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 ,

Name of foundation: HENRY E. & CONSUELO S. WENGER FOUNDATION, INC.

A Employer identification number: 38-6077419

Number and street (or P O box number if mail is not delivered to street address): 8916 GALE ROAD

Room/suite:

B Telephone number (see the instructions): (248) 666-9300

City or town: WHITE LAKE | State: MI | ZIP code: 48386

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: [X] 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, column (c), line 16)* ▶ $ 16,787,682.

J Accounting method [X] 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 (att sch)				
2 Ck ▶ [X] if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	330.	330.		
4 Dividends and interest from securities	407,507.	407,507.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
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/(loss) (att sch)				
11 Other income (attach schedule)				
Energy Transfer Part	-55,233.			
12 **Total.** Add lines 1 through 11	352,604.	407,837.		
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 sch) L-16b Stmt	6,469.	3,235.		3,234.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	9,064.	8,064.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
See Line 23 Stmt	200.	92.		
24 **Total operating and administrative expenses.** Add lines 13 through 23	15,733.	11,391.		3,234.
25 Contributions, gifts, grants paid	839,224.			839,224.
26 **Total expenses and disbursements.** Add lines 24 and 25	854,957.	11,391.		842,458.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-502,353.			
b **Net investment income** (if negative, enter -0-)		396,446.		
c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	233,910.	158,289.	158,290.
	2 Savings and temporary cash investments	2,826,645.	2,233,028.	2,236,314.
	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)	2,094.	3,285.	3,285.
	7 Other notes and loans receivable (attach sch) ►			
	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) L-10b Stmt	9,374,927.	9,630,728.	13,931,293.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	155,964.	65,857.	458,500.
	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)	12,593,540.	12,091,187.	16,787,682.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)	300.	300.	
	23 **Total liabilities** (add lines 17 through 22)	300.	300.	
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 ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	12,593,240.	12,090,887.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	12,593,240.	12,090,887.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	12,593,540.	12,091,187.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	12,593,240.
2	Enter amount from Part I, line 27a	2	-502,353.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	12,090,887.
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	12,090,887.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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 (column (b) divided by column (c))
2010	748,614.	15,619,738.	0.047927
2009	701,151.	14,479,667.	0.048423
2008	748,862.	15,555,480.	0.048141
2007	700,235.	15,722,314.	0.044538
2006	600,870.	14,196,963.	0.042324

2	Total of line 1, column (d)	2	0.231353
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	0.046271
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	17,022,451.
5	Multiply line 4 by line 3	5	787,646.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,964.
7	Add lines 5 and 6	7	791,610.
8	Enter qualifying distributions from Part XII, line 4	8	842,458.

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)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b	1	3,964.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,964.
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	3,964.
6	Credits/Payments:		
a	2011 estimated tax pmts and 2010 overpayment credited to 2011 — 6a: 8,544.		
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	8,544.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	4,580.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► 4,580. Refunded ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 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? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	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? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MI - Michigan			
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

Part VII-A Statements Regarding Activities (continued)

		Line	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?	13	X	
	Website address ► N/A			
14	The books are in care of ► EVERETT BUSINESS SERVICE Telephone no. ► (248) 666-9300 Located at ► 8916 GALE ROAD WHITE LAKE, MI ZIP + 4 ► 48386			
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			
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

	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			Line	Yes	No
1 a	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		
	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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes	☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)			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.)*			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

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**

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 (No)

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**

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
DIANE WENGER WILSON 11070 TURTLE BEACH #B103 North Palm Beach FL 33408	PRESIDENT 2.00	0.	0.	0.
CHARLES L WILSON, III 24 MIDWAY LANE POUND RIDGE NY 10576	DIRECTOR 0.10	0.	0.	0.
CONSUELO D PEIRREPONT 1280 SHERIDAN RD LAKE FOREST IL 60045	DIRECTOR 0.10	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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 ►		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	0.
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 NONE	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ►	None

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	14,246,755.
b	Average of monthly cash balances	1b	3,032,231.
c	Fair market value of all other assets (see instructions)	1c	2,690.
d	**Total** (add lines 1a, b, and c)	1d	17,281,676.
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	17,281,676.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	259,225.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,022,451.
6	**Minimum investment return.** Enter 5% of line 5	6	851,123.

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	851,123.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,964.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,964.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	847,159.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	847,159.
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	847,159.

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	842,458.
b	Program-related investments — total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	842,458.
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	3,964.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	838,494.

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				847,159.
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___				
3 Excess distributions carryover, if any, to 2011				
a From 2006 — 0.				
b From 2007 — 0.				
c From 2008 — 118,408.				
d From 2009 — 0.				
e From 2010 — 0.				
f Total of lines 3a through e	118,408.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 842,458.				
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)				
d Applied to 2011 distributable amount				842,458.
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).)*	4,701.			4,701.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	113,707.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (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	113,707.			
10 Analysis of line 9				
a Excess from 2007 — 0.				
b Excess from 2008 — 113,707.				
c Excess from 2009 — 0.				
d Excess from 2010 — 0.				
e Excess from 2011 — 0.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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 organization 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

See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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*				
Little Traverse Bay Humane Soc 1300 West Conway Road Harbor Springs MI 49740		501c3	Prevention of Cruelty to Animals	1,400.
First Church of Christ Scientist 210 Massachusettes Ave Boston MA 02115		501c3	Religious Outreach	1,000.
Lost Tree Chapel 11149 Turtle Beach Road North Palm Beach FL 33408		501c3	Religios Cultural Outreach	1,000.
St Johns Episcopal Church P O Box 52 Harbor Springs MI 49740		501c3	Religious Outreach	5,000.
Grosse Pointe Farms Founndation 90 Kerby Road Grosse Pointe Farms MI 48236		501c3	Community service events	100.
The 564 Park Ave Preservation Fdn 564 Park Avenue New York NY 10065		501c3	Historical Preservation	5,000.
Pound Ridge Volunteer Fire Dept 80 Wechester Ave Pound Ridge NY 10576		501c3	Community protection	1,000.
The Community House 380 South Bates Street Birmingham MI 48009		501c3	Community outreach program and services	100.
Lost Tree Village Charitable Fdn 11555 Lost Tree Way North Palm Beach FL 33408		501c3	Community preservation and needs	1,000.
See Line 3a statement				823,624.
Total ► 3a				839,224.
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					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	330.	
4 Dividends and interest from securities			14	407,507.	
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		
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)				407,837.	

13 Total. Add line 12, columns (b), (d), and (e) 13 407,837.

(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.)
NA	

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

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

Diane W. Wilson 5/9/12 President

Signature of officer or trustee | 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
Sharon L Marriott	Sharon L Marriott	05/03/12		P01257788

Firm's name ► Everett Business Service | Firm's EIN ►

Firm's address ► 8916 Gale Road, White Lake MI 48386 | Phone no (248) 666-9300

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Taxes	8,064.	8,064.		
Corporate Taxes	1,000.			
Total	9,064.	8,064.		

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank Charges	92.	92.		
Filing Fee	20.			
Non Deductible Expense	88.			
Total	200.	92.		

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] CAMILLE W BROADBENT 75 PECKSLAND RD GREENWICH CT 06831	DIRECTOR 0.10	0.	0.	0.
Person [X] Business [ ] CAPRICE W BAUN 34 BEACON HILL GROSSE POINTE FARMS MI 48236	DIRECTOR 0.10	0.	0.	0.
Total		0.	0.	0.

Form 990-PF, Page 10, Part XV, Line 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

Name

Address

City, St, Zip, Phone

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

Any submission deadlines:

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

IT IS THE POLICY OF THE ORGANIZATION TO MAKE CONTRIBUTIONS ONLY TO ORGANIZATIONS EXEMPT UNDER SEC 501(C)(3) AND

Name

Address

City, St, Zip, Phone

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

Any submission deadlines:

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

WHICH ARE NOT PRIVATE FOUNDATIONS. UNSOLICITED APPLIATIONS ARE NOT ACCEPTED.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

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	Person or Business Checkbox / Amount
a *Paid during the year*				
Busch Wildlfe Sanctuary 2500 Jupiter Park Drive Jupiter FL 33458		501c3	Protect and conserve wildlife and land	Person or ☐ Business ☒ 1,000.
Belle Isle Convervancy 8109 East Jefferson Detroit MI 48214		501c3	Protect, preserve and restore Belle Isle	Person or ☐ Business ☒ 500.
Little Traverse Bay Conservancy 3264 Powell Road Harbor Springs MI 49740		501c3	Protect and conserve wildlife land and water	Person or ☐ Business ☒ 20,000.
Art Institute of Chicago Ill 111 South Michigan Ave Chicago IL 60603		501c3	Assure rich experience in the arts	Person or ☐ Business ☒ 5,000.
Detroit Institute of Arts 5200 Woodward Ave Detroit MI 48202		501c3	Cultural education promotion of art	Person or ☐ Business ☒ 9,925.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a Paid during the year				
Friends of the Dumbarton House 2715 Que Street, Northwest Washington DC 20007-3011		501c3	Cultural promotion and preservation of American Heritage	Person or Business X 4,000.
Friends of the Wilson Barn 28428 Elmira Livonia MI 48150		501c3	Community cultural education	Person or Business X 25,000.
Gross Pointe War Memorial 32 Lake Shore Drive Grosse Pointe Farms MI 48236		501c3	Cultural historic preservation	Person or Business X 1,000.
Kravis Center for the Performing Arts 701 Okeechobee Blvd West Palm Beach FL 33401		501c3	Cultural education and outreach	Person or Business X 925.
Metroleum Museum of Art 14 Fulton Street New York NY 10038		501c3	Cultural promotion of art	Person or Business X 836.
Michigan Opera Theatre 1526 Broadway Detroit MI 48226		501c3	Cultural promotion of Opera	Person or Business X 5,000.
New York City Ballet 20 Lincoln Center New York NY 10023		501c3	Cultural promotion of Ballet	Person or Business X 5,518.
Society of the Four Arts 2 Four Arts Plaza Palm Beach FL 33480		501c3	Cultural promotion of the four arts	Person or Business X 25,000.
The Wildlife Conservation Society 2300 Southern Blvd Bronx NY 10460		501c3	New York Zooolical Parks, Wildlife Education & Conserv	Person or Business X 9,819.
Village Womens Club Fdn P O Box 186 Bloomfield Hills MI 48303		501c3	Improve and protect children's lives	Person or Business X 5,000.
WNYC Radio One Centre Street New York NY 10007		501c3	Provide public educational programming	Person or Business X 1,920.
Nicklaus Childrens Health Care Fd 927 45th Street Ste 206 West Palm Beach FL 33407		501c3	Provide health services for children and families	Person or Business X 7,075.
Americans for Oxford 500 Fifth Ave, 32nd Floor New York NY 10110		501c3	Junior research fellowship in American History	Person or Business X 130,000.
Barnard College 3009 Broadway New York NY 10027		501c3	Educational institutional advancement	Person or Business X 3,000.
Brown University Box 1908 Providence RI 02912		501c3	Educational Adacemic Enrichment	Person or Business X 101,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a Paid during the year				
Brunswick School 100 Maher Ave Greenwich CT 06830		501c3	Fund for environmental education	Person or Business X 1,000.
Columbia University 475 Riverside Drive New York NY 10115		501c3	Educational Columbia Business Fund	Person or Business X 1,000.
Cranbrook Schools 520 Lone Pine Road Bloomfield Hills MI 48303		501c3	Educational Annual Fund	Person or Business X 5,000.
Dartmouth College 6066 Development Ave Hanover NH 03755		501c3	Educational Th 06 Fellowship Fund	Person or Business X 10,000.
American University 4801 Mass. Ave, NW Ste 366 Washiungton DC 20016		501c3	Educational Support Women in Law&DomesticViolence	Person or Business X 50,000.
Delta Gamma Fdn 3250 Riverside Dr Columbus OH 43221		501c3	Educational Fellowships and scholarships	Person or Business X 100.
Detroit Country Day School 22305 West Thirteen Mile Rd Beverly Hills MI 48025		501c3	Educational giving fund	Person or Business X 100.
George Washington University 2121 I Street NW Washington DC 20052		501c3	Educational Mt Vernon Legacy Annual Fund	Person or Business X 40,000.
Harvard University Varsity Club 65 North Harvard St Boston MA 02163		501c3	Educational sports-Varsity Club	Person or Business X 75,000.
Mary Baldwin College Donor Relations Staunton VA 24401		501c3	Educational annual fund	Person or Business X 100.
Rippowam Cisqua School Box 488 Bedford NY 10506		501c3	Educational Endowment Fund	Person or Business X 1,000.
Keewaydin Foundation 10 Keewaydin Road Salisbury VT 05769		501c3	Youth Activities Helpchildrenwith Condience,charater&leader	Person or Business X 1,000.
Sigma Gamma Foundation PO Box 36373 Grosse Pointe Farms MI 48236		501c3	Educational Fellowships etc	Person or Business X 5,000.
Skidmore College 815 N Broadway Saratoga Springs NY 12866		501c3	Educational Annual giving	Person or Business X 3,000.
Trinity College 300 Summit Street Hartford CT 06106		501c3	Educational Annual giving	Person or Business X 10,000.

Form 990-PF, Page 11, Part XV, line 3a — Continued

Line 3a statement

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	Person or Business Checkbox / Amount
a Paid during the year				
Trustees of Phillips Academy 180 Main St Andover MA 01810		501c3	Educational Facilitites Campus Renewal	Person or [ ] Business [X] 1,000.
University Liggett School 1045 Cook Road Grosse Pointe Woods MI 48236		501c3	Educational Fund for Excellence	Person or [ ] Business [X] 10,000.
University of Michigan 3003 South State Street Ste 8000 Ann Arbor MI 48109		501c3	Educational Michigan Engineering Fund	Person or [ ] Business [X] 1,000.
University of Michigan 3003 South State Ste 8000 Ann Arbor MI 48109		501c3	Educational Architecture & Design	Person or [ ] Business [X] 5,000.
The Wheeler School Hope St Providence RI 02906		501c3	Educational Annual Fund	Person or [ ] Business [X] 100.
The Beaumont Foundation 3711 West Thirteen Mile Rd Royal oak MI 48073		501c3	Hospital programs & technology to enhance patuient care	Person or [ ] Business [X] 1,000.
Jupiter Medical Center Foundation 1210 South Old Dixie Hwy Jupiter FL 33458		501c3	Hospital to provide non profit health care excellence	Person or [ ] Business [ ] 1,000.
Holley Ear Institute 22151 Moross Road Detroit MI 48236		501c3	Hospital Deaf, Deaf Blind and hard of hearing programs	Person or [ ] Business [X] 5,000.
Northern Michigan Hospital Fdn 360 Connable Ave Petoskey MI 49770		501c3	Hospital Care Unrestricted Fund	Person or [ ] Business [X] 5,200.
Northern Westchester Hospital Fdn 400 East Main Street Mount Kisco NY 10549		501c3	Hospital Care to bolster expertise, technology	Person or [ ] Business [X] 3,000.
RushPresbyterianStLukesHospital 1725 West Harrison St Chicago IL 60612		501c3	Hospital Womens Board	Person or [ ] Business [X] 3,500.
Greenwich Academy 200 North Maple Ave Greenwich CT 06830		501c3	Educational Annual Fund	Person or [ ] Business [X] 1,000.
Deerfield Academy 7 Boyden Lane Deerfield MA 01342		501c3	Educational Annual Fund	Person or [ ] Business [X] 100,000.
St. Matthews Episcopal Church 382 Cantitoe St POBox 293 Bedford NY 10506		501c3	Religious outreach	Person or [ ] Business [X] 5,000.
Petoskey-HarborSpringsCommFdn 616 Petoskey Streer Petoskey MI 49770		501c3	Endowment Fund and 4th of July Fireworks	Person or [ ] Business [X] 1,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
Harbor Springs Area Historical Soc 349 E Main Street Harbor Springs MI 49740		501c3	Harbor Springs Museum to preserve history	Person or Business X 5,000.
WNET New York 450 West 33rd St New York NY 10001		501c3	Provide outstanding public televion programming	Person or Business X 2,000.
Bonefish & Tarpon Trust 24 Dockside Lane, PMB 83 Key Largo FL 33037		501c3	For Protective management of bonefish & tarpon	Person or Business X 1,000.
Colby College Mayflower Hill Waterville ME 04901		501c3	Educational Endowment Fund	Person or Business X 1,000.
Lake Forest Country Day School 145 South Green Bay Road Lake Forest IL 60045		501c3	Annual fund to inspire in education	Person or Business X 1,000.
LSE Foundation 424 West 33rd St Ste470 New York NY 10001		501c3	Centennial Fund	Person or Business X 20,000.
The Hotchkiss School P O Box 800 Lakeville CT 06039		501c3	The Hotchkiss Fund to provide academics,atletics,arts	Person or Business X 33,609.
Church of the Holy Spirit 400 E Westminster Road Lake Forest IL 60045		501c3	Religious	Person or Business X 5,000.
City Squash PO Box 619 Fordham Station Bronx NY 10458		501c3	Youth outreach	Person or Business X 2,000.
The Pound Ridge Library Foundation P O Box 515 Pound Ridge NY 10576		501c3	Renew and update library	Person or Business X 2,000.
St. Lawrence University 23 Romoda Dr Canton NY 13617		501c3	Parents fund to provide resources for programs	Person or Business X 1,000.
Maltz Jupiter Theatre 1001 East Indiantown Rd Jupiter FL 33477		501c3	Support Arts and culture to create great art	Person or Business X 1,000.
Harvard University 14 Mount Auburn Street Cambridge MA 02138		501c3	Educational for Arts & Sciences	Person or Business X 1,000.
LISC 501 Seventh Ave 7th Floor New York NY 10018		501c3	Neighborhood revitalization and community development	Person or Business X 5,000.
World Wildlife Fund 1250 24th St NW Washington DC 20037		501c3	Environmental protect wildlife and conserve the environment	Person or Business X 2,500.

Form 990-PF, Page 11, Part XV, line 3a — Continued

Line 3a statement

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	Person or Business Checkbox / Amount
a Paid during the year				
Nature Conservancy of Illinois 4245 N Fairfax Drive Arlington VA 22203		501c3	Preserve and safeguard lands and waters	Person or Business X 13,500.
KieveWavus PO Box 169 Nobleboro ME 04555		501c3	Educational Leadership Training	Person or Business X 1,000.
Montana Land Reliance 324 Fuller Ave, Upstairs Helena MT 59624		501c3	Protecting Montana's open landscapes	Person or Business X 5,000.
Michigan Humane Society 30300 Telegraph Road, Ste 220 Bingham Farms MI 48025		501c3	Provide humane treatment of animals	Person or Business X 500.
Museum of Modern Art 11 West 53 Street New York NY 10019		501c3	Establish, conserve and document modern Art	Person or Business X 897.
Music Hall Center 350 Madison Ave Detroit MI 48226		501c3	To preserve and restore the Music Hall	Person or Business X 1,000.
New Canaan high School Crew 891 Valley Rd New Canaan CT 06840		501c3	Support Youth activities rowing program	Person or Business X 10,000.
Junior League of Washington 3039 Main Street, NW. Washington DC 20007		501c3	To support women building better communities	Person or Business X 1,000.
Palm Beach Pops 500 S. Australian Ave Ste100 West Palm Beach FL 33401		501c3	To ensure the music and heritage of the Great American Song Book	Person or Business X 1,000.
Total				823,624.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Everett Business Serv	Accounting, Bookkeeping	6,469.	3,235.		3,234.
Total		6,469.	3,235.		3,234.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
11908 BP	333,821.	508,948.
4000 Comerica	145,512.	103,200.
9600 ConocoPhillips	499,958.	699,552.
15000 Emerson Electric	489,767.	698,850.
10000 Exxon Mobil	422,979.	847,600.
17800 General Electric	574,435.	318,798.
16000 JPMorgan Chase	690,544.	532,000.
12000 Johnson & Johnson	571,161.	786,960.
16000 Marathon Oil Co	555,402.	731,750.
10000 McGraw Hill	485,012.	449,700.
5000 National Fuel Gas	132,407.	277,900.
10000 Pepsico	517,895.	663,500.
20000 Philip Morris Intl	788,513.	1,569,600.
7500 Marathon Petroleum	194,679.	249,675.
15000 Proctor & Gamble Co	817,766.	1,000,650.
16000 Royal Dutch Petroleum	143,245.	1,169,440.
8500 St Jude Med Inc	303,948.	291,550.
7000 Stryker Corp	304,808.	347,970.
15000 3M Co	827,797.	1,225,950.
10000 Tyco International	437,183.	467,100.
30000 Williams Co Inc	393,896.	990,600.
Total	9,630,728.	13,931,293.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
Energy Transfer Partners LP	65,857.	458,500.
Total	65,857.	458,500.