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AMENDED

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation	A Employer identification number
ANNA PAULINA FOUNDATION	38-6061335
Number and street (or P O box number if mail is not delivered to street address) / Room/suite	B Telephone number (see instructions)
3400 W. BRISTOL RD	810-238-3685
City or town, state, and ZIP code	C If exemption application is pending, check here ▶ ☐
FLINT, MI 48507-3112	

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☑ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 14,909,912

J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) *(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 ▶ ☐

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 instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc, received (attach schedule)	440,419			
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	680,402	680,402		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	388,128			
b	Gross sales price for all assets on line 6a 4,028,099				
7	Capital gain net income (from Part IV, line 2)				
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) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	1,508,949	680,402		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees ~~(attach schedule)~~ Investment Fee	19,854			19,854
17	Interest				
18	Taxes (attach schedule) (see instructions)	11,326			11,326
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) MI Corp. Update Fee	20			20
24	**Total operating and administrative expenses.** Add lines 13 through 23	31,200			31,200
25	Contributions, gifts, grants paid	414,938			414,938
26	**Total expenses and disbursements.** Add lines 24 and 25	446,138	0	0	446,138
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	1,062,811			
b	**Net investment income** (if negative, enter -0-)		680,402		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	1,949,531	1,478,543	1,478,543
	2 Savings and temporary cash investments	72,937	257,248	257,248
	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 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)	2,577,091	3,663,763	3,878,110
	c Investments—corporate bonds (attach schedule)	9,350,279	9,586,480	9,296,011
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	13,949,838	14,986,034	14,909,912
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue	26,615		
	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)	26,615	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	13,923,223	14,986,034	
	31 **Total liabilities and net assets/fund balances** (see instructions)	13,949,838	14,986,034	

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	13,923,223
2	Enter amount from Part I, line 27a	2	1,062,811
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	14,986,034
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,986,034

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				
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				

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

	(i) F M V 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				

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	
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) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	180,052	11,775,795	1.53%
2009	910,489	10,541,115	8.64%
2008	900,963	10,501,854	8.58%
2007	1,044,895	12,349,390	8.46%
2006	442,600	12,245,493	3.61%

2	**Total** of line 1, column (d)	2	30.82%
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	6.16%
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	14,521,349
5	Multiply line 4 by line 3	5	894,515
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,804
7	Add lines 5 and 6	7	901,319
8	Enter qualifying distributions from Part XII, line 4	8	446,138

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	13,608
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	13,608
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	13,608
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 10,000		
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	10,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	3,608
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ Refunded ▶	11	

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?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
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*	2		✓
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*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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?	6	✓	
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*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶			
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*	8b	✓	
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*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	✓	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ None

14 The books are in care of ▶ A. J. Koegel Telephone no. ▶ 810-238-3685

Located at ▶ 3400 W Bristol Rd Flint, MI ZIP+4 ▶ 48507-3112

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here N/A. ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
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?	16		✓
	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 instructions)?	1b		N/A
	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		✓
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? ☐ Yes ☑ No 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 instructions)	2b		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 ▶ 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? ☐ 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		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

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)? (see instructions) ☐ 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)? **5b** N/A

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? ☐ 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** ✓

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? **7b** N/A

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 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
See attached schedule				

2 Compensation of five highest-paid employees (other than those included on line 1—see 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 ▶

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 instructions). 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 ▶		

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	

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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	12,965,556
b	Average of monthly cash balances	1b	1,776,930
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	14,742,486
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14,742,486
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	221,137
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,521,349
6	**Minimum investment return.** Enter 5% of line 5	6	726,067

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	726,067
2a	Tax on investment income for 2011 from Part VI, line 5	2a	13,608		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	13,608
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	712,459
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	712,459
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	712,459

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	446,138
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	446,138
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 instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	446,138

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					712,459
2 Undistributed income, if any, as of the end of 2011:					
a Enter amount for 2010 only				0	
b Total for prior years: 20___,20___,20___			0		
3 Excess distributions carryover, if any, to 2011:					
a From 2006	0				
b From 2007	434,384				
c From 2008	387,147				
d From 2009	390,266				
e From 2010	0				
f **Total** of lines 3a through e		1,211,797			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 446,138					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)		0			
d Applied to 2011 distributable amount					446,138
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		1,211,797			
b Prior years' undistributed income. Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b. Taxable amount—see instructions					
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions					
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) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		1,211,797			
10 Analysis of line 9:					
a Excess from 2007	434,384				
b Excess from 2008	387,147				
c Excess from 2009	390,266				
d Excess from 2010	0				
e Excess from 2011	0				

Part XIV Private Operating Foundations (see 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 ▶ N/A

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 ⅔ 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 foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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*				
SEE ATTACHED LISTS FOR DETAIL				
CHARITABLE				121,838
EDUCATIONAL				4,250
RELIGIOUS				288,850
Total . . . . ▶ 3a				414,938
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a N/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					
4 Dividends and interest from securities					
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					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		
	(2) Other assets	1a(2)		
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
	(3) Rental of facilities, equipment, or other assets	1b(3)		
	(4) Reimbursement arrangements	1b(4)		
	(5) Loans or loan guarantees	1b(5)		
	(6) Performance of services or membership or fundraising solicitations	1b(6)		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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

John C. Koegel | 7/1/13 | President

Signature of officer or trustee John C. Koegel | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Anna Paulina Foundation - 2011 Form 990-PF
EIN 38-6061335

CHARITABLE

Alzheimer's Disease Research	500 00	P O Box 1950 Clarksburg, MD 20871-1950
American Forests	500 00	P O Box 2000, Washington, DC 20077-4244
American Lung Association In Michigan	500 00	P O Box 7000, Alberta Lea, MN 56007-8000
American Red Cross	11,000 00	1401 S Grand Traverse, Flint, MI 48503
American Symphony Orchestra League	100 00	33 W 60th St, 5th Floor, New York, NY 10023-7905
Arthritis Foundation MI Chapter	500 00	1050 Wilshire Dr , Ste 302 Troy, MI 48084
BBB Wise Giving Alliance	100 00	P O Box 1808, Merrifield, VA 22116-8008
Child & Family Services of Michigan	1,000 00	2157 University Park Dr , Okemos, MI 48864
Community Foundation of Greater Flint	500 00	500 S Saginaw St, Flint, MI 48502
Crim Fitness Foundation	1,000 00	452 S Saginaw St , Suite 1, Flint, MI 48502
Doctors Without Borders	500 00	P O Box 5022, Hagerstown, MD 21741-5022
Downtown Outreach Ministry	2,000 00	414 W Court St, Flint, MI 48503
Engender Health	500 00	440 Ninth Ave, 12th Floor, New York, NY 10117-2783
Fisher House Foundation	10,000 00	111 Rockville Pike, Suite 420, Rockville, MD 20850-5168
Flint River Watershed Coalition	500 00	432 N Saginaw St , Suite 238, Flint, MI 48502
Free Medical Clinic of Genesee County	5,000 00	2437 Welch Blvd , Flint, MI 48504-6400
Friends of Flint Youth Theater	500 00	1220 E Kearsley St , Flint, MI 48503
Friends of Flint Farmers Market	500 00	420 E Boulevard Dr, Flint, MI 48503
Friends of For-Mar Foundation	500 00	2142 N Genesee Rd, Burton, MI 48509
Friends of Sloan Museum	500 00	1221 E Kearsley St , Flint, MI 48503
Girl Scouts Fair Winds Council	1,500 00	42800 Garfield, Clinton Township, MI 48038
Goodwill Industries of Mid-Michigan	500 00	501 S Averill St , Flint, MI 48506
Greater Flint Arts Council	500 00	816 S Saginaw St , Flint, MI 48502-1730
Greenpeace	250 00	P O Box 90136, Fredericksburg, VA 22404-9952
Habitat for Humanity	500 00	5191 S Saginaw St , Flint, MI 48507
Heifer International	500 00	P O Box 6021, Alberta Lea, MN 56007-9831
Higgins Lake Foundation	6,000 00	709 Lake St Roscommon, MI 48653-7665
Humane Society of Genesee Co	500 00	P O Box 190138, Burton, MI 48519-0138
Mackinac Center	10,000 00	140 W Main St, P O Box 568, Midland, MI 48640
Michigan Audubon Society	250 00	6011 W St Joseph, Ste 403, Lansing, MI 48908-0527
Michigan Nature Association	1,000 00	326 E Grand River Ave, Williamson, MI 48895
Music in the Parks Flint Institute of Music	500 00	1120 E Kearsley St , Flint, MI 48503
National Audubon Society	250 00	P O Box 422247, Palm Coast, FL 32142-6716
National Right to Work Legal Defense Fnd	2,000 00	8001 Braddock Rd, Suite 600, Springfield, VA 22160
The Nature Conservancy	1,000 00	101 East Grand River, Lansing, MI 48906-4348
Negative Population Growth	500 00	2861 Duke St, Suite 36, Alexandria, VA 22314
Northend Soup Kitchen	838 00	735 E Stewart Ave , Flint, MI 48505
Old Newsboys of Flint	500 00	3216 Lapeer, Flint, MI 48503
Parents Television Council	500 00	P O Box 1855, Merrifield, VA 22116-9624
PCI-Media Impact	500 00	777 United Nations Plaza, New York, NY 10164-0154
Planned Parenthood of E Central MI	1,000 00	PO Box 3673 Ann Arbor, MI 48106
Planned Parenthood Fed of America	1,000 00	P O Box 97166, Washington, DC 20077
Population Connection	500 00	P O Box 97129. Washington, DC 20077-7052
ProEnglish	100 00	P O Box 97005, Washington, DC 20090-7005
Resource Genesee	1,000 00	1401 S Grand Traverse, Flint, MI 48503
St Jude Children's Research Hospital	500 00	501 St Jude Place Memphis, TN 38105
Salem Housing Task Force	500 00	3216 M L King Ave, Flint, MI 48505
Shrin Circus Fund	1,200 00	2923 Corunna Rd , Flint, MI 48433
Sierra Club	500 00	109 E Grand River Avenue, Lansing, MI 48906
Smile Train	500 00	P O Box 96208, Washington DC 20090-6208
Special Olympics Area XIII	500 00	2413 W Maple Ave , Flint, MI 48507
Stop Predatory Gambling Foundation	500 00	100 Maryland Ave, NE, Room 311, Washington, DC 20002
Trout Unlimited	250 00	P O Box 2031, Ann Arbor, MI 48106-2031

United Way	20,000 00	202 E Boulevard Dr, Flint, MI 48503
U S Olympic Committee	250 00	P O Box 7010 Albert Lea, MN 56007-8010
U S O World Headquarters	500 00	P O Box 96860, Washington, DC 20077-7677
Whaley Children's Center	1,000 00	1201 N Grand Traverse, Flint, MI 48503
Whaley Historical House	250 00	624 E Kearsley, Flint, MI 48503
The Wilderness Society	500 00	P O Box 96913, Washington DC 20090-6913
Weiss Children's Advocacy Center	500 00	515 East St , Flint, MI 48503
World Wildlife Fund	500 00	P O Box 96555, Washington DC 20077-7789
YMCA of Flint	1,000 00	411 E Third St, Flint, MI 48503
YWCA of Flint	25,000 00	310 E Third St, Flint, MI 48503
	121,838 00	

ANNA PAULINA FOUNDATION

ASSETS AS OF 12-31-11

COST	HELD BY OWNER	MERRILL LYNCH #2091	MERRILL LYNCH #4133	RAYMOND JAMES	SMITH BARNEY	TOTALS
CASH IN MASTER CHECKING ACCOUNT	1,478,543 36					1,478,543 36
CASH IN BROKERAGE ACCOUNTS	0 00	57,636 42	4,173 35	195,591 59	(152 91)	257,248 45
EQUITIES (INCLUDING MUTUAL FUNDS)	832,056 43	1,852,305 40	0 00	979,401 05	0 00	3,663,762 88
FIXED INCOME (A)	0 00	0 00	5,637,263 82	2,850,088 59	1,099,127 00	9,586,479 41
	2,310,599 79	1,909,941 82	5,641,437 17	4,025,081 23	1,098,974 09	14,986,034 10
						14,986,034 10
MARKET						
CASH	1,478,543 36	57,636 42	4,173 35	195,591 59	(152 91)	1,735,791 81
EQUITIES	824,539 83	2,095,883 48	0 00	957,686 69	0 00	3,878,110 00
FIXED INCOME	0 00	0 00	5,669,669 37	2,479,681 75	1,146,659 40	9,296,010 52
	2,303,083 19	2,153,519 90	5,673,842 72	3,632,960 03	1,146,506 49	14,909,912 33
(A) Raymond James Fixed Cost not given for Other Equities, so Market Value was used for Cost						14,909,912 33
UNREALIZED GAIN (LOSS)	(7,516 60)	243,578 08	32,405 55	(392,121 20)	47,532 40	(76,121 77)

APF\ASSETS\YEAR

ANNA PAULINA FOUNDATION - 2011

Form 990-PF Part I Line 1 Contributions Received

Jeffry & Anne Rocco, 3400 W Bristol Rd , Flint, MI 48507-3112	
Cash	90,000 00
Kathryn Koegel, 3400 W Bristol Rd , Flint, MI 48507-3112	
Cash	110,000 00
Jane Koegel, 3400 W. Bristol Rd , Flint, MI 48507-3112	
Cash	110,000 00
John & Lisa Koegel, 3400 W Bristol Rd , Flint, MI 48507-3112	
Cash	130,000 00
Employees of Koegel Meats, 3400 W Bristol Rd, Flint, MI 448507	
Cash	419 00
	440,419 00

APF\CONTRIBUTIUONS REC'D\YEAR

Anna Paulina Foundation

Form 990-PF, Part VIII - 2010

Information About Officers, Directors, Trustees, Etc

The Anna Paulina Foundation has no employees.

All the trustees are listed below They devote minimal time to their positions and receive no compensation They receive no benefits or other allowances

President	John C Koegel 3400 West Bristol Road, Flint, MI 48507-3112
Vice-President	Elizabeth M Neithercut 3400 West Bristol Road, Flint, MI 48507-3112
Secretary	Jeffry D Rocco 3400 West Bristol Road, Flint, MI 48507-3112
Treasurer	Albert J Koegel 3400 West Bristol Road, Flint, MI 48507-3112
Trustee	Edward J. Neithercut 3400 West Bristol Road, Flint, MI 48507-3112
Trustee	Mark Neithercut 3400 West Bristol Road, Flint, MI 48507-3112
Trustee	Barbara L Koegel 3400 West Bristol Road, Flint, MI 48507-3112
Trustee	Anne Rocco 3400 West Bristol Road, Flint, MI 48507-3112
Trustee	Jane Koegel 3400 West Bristol Road, Flint, MI 48507-3112
Trustee	Kathryn Koegel 3400 West Bristol Road, Flint, MI 48507-3112
Trustee	Lisa A Koegel 3400 West Bristol Road, Flint, MI 48507-3112

APF\TRUSTEES

EDUCATIONAL		
Berea College	500 00	101 Chestnut St , Berea, KY 40403
Flint Area Science Fair	1,000 00	P O Box 687 Flint, MI 48501
Hillsdale College	500 00	33 E College, Hillsdale, MI 49242
St Paul Lutheran School	250 00	402 S Ballenger, Flint, MI 48532
Starr Commonwealth	1,000 00	13725 26 Mile Rd, Albion, MI 49224
Wellesley College	500 00	106 Central St , Wellesley, MA 02481-8203
WKAR @ MSU	500 00	283 Communication Arts Bldg , East Lansing, MI 48824-1212
	4,250 00	

RELIGIOUS		
Billy Graham Evan Ass'n	100 00	1 Billy Graham PKY, Charlotte, NC 28201
Carriage Town Ministries	250,750 00	605 Garland St, Flint, MI 48503
Christ Enrichment Center	1,500 00	322 E Hamilton Ave, Flint, MI 48505
Full Life Crusade	500 00	P O Box 398, Winona Lake, IN 46590
St Paul Lutheran Church	1,000 00	402 S Ballenger, Flint, MI 48532
Salvation Army	10,000 00	211 W Kearsley St, Flint, MI 48502
Young Life of Genesee County	25,000 00	10801 S Saginaw St, Grand Blanc, MI 48439
	288,850 00	
	414,938 00	

APF\GIFTS\IRS 2011