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 , and ending

Name of foundation: HARVEY RANDALL WICKES FOUNDATION

A Employer identification number: 38-6061470

Number and street (or P O box number if mail is not delivered to street address): 472 PLAZA NORTH, 4800 FASHION SQ. Room/suite:

B Telephone number (see instructions): 989-799-1850

City or town, state, and ZIP code: SAGINAW MI 48604

C If exemption application is pending, check here ▶ ☐

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) ▶ $ 36,334,438

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)				
	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	1,127,681	1,030,617		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	72,357			
	b	Gross sales price for all assets on line 6a 3,637,589				
	7	Capital gain net income (from Part IV, line 2)		75,440		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	0	4,812		
	12	**Total.** Add lines 1 through 11	1,200,038	1,110,869	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	108,242	37,594		70,648
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	22,760	17,070		5,690
	c	Other professional fees (attach schedule) STMT 2	70,749	70,749		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	29,619	2,783		4,858
	19	Depreciation (attach schedule) and depletion STMT 4	179	179		
	20	Occupancy	8,099	2,835		5,264
	21	Travel, conferences, and meetings				
	22	Printing and publications	1,411	1,411		
	23	Other expenses (att sch) STMT 5	11,923	3,823		7,100
	24	**Total operating and administrative expenses.** Add lines 13 through 23	252,982	136,444	0	93,560
	25	Contributions, gifts, grants paid	1,657,697			1,657,697
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,910,679	136,444	0	1,751,257
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-710,641			
	b	**Net investment income** (if negative, enter -0-)		974,425		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2011)

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	46,022	49,332	49,332
	2	Savings and temporary cash investments	725,818	327,122	327,122
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	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) SEE STMT 6	311,371	311,371	147,260
	c	Investments—corporate bonds (attach schedule) SEE STMT 7	8,940,923	9,543,626	10,709,422
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) SEE STATEMENT 8	28,010,910	27,106,769	25,101,043
	14	Land, buildings, and equipment basis ▶ 9,637			
		Less accumulated depreciation (attach sch) ▶ STMT 9 9,378	438	259	259
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	38,035,482	37,338,479	36,334,438
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 ▶ SEE STATEMENT 10)	922	14,560	
	23	**Total liabilities** (add lines 17 through 22)	922	14,560	
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	38,034,560	37,323,919	
	30	**Total net assets or fund balances** (see instructions)	38,034,560	37,323,919	
	31	**Total liabilities and net assets/fund balances** (see instructions)	38,035,482	37,338,479	

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	38,034,560
2	Enter amount from Part I, line 27a	2	-710,641
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	37,323,919
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	37,323,919

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	ENTERPRISE K-1	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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	3,083			3,083
b	3,634,506		3,562,149	72,357
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				3,083
b				72,357
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	75,440
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	75,440

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	1,554,168	35,381,399	0.043926
2009	1,849,744	31,263,502	0.059166
2008	2,004,415	37,492,637	0.053462
2007	2,150,940	44,022,521	0.048860
2006	2,002,484	43,068,161	0.046496

2 **Total** of line 1, column (d)	2	0.251910
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	0.050382
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	37,893,260
5 Multiply line 4 by line 3	5	1,909,138
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,744
7 Add lines 5 and 6	7	1,918,882
8 Enter qualifying distributions from Part XII, line 4	8	1,751,257

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

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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	19,489
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	19,489
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	19,489
6	Credits/Payments.				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,184		
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	9,184
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	134
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	10,439
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		X
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		X
	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		X
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. ▶ $ ______			
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?	2		X
	If "Yes," attach a detailed description of the activities.			
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		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
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	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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	8b	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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		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 ▶ HUGO E. BRAUN, JR. Telephone no. ▶ 989-799-1850
4800 FASHION SQUARE BLVD
Located at ▶ SAGINAW MI ZIP+4 ▶ 48604

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

			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		X
	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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		X
	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		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? ☐ 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) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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**		X
	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**		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 (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 STATEMENT 11				

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 ▶ 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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
HARTLAND & CO CLEVELAND 1100 SUPERIOR AVENUE, E SUITE 1616 OH 44114	INVESTMENT SVCS	60,903
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced etc	Expenses
1 N/A	
2	
3	
4	

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

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

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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	38,413,533
b	Average of monthly cash balances	1b	56,289
c	Fair market value of all other assets (see instructions)	1c	493
d	**Total** (add lines 1a, b, and c)	1d	38,470,315
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	38,470,315
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	577,055
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	37,893,260
6	**Minimum investment return.** Enter 5% of line 5	6	1,894,663

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	1,894,663
2a	Tax on investment income for 2011 from Part VI, line 5 2a 19,489		
b	Income tax for 2011 (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	19,489
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,875,174
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,875,174
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,875,174

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	1,751,257
b	Program-related investments—total from Part IX-B	1b	
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	1,751,257
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	1,751,257

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				1,875,174
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			1,739,196	
b	Total for prior years: 20____ , 20____ , 20____				
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				
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,751,257				
a	Applied to 2010, but not more than line 2a			1,739,196	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2011 distributable amount				12,061
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				1,863,113
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)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
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 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 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 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 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))

N/A

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

N/A

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

HUGO E. BRAUN, JR. 989-799-1850
4800 FASHION SQ. BLVD. SAGINAW MI 48604

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

SEE STATEMENT 12

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

SEE STATEMENT 13

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 STATEMENT				1,657,697
Total			▶ 3a	1,657,697
b Approved for future payment SEE ATTACHED STATEMENT				1,913,530
Total			▶ 3b	1,913,530

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					
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			14	1,030,617	
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			18	75,440	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 14		24,196			
c VARIOUS PARTNERSHIPS			14	4,812	
d					
e					
12 Subtotal Add columns (b), (d), and (e)		24,196		1,110,869	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,135,065

(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	

DAA

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

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

Signature of officer or trustee: [signature] Date: 5/1/12 Title: President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LAURA M. EBEL	Laura M Ebel	5/1/12		

Firm's name ▶ ANDREWS HOOPER PAVLIK PLC

Firm's address ▶ 5300 GRATIOT RD SAGINAW, MI 48638-6035

Firm's EIN ▶

Phone no 989-497-5300

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
AUDIT AND 990PF PREP FEES	$ 22,760	$ 17,070	$	$ 5,690
TOTAL	$ 22,760	$ 17,070	$ 0	$ 5,690

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MERRILL LYNCH INVESTMENT FEES	$ 175	$ 175	$	$
AGINCOURT CAPITAL INVESTMENT FEE	9,671	9,671		
HARTLAND & CO. INVESTMENT FEES	60,903	60,903		
TOTAL	$ 70,749	$ 70,749	$ 0	$ 0

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAXES	$ 21,978	$	$	$
PAYROLL TAXES	7,571	2,759		4,812
PROPERTY TAXES	70	24		46
TOTAL	$ 29,619	$ 2,783	$ 0	$ 4,858

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
4 DRAWER FILING CABINET							
10/15/77	$ 263	$ 263	S/L	10	$	$	$
4 DRAWER FILING CABINET							
2/15/81	316	316	S/L	10			
FILING CABINET							
11/19/85	225	225	S/L	10			
OFFICE EQUIPMENT							
1/05/89	606	606	S/L	10			
HIGH BACK CHAIR							
2/28/95	750	750	S/L	5			
OFFICE FURNITURE							
5/11/98	2,542	2,542	S/L	7			
(2) DICTATING MACHINES							
11/02/98	1,198	1,198	S/L	5			
4-DRAWER FILING CABINET							
8/22/02	1,449	1,232	S/L	10	145	145	
HP COMPUTER & MONITOR							
6/16/04	1,948	1,948	S/L	5			
LATERAL FILE							
6/18/07	340	119	S/L	10	34	34	
TOTAL	$ 9,637	$ 9,199			$ 179	$ 179	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
MISCELLANEOUS	5,098	1,434		2,664
OTHER INSURANCE	6,825	2,389		4,436
TOTAL	$ 11,923	$ 3,823	$ 0	$ 7,100

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE STATEMENT - CORPORATE STOCK	$ 311,371	$ 311,371	COST	$ 147,260
TOTAL	$ 311,371	$ 311,371		$ 147,260

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE STATEMENT - BONDS	$ 8,940,923	$ 9,543,626	COST	$ 10,709,422
TOTAL	$ 8,940,923	$ 9,543,626		$ 10,709,422

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE STATEMENT - MUTUAL FUNDS	$ 23,528,776	$ 22,274,707	COST	$ 19,257,007
SEE STMT - ALTERNATIVE INVESTMENTS	4,482,134	4,832,062	COST	5,844,036
TOTAL	$ 28,010,910	$ 27,106,769		$ 25,101,043

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
BUILDINGS/EQUIPMENT	$ 438	$ 9,637	$ 9,378	$ 259
TOTAL	$ 438	$ 9,637	$ 9,378	$ 259

Statement 10 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
FEDERAL EXCISE TAX PAYABLE	$ 922	$ 14,560
TOTAL	$ 922	$ 14,560

Federal Statements

Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
HUGO E. BRAUN, JR. 4800 FASHION SQ. BLVD. SAGINAW MI 48604	PRESIDENT	20.00	73,500	0	0
MARY LOU CASE 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	0.35	1,000	0	0
ELLEN E. CRANE 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	0.35	1,000	0	0
PETER EWEND 4800 FASHION SQ. BLVD SAGINAW MI 48604	TRUSTEE	0.35	500	0	0
WILLIAM A. HENDRICK 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TREASURER	0.46	1,500	0	0
RICHARD HEUSCHELE 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	0.35	750	0	0
CRAIG W. HORN 4800 FASHION SQ. BLVD. SAGINAW MI 48604	VICE PRES.	0.69	1,500	0	0
RICHARD KATZ 4800 FASHION SQ. BLVD. SAGINAW MI 48604	TRUSTEE	0.35	750	0	0
MICHELE PAVLICEK 4800 FASHION SQ. BLVD. SAGINAW MI 48604	SECRETARY	22.67	27,742	0	0

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
REQUESTS FOR FUNDS SHOULD BE IN WRITTEN FORM INCLUDING SPECIFIC DETAILS AS TO THE INTENDED USE OF THE FUNDS.

Statement 13 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
CHARITABLE AND CIVIC ORGANIZATIONS LOCATED PRIMARILY IN THE SAGINAW, MICHIGAN AREA.

Federal Statements

Statement 14 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
BUCKEYE PARTNERS BP - PTP	900001	$ 24,196		$	$
TC PIPELINES LP - PTP	900001	3,230			
TC PIPELINES LP PTP- P/Y LO	900001	-3,230			
ENBRIDGE LP - PTP	900001	1,623			
ENBRIDGE LP - PTP - P/Y LOS	900001	-1,623			
TOTAL		$ 24,196		$ 0	$ 0

Form 990-PF, Part I, Line 11 - Other Income

Description	Book Income	Net Investment Income
BUCKEYE PARTNERS, LP - PTP		3,008
ONEOK PARTNERS, LP - PTP		(109)
TC PIPELINE, LP - PTP		(1,037)
ENTERPRISE PRODUCTS PARTNERS, LP - PTP		2,973
ENBRIDGE ENERGY PARTNERS, LP - PTP		(23)
	-	4,812

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2011
Form 990-PF, Part II, Line 10b - Corporate Stock Investments

		December 31, 2011	
	Shares	Cost	Market Value
Corporate stocks (common unless otherwise noted)			
Citizens Republic Bancorp	900	$ 108,008	$ 10,260
General Motors Co	4,000	203,363	137,000
Total corporate stocks		$ 311,371	$ 147,260

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2011
Form 990-PF, Part II, Line 10c - Corporate Bond Investments

	Maturity Value	December 31, 2011 Cost	December 31, 2011 Market Value
Bonds			
Abbott Labs. 5.125% Notes, due 4/01/19	$ 10,000	$ 10,745	$ 11,600
Aetna, Incorporated, 6.75% Debentures, due 9/15/13	150,000	148,316	161,405
Aetna, Incorporated, 7.25% Debentures, due 8/15/23	150,000	144,819	178,383
Aetna, Incorporated. 7.625% Guarantee, due 8/15/26	200,000	211,428	236,870
Allstate Corp , 7.45% Notes, due 5/16/19	10,000	11,526	12,269
America Movil, 5.50% Notes, due 3/1/14	15,000	14,881	16,100

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2011
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

	Maturity Value	December 31, 2011 Cost	Market Value
Bonds (continued)			
America Movil, 5.75% Bonds, due 1/15/15	$ 5,000	$ 5,488	$ 5,539
America Movil, 5.625% Company Guaranteed, due 11/5/17	5,000	5,004	5,775
American Express, 7.00% Notes, due 03/19/18	10,000	11,109	12,043
Ameriprise Financial, 5.30% Bonds, due 03/15/20	10,000	10,346	10,735
Anadarko Petroleum Corp., 7.05% Debentures, due 5/15/18	159,000	155,199	181,653
AOL Time Warner, 7.70% Notes, due 5/1/32	15,000	17,666	19,503
Archer Daniels, 7 00% Notes, due 02/01/31	5,000	6,509	6,571
Assoc Corp. NA, 6 95% Bonds, due 11/01/18	10,000	9,016	10,798
Astrazeneca PLC, 5.90% Notes, due 9/15/17	5,000	5,730	6,027
AT&T Inc., 6.40% Notes, due 5/15/38	20,000	21,730	24,917
AT&T Wireless SVCS, Inc., 8.75% Senior Notes, due 3/01/31	200,000	210,744	293,860
Atmos Energy, 4.95% Notes, due 10/15/14	10,000	9,801	10,950
Bank of America, 6.50% Notes, due 8/01/16	40,000	43,197	40,285
Bank of America, 7.375% Notes, due 5/15/14	5,000	5,092	5,177
Baxter Intl., 4 50% Notes, due 8/15/19	5,000	5,007	5,642
Bear Stearns Co., 6.40% Notes, due 10/02/17	30,000	30,894	33,518
Bear Stearns Co., 5.70% Notes, due 11/15/14	15,000	14,757	16,292
Bear Stearns Co., 4.735% REMIC, due 9/11/42	65,000	39,773	39,934
Beaver Valley Funding, 9.00% Debentures, due 6/1/17	16,000	15,339	16,833
Berkley WR Corp., 8.70% Debentures, due 1/01/22	186,000	191,794	218,380
Boeing, 8.625% Debentures, due 11/15/31	5,000	6,458	7,642
BP Capital MKTS, 3.20% Notes, due 3/11/16	25,000	25,113	26,217
British Tel., 9.625% Notes, due 12/15/30	15,000	19,117	21,161
Brunswick Corp., 7.125% Notes, due 8/01/27	100,000	93,135	88,000
Bunge Ltd Fin CP, 8.50% Bonds, due 6/15/19	10,000	10,264	12,238
Burlington North, 5.75% Bonds, due 03/15/18	15,000	16,766	17,465
Burlington Resources, Inc., 6.875% Company Guaranteed, due 2/15/26	140,000	152,946	169,961
Canadian Natural Res., 5.70% Notes, due 5/15/17	15,000	15,751	17,553
Canadian Pacific, 7.25% Notes, due 5/15/19	15,000	16,107	17,582
Capital One Bank, 6.50% Notes, due 06/13/13	5,000	5,214	5,268
Capital One FINL, 3.15% Notes, due 07/15/16	5,000	5,033	5,023
Capital One FNCL, 6.15% Bonds, due 9/1/16	5,000	4,928	5,213
Champion Intl. Corp., 7.35% Debentures, due 11/01/25	190,000	184,743	216,684
Citigroup Inc., 5.125% Notes, due 5/05/14	10,000	9,457	10,231
Citigroup Inc., 6.125% Notes, due 11/21/17	20,000	22,192	21,356
Cliffs Natural, 4.875% Bonds, 4/1/21	15,000	15,406	15,107

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2011
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

	Maturity Value	December 31, 2011 Cost	Market Value
Bonds (continued)			
CNA Financial, 6.95% Bonds, due 1/15/18	$ 200,000	$ 202,437	$ 214,254
Coca Cola HBC, 5.125% Notes, due 9/17/13	10,000	9,917	10,404
Comcast Corp, 5.90% Guaranteed Note, due 03/15/16	20,000	22,197	22,926
Comcast Corp, 7 00% Unsecured Notes, due 9/15/55	4,000	100,000	102,360
Commercial Mtg A3, Variable Rate REMIC, due 12/10/49	25,000	25,368	26,338
Commercial Mtg. A4, Variable Rate REMIC, due 12/10/49	40,000	39,487	44,439
Conoco FDG Co, 7.25% Note, due 10/15/31	5,000	5,209	6,931
Conoco Inc., 6.95% Note, due 4/15/29	5,000	5,508	6,832
Countrywide HM, Variable Rate REMIC, due 10/25/34	75,000	6,107	13,853
CSX Corp., 7.90% Debentures, due 5/01/17	20,000	21,984	24,969
CSX Corp., 6 25% Notes, due 3/15/18	5,000	5,653	5,953
CSX Corp., 8.625% Debentures, due 5/15/22	140,000	156,501	194,571
CVS Care . 5.75% Bonds, due 6/01/17	10,000	10,973	11,668
CVS Caremark, 6.60% Notes, due 3/15/19	5,000	5,863	6,082
Dayton Hudson Corporation, 9 35% Notes, due 6/16/20	100,000	100,000	136,879
Delmarva Power & Light, 6 40% Bonds, due 12/01/13	15,000	15,025	16,485
Detroit Edison Co., 6 40% Senior Notes, due 10/01/13	20,000	20,744	21,826
Deutsche Teleko, 8 75% Company Guaranteed, due 6/15/30	15,000	17,567	20,880
Devon Fing Corp. 7.875% Debentures, due 09/30/31	5,000	6,599	7,040
Disney Walt Co, 6.00% Notes, due 7/17/17	5,000	5,019	6,047
Dominion Resource, 5.15% Bonds, due 7/15/15	7,000	6,862	7,847
Dominion Resource, 6 40% Senior Unsecured, due 6/15/18	10,000	11,884	12,091
DTE Energy, 6.35% Bonds, due 6/01/16	10,000	9,979	11,666
Duke Energy Field, 8.125% Bonds, due 8/16/30	50,000	49,190	64,381
Dun & Bradstreet, 6.00% Notes, due 4/01/13	10,000	10,236	10,552
El Paso Pipeline, 5.00% Notes, due 10/1/21	20,000	20,227	20,624
Energy East Corp., 6.75% Notes, due 6/15/12	20,000	20,511	20,424
Energy East Corp., 6.75% Notes, due 7/15/36	5,000	5,484	5,395
Entrprs. Pro Oper, 5.25% Notes, due 1/31/20	10,000	10,090	11,036
EQT Corp., 8.125% Bonds, due 6/01/19	10,000	10,882	11,827
Federal Express, 6.72% Bonds, due 1/15/22	20,000	8,814	14,589
FHLMC A7-6044, 5.50%, due 4/01/38	35,000	19,959	22,454
FHLMC A9-1538, 4.50%, due 3/01/40	75,000	59,485	61,164
FHLMC G0-2794, 6.00%, due 5/01/37	60,000	14,602	17,140
FHLMC G0-8062, 5.00%, due 6/01/35	125,000	33,787	45,956
FHLMC G1-1649, 4.50%, due 2/01/20	125,000	19,462	30,736

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2011
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

	Maturity Value	December 31, 2011 Cost	Market Value
Bonds (continued)			
FHLMC G1-1879, 5.00%, due 10/01/20	$ 150,000	$ 29,101	$ 40,795
FHLMC G1-8246, 4.50%, due 4/1/23	454,528	165,201	166,357
FHLMC 1H-1311, Variable Rate, due 2/01/36	190,000	45,130	55,911
Florida Power, 6.40% Notes, due 6/15/38	5,000	5,891	6,772
FNMA PL AB2092, 4.00%, due 1/01/41	105,000	102,111	107,461
FNMA PL AE0981, 3.50%, due 3/01/41	115,000	110,766	111,896
FNMA PL AE1611, 4.50%, due 10/01/40	50,000	44,812	46,443
FNMA PL AH2366, 3.50%, due 1/01/26	105,000	95,082	98,856
FNMA PL AH2659, 3.50%, due 1/01/26	30,000	26,396	27,616
FNMA PL MA0533, 4.00%, due 10/01/40	65,000	55,910	58,103
FNMA PL 735502, 6 00%, due 4/01/35	170,000	17,877	37,246
FNMA PL 735503, 6 00%, due 4/01/35	225,000	26,088	53,028
FNMA PL 745275, 5 00%, due 2/1/36	55,000	21,050	21,585
FNMA PL 745355, 5.00%, due 3/01/36	135,000	40,662	52,794
FNMA PL 942987, 6.00%, due 9/01/37	40,000	9,603	10,650
FNMA PL 948156, 5.50%, due 11/01/22	39,780	10,006	11,311
FNMA PL 995023, 5.50%, due 8/01/37	410,000	184,608	208,129
GE Capital, 5.40% Bonds, due 2/15/17	40,000	43,781	44,634
Goldman Sachs GP, 4.75% Global Bonds, due 7/15/13	100,000	98,204	101,323
Goldman Sachs GP, 6.15% SR Notes, due 4/01/18	10,000	10,487	10,265
Goodrich Corp., 6.125% Notes, due 3/01/19	10,000	10,228	12,086
Goodrich (B.F), 7.00% Notes, due 4/15/38	75,000	78,074	103,518
HCP Inc., 6.70% Bonds, due 1/30/18	15,000	17,001	16,855
Hewlett Packard, 4.30% Bonds, due 06/01/21	10,000	10,070	10,156
Hewlett Packard, 4 375% Notes, due 09/15/21	10,000	10,052	10,235
Household Financing Co., 7.625% Global Bonds, due 5/17/32	240,000	252,294	237,305
ICI Wilmington, 5.625% Company Guaranteed Note, due 12/01/13	15,000	14,969	15,879
Ingersoll-Rand, 9.50% Notes, due 4/15/14	30,000	33,306	34,906
International BK Recon & Develop., 9.75% Note SER MTNC, due 10/8/18	50,000	57,252	75,833
International Paper Co., 7.95% Bonds, due 06/15/18	15,000	17,827	18,215
Interpublic Group, 6.25% Notes, due 11/15/14	10,000	10,978	10,625
Intuit Inc., 5.75% Bonds, due 3/15/17	10,000	10,981	11,233
ITT Hartford Group, Inc., 7.30% Debentures, due 11/01/15	100,000	101,089	107,483
JC Penney & Company, 6.875% Bonds, due 10/15/15	150,000	141,064	159,000
JC Penney & Company, 7.65% Bonds, due 8/15/16	25,000	23,821	27,125
JPMorgan Chase, 3.45% Notes, due 03/01/16	10,000	10,141	10,137

	Maturity Value	December 31, 2011 Cost	Market Value
Bonds (continued)			
JPMorgan Chase, 5.125% Subordinate Global Bonds, due 9/15/14	$ 100,000	$ 95,408	$ 105,430
JPMorgan Chase, Variable Rate REMIC, due 6/12/41	25,000	23,551	26,948
JPMorgan Chase, Variable Rate REMIC, due 2/12/49	15,000	15,088	16,343
JPMorgan Chase, Variable Rate REMIC, due 6/15/49	40,000	40,241	41,520
JPMorgan Chase, Variable Rate REMIC, due 2/12/51	20,000	20,061	19,864
JPMorgan Chase, 4.625% REMIC, due 3/15/46	100,000	26,639	26,733
JPMorgan Chase, 5.434% REMIC, due 1/15/49	20,000	20,071	20,237
JPMorgan Chase, 3.1491% REMIC, due 8/15/46	10,000	10,125	10,327
Kinder Morgan Eng., 5.95% Bonds, due 2/15/18	20,000	21,039	22,913
Kohls Corp., 6.25% Senior Unsecured, due 12/15/17	10,000	10,944	11,988
Kroger, 6.40% Notes, due 8/15/17	10,000	11,116	11,910
Lakehead Pipeline LP, 7.125% Senior Notes, due 10/1/28	50,000	48,151	64,138
Life Tech Corp., 6.00% Notes, due 3/01/20	5,000	5,013	5,584
Lincoln National Corp., 4.30% Notes, due 6/15/15	15,000	15,549	15,578
Lockheed Martin Corp., 7.65% Notes, due 5/01/16	50,000	51,702	61,140
Lowes Companies, 6.875% Debentures, due 2/15/28	79,000	74,132	99,145
MacMillan Bloedel LTD, 7.70% Debentures, due 2/15/26	65,000	64,154	66,574
Macy's Retail Holdings, Inc., 7.45% Company Guaranteed, due 7/15/17	100,000	101,629	116,759
Merrill Lynch, 5.00% Bonds, due 1/15/15	100,000	87,235	96,334
Merrill Lynch, 6.40% Notes, due 8/28/17	5,000	5,036	4,853
Merrill Lynch, 6.50% Notes, due 7/15/18	5,000	4,957	4,851
Metlife Inc., 6.75% Notes, due 6/01/16	15,000	15,839	17,310
MetLife Inc., 7.717% Notes, due 2/15/19	5,000	6,242	6,253
Midamer Eng. Hld., 6.125% Notes, due 4/01/36	15,000	14,538	17,940
Morgan Stanley, 5.375% Global Bonds, due 10/15/15	100,000	95,735	97,713
Motorola, Inc., 7.50% Debentures, due 5/15/25	120,000	119,278	141,576
Nabisco, Inc., 7.55% Debentures, due 6/15/15	130,000	131,282	153,735
National Rural Utils., 5.45% Notes, due 4/01/17	10,000	9,824	11,371
National Rural, 10.375% Bonds, due 11/01/18	10,000	11,928	14,306
Nationwide Financial, 5.90% Senior Notes, due 7/01/12	15,000	15,004	15,210
News America Inc., 6.20% Notes, due 12/15/34	15,000	14,832	16,106
NM Atlantic Richfield, 8.37% Notes, due 02/14/12	92,000	91,971	92,487
Norfolk Southern, 7.80% Notes, due 5/15/27	5,000	6,573	7,055
Norsk Hydro, 7.75% Debentures, due 6/15/23	15,000	17,048	20,663
Norsk Hydro, 6.70% Notes, due 1/15/18	5,000	5,822	6,160
Norsk Hydro, 7.75% Debentures, due 6/15/23	170,000	186,195	235,260

	Maturity Value	December 31, 2011 Cost	December 31, 2011 Market Value
Bonds (continued)			
Novartis Secs., 5.125% Notes, due 2/10/19	$ 10,000	$ 10,994	$ 11,748
Occidental Petroleum, 8 45% Notes, due 2/15/29	175,000	178,542	254,354
Owens & Minor, 6.35% Company Guaranteed, due 4/15/16	15,000	15,931	16,307
Pacific Bell, 6.625% Debenture, due 10/15/34	5,000	3,990	5,217
Pacific Gas & Electric, 5.625% Notes, due 11/30/17	10,000	10,340	11,845
Pemex Proj. Fndg., 5.75% Notes, due 3/1/18	20,000	21,956	21,969
Progress Energy Inc., 6.00% Notes, due 12/01/39	5,000	4,967	6,265
Prudential Financial, 7.375% Bonds, due 6/15/19	5,000	6,001	5,943
Prudential Financial, 3.00% Notes, due 5/12/16	20,000	19,997	19,925
Public Service of New Mexico, 7.50% Senior Notes, due 8/01/18	179,000	180,338	207,903
Pugent Sound Energy, 5 764% Notes, due 6/28/40	5,000	5,025	6,270
Pugent Sound Energy, 5 197% Notes, due 10/01/15	5,000	5,505	5,643
Pvngs II Funding, 8 00% Secured, due 12/30/15	44,000	44,525	48,083
Reed Els Cap., 8.625% Notes, due 1/15/19	15,000	18,908	18,715
Rio Tinto Fin., 3.50% Notes, due 11/02/20	15,000	14,735	15,427
Roper Industries, 6 25% Notes, due 9/01/19	15,000	16,201	17,718
Safeway Inc., 6.25% Notes, due 3/15/14	10,000	10,462	11,077
Safeway Inc. 6.35% Senior Notes, due 8/15/17	5,000	5,815	5,669
Sara Lee Corporation, 0.00% Bond, due 9/22/13	700,000	639,534	693,980
Sempra Energy, 6.15% Notes, due 6/15/18	10,000	9,973	11,777
Shell International Finance, 6.375% Notes, due 12/15/38	5,000	5,000	6,821
Southern CA Gas, 5.50% Notes, due 3/15/14	5,000	5,151	5,476
Southern CA Gas, 5.45% Notes, due 4/15/18	20,000	22,070	24,067
Symantec Corp, 2.75% Notes, due 09/15/15	25,000	25,172	25,390
Target Corp., 7 00% Bonds, due 7/15/31	5,000	6,241	6,768
TCI Commun. Inc., 8.75% Debentures, due 8/01/15	15,000	17,516	18,244
TCI, Inc., 7.875% Debentures, due 2/15/26	100,000	116,925	132,442
TC Pipelines LP, 4.65% Notes, due 6/15/21	10,000	10,108	10,484
Telefonica, 6 221% Company Guaranteed, due 7/03/17	15,000	15,696	15,452
TimeWarner Cable, 6.75% Bonds, due 07/1/18	15,000	17,117	17,800
Time Warner Cos., Inc., 9.125% Notes, due 1/15/13	146,000	151,908	157,419
Time Warner Entertainment, 8.375% Debenture, due 3/15/23	10,000	12,743	13,008
Toyota Motor Cred., 3.20% Notes, due 6/17/15	20,000	20,186	21,148
TRW, Inc., 7 75% Debentures, due 6/01/29	70,000	67,892	95,555
Untied Health Gr., 6.875% Notes, due 2/15/38	10,000	11,358	13,486
United Tech., 6.125% Bonds, due 2/01/19	5,000	5,221	6,176

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2011
Form 990-PF, Part II, Line 10c - Corporate Bond Investments (Continued)

	Maturity Value	December 31, 2011 Cost	Market Value
Bonds (continued)			
US Treasury Bond, 4.50% Bonds, due 08/15/39	$ 75,000	$ 95,968	$ 99,024
US Treasury Note, 3.125% Notes, due 10/31/16	145,000	153,521	160,837
US Treasury Note, 2.625% Notes, due 8/15/20	125,000	125,596	134,805
USX – Marathon Group, 8.50% Debentures, due 3/01/23	131,000	135,407	179,471
Vanguard Short Term Bond	Various	628,785	633,313
Valero Enrtgy, 6.625% Notes, due 06/15/37	5,000	5,392	5,348
Verizon Communications, 8.75% Notes, due 11/01/18	25,000	30,787	33,756
Verizon Communications, 6.40% Notes, due 2/15/38	5,000	5,562	6,311
Verizon Global F., 7.75% Notes, due 12/01/30	5,000	5,525	6,956
Virginia Elec., 5.40% Senior Unsecured, due 4/30/18	5,000	5,009	5,969
Vodafone Group, 6.15% Unsecured, due 2/27/37	5,000	5,347	6,257
Wachovia Corp., 5.25% Notes, due 8/01/14	20,000	19,700	21,127
Wachovia Corp., 5.75% Bonds, due 2/1/18	15,000	16,851	17,016
Wal Mart Stores, 6 20% Senior Notes, due 4/15/38	5,000	5,617	6,694
Waste Management Inc., 6.10% Company Guaranteed, due 3/15/18	10,000	11,480	11,815
Waste Management Inc., 7.375% Notes, due 3/11/19	5,000	5,056	6,286
Wellpoint, 3.70% Notes, due 8/15/21	15,000	15,215	15,269
Wyeth, 6 45% Bonds, due 2/01/24	10,000	11,648	13,058
Xerox Corp., 6.40% Senior Notes, due 3/15/16	20,000	21,956	22,528
YUM Brands, 6.25% Bonds, due 3/15/18	15,000	17,144	17,552
Total bonds	$ 10,477,308	$ 9,543,626	$ 10,709,422

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2011
Form 990-PF, Part II, Line 13 - Other Investments

		December 31, 2011	
	Shares	Cost	Market Value
Mutual funds			
DFA International Value Port. Inst. Class	183,095	$ 4,136,415	$ 2,698,816
Neuberger Berman Large Cap Disciplined Growth	364,749	2,272,321	2,524,061
Oppenheimer Developing Markets	32,551	1,026,024	942,995
Vanguard Mid Cap Index	71,530	2,128,203	2,012,150
Vanguard Windsor II Fund	56,870	3,542,045	2,601,811
Vanguard 500 Index	40,412	4,421,468	3,865,386
Virtus Quality Small Cap	77,905	908,255	926,289
William Blair International	149,616	2,931,654	2,857,669
William Blair Small Cap	39,590	908,322	827,830
Total mutual funds		$ 22,274,707	$ 19,257,007
Alternative investments			
Alternative Investment Group	N/A	$ 1,000,000	$ 1,043,828
Buckeye Partners LP	6,200	175,984	396,676
Enbridge Energy Partners LP	7,000	159,287	232,330
Enterprise Products Partners LP	9,741	176,022	451,788
Oneok Partners LP	6,400	123,650	369,536
PIMCO All Asset Instl. Class	123,723	1,549,412	1,427,764
TC Pipelines LP	6,300	147,707	298,809
Weatherlow Offshore Fund I Ltd. Class I A	1,500	1,500,000	1,623,305
Total alternative investments		$ 4,832,062	$ 5,844,036

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2011
Form 990-PF, Part XV - Grants and Contributions Paid during the Year

Recipient Organization	Purpose	Foundation Status	Amount
Chesaning Area Emergency Relief	Food/consumables	N/A	$ 5,000
Children's Christmas Store	Purchase of blankets	N/A	5,000
Citizens Research Council	Operations	N/A	5,000
City Rescue Mission of Saginaw	Food/consumables	N/A	5,000
Council of Michigan Foundations	Dues	Foundation	4,200
Council on Foundations	Dues	Foundation	3,730
Downtown Saginaw Association	Riverside Saginaw Film Festival	N/A	2,000
East Side Soup Kitchen	Food/consumables	N/A	5,000
Emmaus House	Food/consumables	N/A	5,000
Emmaus House	Repairs and upgrades to houses	N/A	11,500
First Ward Community Center	After-School Expansion Program	N/A	20,000
First Ward Community Center	Food/consumables	N/A	5,000
First Ward Community Center	Lacer Program	N/A	75,000
First Ward Community Center	Wickes Special Grant	N/A	70,000
Hidden Harvest	Expanded Food Distribution Initiative	N/A	15,000
Hidden Harvest	Food/consumables	N/A	5,000
Holy Cross Children's Services	St Vincent Home Improvements	N/A	20,000
Junior Achievement of Michigan	Operations	N/A	13,000
Michigan Colleges Foundation	Operations	Foundation	5,000
Mid-Michigan Teen Challenge	12 Passenger Van	N/A	10,000
Mid-Michigan Teen Challenge	Boiler and other misc items	N/A	22,900
Neighborhood House	Food/consumables	N/A	5,000
North Saginaw Township Little League	Bleachers	N/A	17,485
Old Town Soup Kitchen	Food/consumables	N/A	5,000
Old Town Soup Kitchen	Food storage facility	N/A	40,000
READ Association	Operations	N/A	1,500
Saginaw Area Fireworks, Inc	4th of July display	N/A	2,000
Saginaw Bay Symphony Orchestra	Operations	N/A	20,000
Saginaw Choral Society	Operations	N/A	6,000
Saginaw Community Foundation	Backpack Program	Foundation	15,000
Saginaw Community Foundation	Friends of Hoyt Park/Warming House Renovations	Foundation	75,000
Saginaw Community Foundation	Michael Jeffers Memorial Park & Fountain	Foundation	15,000
Saginaw Community Foundation	Purchase of Morley Building	Foundation	50,000
Saginaw Community Foundation	Saginaw Valley African American Int	Foundation	6,666
Saginaw Community Foundation	Saginaw Soccer Association - Parking Lot	Foundation	25,000
Saginaw County Youth Protection Council	Food/consumables	N/A	5,000
Saginaw County Youth Protection Council	Boiler	N/A	8,000
Saginaw County Youth Protection Council	Wickes Special Grant	N/A	70,000
Saginaw Future, Inc	Economic development initiatives	N/A	50,000
Saginaw Township Community Schools	Great Lakes Bay Great Read	N/A	5,000
Saginaw Township Parks & Recreation Commission	Disc Golf Course at Wickes Park	N/A	7,500
Saginaw Valley Concert Association	Operations	N/A	6,000
Saginaw Valley State University	Endowed Chair in Nursing	Foundation	450,000
Saginaw Valley State University	Theodore Roethke Memorial Prize & Event	Foundation	4,000
Saginaw Valley State University	Scholarships	Foundation	20,000
Salvation Army	Food/consumables	N/A	5,000
Temple Theatre Foundation	Temple Theatre operations and maintenance	Private Foundation	250,000
Temple Theatre Foundation	Mark Morley Memorial	Private Foundation	100
Thomas Township Parks & Recreation	Roberts Park	N/A	30,000
Underground Railroad, Inc	Food/consumables	N/A	5,000
United Way of Saginaw County	Campaign	N/A	50,000
United Way of Saginaw County	START Program	N/A	15,000
United Way of Saginaw County	Wickes Special Grant	N/A	75,000
YMCA	Wickes Special Grant	N/A	6,116
			$ 1,657,697

Harvey Randall Wickes Foundation #38-6061470
Year Ended December 31, 2011
Form 990-PF, Part XV - Grants and Contributions Approved for Future Payment

Recipient Organization	Purpose	Foundation Status	Amount
Citizens Research Council	Operations	N/A	$ 5,000
Council on Foundations	Dues	Foundation	3,530
Delta College	Electronic Medical Records	N/A	150,000
Emmaus House	Repairs and Maintenance	N/A	11,500
First Ward Community Center	Lacer Program	N/A	75,000
Junior Achievement of Saginaw	Operations	N/A	13,000
Michigan Colleges Foundation	Operations	Foundation	5,000
READ Association	Operations	N/A	1,500
Saginaw Area Fireworks	4th of July Display	N/A	2,000
Saginaw Bay Symphony Orchestra	Operations	N/A	20,000
Saginaw Children's Zoo	Jungle Play Park	N/A	40,000
Saginaw Choral Society	Operations	N/A	6,000
Saginaw County Parks & Recreation	Phase IV Rail Trail/MNPTF Matching Fund	N/A	30,000
Saginaw Future, Inc.	Economic Development Initiatives	N/A	100,000
Saginaw Valley Concert Association	Operations	N/A	6,000
Saginaw Valley State University	Endowed Chair in Nursing	N/A	1,050,000
Saginaw Valley State University Foundation	Scholarships	N/A	20,000
Temple Theatre Foundation	Temple Theatre Facility	Private Foundation	250,000
United Way of Saginaw	Americorps Substance Abuse Program	N/A	50,000
YMCA	Teen & Family Action Agenda	N/A	75,000
			$1,913,530

Harvey Randall Wickes Foundation
38-6061470
12/31/2011

Form 990-PF, part VII-B, Line 5c

The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
The Temple Theatre	$ 250,000	12/14/2010	Operation & Maintenance	$ 250,000.00	No	4/12/2012	n/a
The Temple Theatre	$ 250,100	12/8/2011	Operation & Maintenance	$ 250,100.00	No	4/12/2012	n/a