARBOR, MI 48101	NONE	PUBLIC	UNRESTRICTED	20,000.
RUFFED GROUSE SOCIETY P.O. BOX 116 LAONA, WI 54541	NONE	PUBLIC	UNRESTRICTED	20,000.
Total	SEE CONTINUATION SHEET(S)			1,545,000.
b Approved for future payment				
COLLEGE FOR CREATIVE STUDIES 201 EAST KIRBY DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	75,000.
Total				75,000.

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? | Yes No | |
|---|--|--------|---|
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- 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 _____

• PRESIDENT

Title

May the IRS discuss this return with the preparer shown below (see instr 7)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

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

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
NATURE CONSERVANCY 101 EAST GRAND RIVER LANSING, MI 48906	NONE	PUBLIC	UNRESTRICTED	15,000.
HURON PINES 501 NORWAY ST. GRAYLING, MI 49738	NONE	PUBLIC	UNRESTRICTED	20,000.
COLLEGE FOR CREATIVE STUDIES 201 EAST KIRBY DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	100,000.
DETROIT HISTORICAL SOCIETY 5401 WOODWARD AVE DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	10,000.
DETROIT INSTITUTE OF ARTS 5200 WOODWARD AVE DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	35,000.
DETROIT ZOOLOGICAL SOCIETY 8450 W. 10 MILE RD. ROYAL OAK, MI 48067	NONE	PUBLIC	UNRESTRICTED	15,000.
HISTORIC ELMWOOD FOUNDATION 1200 ELMWOOD AVE DETROIT, MI 48207	NONE	PUBLIC	UNRESTRICTED	10,000.
MICHIGAN OPERA THEATRE 1526 BROADWAY DETROIT, MI 48226	NONE	PUBLIC	UNRESTRICTED	5,000.
GREENING OF DETROIT 1418 MICHIGAN AVE DETROIT, MI 48216	NONE	PUBLIC	UNRESTRICTED	5,000.
THE HENRY FORD 20900 OAKWOOD BLVD. DEARBORN, MI 48214	NONE	PUBLIC	UNRESTRICTED	70,000.
Total from continuation sheets				1,310,000.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GROSSE POINTE FARMS FOUNDATION 90 KERBY RD. GROSSE POINTE, MI 48236	NONE	PUBLIC	UNRESTRICTED	10,000.
NEW COMMON SCHOOL FOUNDATION 6861 E NEVADA DETROIT, MI 48234	NONE	PUBLIC	UNRESTRICTED	10,000.
UNIVERSITY LIGGETT SCHOOL 1045 COOK RD GROSSE POINTE, MI 48236	NONE	PUBLIC	UNRESTRICTED	130,000.
WAYNE STATE UNIVERSITY 2100 UNDERGRADUATE LIBRARY DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	10,000.
CHILDREN'S HOSPITAL OF MI FOUNDATION 3901 BEAUBIEN BLVD DETROIT, MI 48201	NONE	PUBLIC	UNRESTRICTED	75,000.
NORTHERN MICHIGAN HOSPITAL FOUNDATION 360 CONNABLE AVE PETOSKEY, MI 49770	NONE	PUBLIC	UNRESTRICTED	10,000.
ST JOHN HEALTH FOUNDATION 22101 MOROSS RD, STE 102 DETROIT, MI 48236	NONE	PUBLIC	UNRESTRICTED	115,000.
HENRY FORD HEALTH SYSTEM ONE FORD PLACE, 5C DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	150,000.
BEAUMONT FOUNDATION 3711 W. THIRTEEN MILE RD. ROYAL OAK, MI 48073	NONE	PUBLIC	UNRESTRICTED	10,000.
MICHIGAN CANCER RESEARCH FUND 20450 CIVIC CENTER DRIVE SOUTHFIELD, MI 48076	NONE	PUBLIC	UNRESTRICTED	10,000.
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
ADULT WELL-BEING SERVICES 1423 FIELD AVE DETROIT, MI 48214	NONE	PUBLIC	UNRESTRICTED	5,000.
AMERICAN RED CROSS P.O. BOX 44110 DETROIT, MI 48244	NONE	PUBLIC	UNRESTRICTED	25,000.
BALDWIN CENTER 212 BALDWIN AVE PONTIAC, MI 48342	NONE	PUBLIC	UNRESTRICTED	5,000.
CAPUCHIN CHARITIES 1820 MT ELLIOT DETROIT, MI 48207	NONE	PUBLIC	UNRESTRICTED	20,000.
COALITION ON TEMPORARY SHELTER 26 PETERBORO DETROIT, MI 48201	NONE	PUBLIC	UNRESTRICTED	60,000.
DETROIT EXECUTIVE SERVICES 16250 NORTHLAND, SUITE 390 SOUTHLAND, MI 48075	NONE	PUBLIC	UNRESTRICTED	5,000.
GREATER DETROIT AGENCY FOR THE BLIND 16625 GRAND RIVER AVE DETROIT, MI 48227	NONE	PUBLIC	UNRESTRICTED	5,000.
OLD NEWSBOY'S GOODFELLOW FUND P.O. BOX 44444 DETROIT, MI 48244	NONE	PUBLIC	UNRESTRICTED	10,000.
ROSE HILL CENTER 5130 ROSE HILL BLVD HOLLY, MI 48442	NONE	PUBLIC	UNRESTRICTED	5,000.
ACCOUNTING AID SOCIETY 7700 SECOND AVE, STE 314 DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	5,000.
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
MACOMB COUNTY WARMING CENTER P.O. BOX 53 ROSEVILLE, MI 48066	NONE	PUBLIC	UNRESTRICTED	5,000.
SERENITY SERVICES 5555 CONNER, STE 1017 A DETROIT, MI 48213	NONE	PUBLIC	UNRESTRICTED	5,000.
TURNING POINTE, INC P.O. BOX 1123 MT CLEMENS, MI 48046	NONE	PUBLIC	UNRESTRICTED	85,000.
MERCY EDUCATION PROJECT 1450 HOWARD STREET DETROIT, MI 48216	NONE	PUBLIC	UNRESTRICTED	5,000.
ALTERNATIVE FOR GIRLS 903 WEST GRAND BLVD. DETROIT, MI 48208	NONE	PUBLIC	UNRESTRICTED	5,000.
GLEANERS COMMUNITY FOOD BANK 2131 BEAUFIT DETROIT, MI 48207	NONE	PUBLIC	UNRESTRICTED	25,000.
DETROIT PUBLIC TV 1 CLOVER COURT WIXOM, MI 48393	NONE	PUBLIC	UNRESTRICTED	5,000.
FORGOTTEN HARVEST 21800 GREENFIELD RD OAK PARK, MI 48237	NONE	PUBLIC	UNRESTRICTED	25,000.
SERVICES FOR OLDER CITIZENS 159 KERCHEVAL GROSSE POINTE, MI 48236	NONE	PUBLIC	UNRESTRICTED	5,000.
CROSSROADS OF MICHIGAN 2424 W. GRAND BLVD. DETROIT, MI 48208	NONE	PUBLIC	UNRESTRICTED	10,000.
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
HOLY CROSS CHILDREN'S SERVICES 5555 CONNER, STE 2244 DETROIT, MI 48213	NONE	PUBLIC	UNRESTRICTED	10,000.
BOY SCOUTS DETROIT AREA COUNCIL 1776 W WARREN AVE DETROIT, MI 48208	NONE	PUBLIC	UNRESTRICTED	15,000.
DETROIT INSTITUTE FOR CHILDREN 5447 WOODWARD AVE DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	25,000.
CHILDREN'S CENTER 79 W ALEXANDRINE DETROIT, MI 48201	NONE	PUBLIC	UNRESTRICTED	25,000.
YMCA OF METROPOLITAN DETROIT 1401 BROADWAY BLVD, SUITE 3A DETROIT, MI 48226	NONE	PUBLIC	UNRESTRICTED	5,000.
BOYS HOPE GIRLS HOPE P.O. BOX 21085 DETROIT, MI 48221	NONE	PUBLIC	UNRESTRICTED	5,000.
GIRL SCOUTS OF SOUTHEASTERN MI 3011 WEST GRAND BLVD DETROIT, MI 48202	NONE	PUBLIC	UNRESTRICTED	15,000.
RACQUET UP DETROIT P.O. BOX 11404 DETROIT, MI 48211	NONE	PUBLIC	UNRESTRICTED	10,000.
NEIGHBORHOOD CLUB 240 CHALFONTE GROSSE POINTE, MI 48236	NONE	PUBLIC	UNRESTRICTED	65,000.
Total from continuation sheets				

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	10,976.95 SHS FEDERATED ULTRA SHORT BOND FUND	P	12/23/09	01/12/11
b	50,000 SHS MERRILL LYNCH & CO NOTES 6.05%	P	04/02/08	10/25/11
c	1,853.57 SHS VANGUARD SHORT-TERM INVESTMENT GRADE	P	12/19/08	05/09/11
d	LITIGATION SETTLEMENT FROM STOCKS	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	100,988.		100,000.	988.
b	50,466.		50,066.	400.
c	20,000.		17,887.	2,113.
d	10,873.			10,873.
e	13,673.			13,673.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			988.
b			400.
c			2,113.
d			10,873.
e			13,673.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

28,047.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)

If (loss), enter "-0-" in Part I, line 8

3

N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHWESTERN BANK	29,326.	0.	29,326.
NORTHWESTERN BANK	256,537.	13,673.	242,864.
VANGUARD MARKETING CORPORATION	538,151.	0.	538,151.
VANGUARD-PRIME MNY MKT	803.	0.	803.
TOTAL TO FM 990-PF, PART I, LN 4	824,817.	13,673.	811,144.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,950.	737.	0.	2,213.
TO FORM 990-PF, PG 1, LN 16B	2,950.	737.	0.	2,213.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	43,782.	43,782.	0.	0.
BANK INVESTMENT FEES	20,494.	20,494.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	64,276.	64,276.	0.	0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	<7,054.>	0.	0.	0.
FOREIGN TAXES	10,175.	10,175.	0.	0.
TO FORM 990-PF, PG 1, LN 18	3,121.	10,175.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE OF MI FILING FEES	20.	0.	0.	0.
OFFICE SUPPLIES	171.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	191.	0.	0.	0.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FEDERATED ULTRA SHORT BOND FUND	0.	0.
GOLDMAN SACHS GROUP, INC-5.15% DUE 1/15/14	261,650.	254,758.
JP MORGAN CHASE CO-5.125% DUE 9/15/14	247,210.	263,575.
MERRILL LYNCH NOTE-6.05% DUE 8/15/12	0.	0.
VANGUARD GNMA FUND	3,072,940.	3,188,934.
VANGUARD SHORT TERM INVESTMENT GRADE FUND	2,597,113.	2,635,162.
VANGUARD HIGH YIELD CORP FUND ADMIRAL SHARES	100,000.	99,129.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,278,913.	6,441,558.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HARBOR COMMODITY REAL RETURN FUND	COST	203,996.	195,991.
ISHARES RUSSELL 2000 VALUE INDEX FUND	COST	3,213,864.	3,492,048.
SPDR S&P ETF FUND	COST	11,436,366.	12,619,025.
VANGUARD FTSE ALL WORLD EX US SMALL CAP	COST	1,250,399.	977,382.
VANGUARD FTSE ALL WORLD	COST	3,770,834.	3,112,525.
VANGUARD MID CAP ETF	COST	3,746,738.	3,589,806.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,622,197.	23,986,777.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCISE TAX REFUNDABLE	30,156.	23,054.	23,054.
TO FORM 990-PF, PART II, LINE 15	30,156.	23,054.	23,054.