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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 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
THE CARLS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
333 WEST FORT STREET NO 1940

City or town, state, and ZIP code
DETROIT, MI 48226

A Employer identification number
38-6099935

B Telephone number (see page 10 of the instructions)
(313) 965-0990

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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







F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 106,771,211

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	2,610,735	2,610,735		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,677,811			
	b Gross sales price for all assets on line 6a 90,564,767				
	7 Capital gain net income (from Part IV, line 2)		4,677,811		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	7,288,546	7,288,546		
	13 Compensation of officers, directors, trustees, etc	132,400	0		132,400
	14 Other employee salaries and wages	127,012	0		127,001
	15 Pension plans, employee benefits	123,843	0		123,843
	16a Legal fees (attach schedule).	 1,080	360		720
	b Accounting fees (attach schedule).	 23,000	7,666		15,334
	c Other professional fees (attach schedule)	 518,597	518,597		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	 88,571	0		88,571
	19 Depreciation (attach schedule) and depletion	 4,050	0		
	20 Occupancy	43,958	0		43,958
	21 Travel, conferences, and meetings	6,327	0		6,327
	22 Printing and publications	404	0		404
	23 Other expenses (attach schedule).	 44,417	0		44,417
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	1,113,659	526,623		582,975
	25 Contributions, gifts, grants paid	4,893,568			4,893,568
	26 Total expenses and disbursements. Add lines 24 and 25	6,007,227	526,623		5,476,543
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,281,319			
	b Net investment income (if negative, enter -0-)		6,761,923		
	c Adjusted net income (if negative, enter -0-)				

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	70,219	151,325	151,325
	2	Savings and temporary cash investments	3,338,299	3,301,279	3,301,279
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	16,497,620	<input checked="" type="checkbox"/> 11,437,301	11,621,627
	b	Investments—corporate stock (attach schedule)	50,979,649	<input checked="" type="checkbox"/> 54,191,796	63,175,935
	c	Investments—corporate bonds (attach schedule).	21,953,868	<input checked="" type="checkbox"/> 13,326,998	14,044,081
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,804,763	<input checked="" type="checkbox"/> 14,521,689	14,471,146
	14	Land, buildings, and equipment basis ▶ _____ 55,433 Less accumulated depreciation (attach schedule) ▶ _____ 49,615	9,868	<input checked="" type="checkbox"/> 5,818	5,818
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	95,654,286	96,936,206	106,771,211	
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 ▶ _____)	<input checked="" type="checkbox"/> 0	<input checked="" type="checkbox"/> 601	
	23	Total liabilities (add lines 17 through 22)	0	601	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	95,654,286	96,935,605	
	30	Total net assets or fund balances (see page 17 of the instructions)	95,654,286	96,935,605	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	95,654,286	96,936,206	

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 95,654,286
2	Enter amount from Part I, line 27a	2 1,281,319
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 96,935,605
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 96,935,605

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	INVESTMENTS - COMERICA TRUST	P		2011-06-30
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 90,564,767		85,886,956	4,677,811
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			4,677,811
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7</div><div>If (loss), enter -0- in Part I, line 7</div></div>	2	4,677,811
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div><div>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)</div><div>If (loss), enter -0- in Part I, line 8</div></div>		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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	5,034,591	102,786,864	0 048981
2009	4,445,204	92,492,949	0 048060
2008	5,255,119	110,249,627	0 047666
2007	6,249,522	125,847,883	0 049659
2006	5,788,624	119,422,979	0 048472

2 Total of line 1, column (d).	2	0 242838
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 048568
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	109,333,986
5 Multiply line 4 by line 3.	5	5,310,133
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	67,619
7 Add lines 5 and 6.	7	5,377,752
8 Enter qualifying distributions from Part XII, line 4.	8	5,476,543

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	67,619
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	67,619
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	67,619
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	118,652	
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	118,652
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	51,033
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 51,033	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
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)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW CARLSFDN ORG	13	Yes	
14	The books are in care of ELIZABETH A STIEG Telephone no (313) 965-0990 Located at 333 WEST FORT STREET SUITE 1940 DETROIT MI ZIP +4 48226			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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?		Yes	No
		16		No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country 				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

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?

YesNo

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?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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?

YesNo

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 page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHLEEN M SHAY 333 W FORT ST STE 1940 DETROIT, MI 48226	OFFICE MGR 40 00	66,900	10,215	0
KATHY A STENMAN 333 W FORT ST STE 1940 DETROIT, MI 48226	PROGRAM OFFICER 40 00	66,900	10,215	0

Total number of other employees paid over \$50,000. 0

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	105,748,062
b	Average of monthly cash balances.	1b	5,250,909
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	110,998,971
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	110,998,971
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	1,664,985
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	109,333,986
6	Minimum investment return. Enter 5% of line 5.	6	5,466,699

Part XI

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

1	Minimum investment return from Part X, line 6.	1	5,466,699
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	67,619
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	67,619
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	5,399,080
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	5,399,080
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	5,399,080

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	5,476,543
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	5,476,543
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	67,619
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,408,924
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				5,399,080
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007. 66,823				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	66,823			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 5,476,543				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				5,399,080
e Remaining amount distributed out of corpus	77,463			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	144,286			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	144,286			
10 Analysis of line 9				
a Excess from 2007. 66,823				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011. 77,463				

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

ELIZABETH A STIEG EXECUTIVE DIRECTO
333 WEST FORT STREET SUITE 1940
DETROIT, MI 48226
(313) 965-0990

b

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

NO FORMAL APPLICATION OR REQUEST FORM IS REQUIRED

c

Any submission deadlines

THERE ARE NO DEADLINES FOR SUBMISSION OF REQUESTS

d

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

THE FOUNDATION HAS A BROADLY DEFINED CHARITABLE PURPOSE BUT THE PRINCIPAL PURPOSE IS CHILDRENS HEALTH & WELFARE (PRIMARILY IN MI) AND PRESERVATION OF NATURAL AREAS, OPEN SPACES AND HISTORICAL BUILDINGS NO FOUNDATION DOES NOT PROVIDE GRANTS TO INDIVIDUALS, FOR ENDOWMENTS, PUBLICATIONS, CONFERENCES, SEMINARS, FILM, FELLOWSHIPS, EDUCATION, LOANS, TRAVEL, RESEARCH, PLAYGROUND OR ATHLETIC FACILITIES OR UNDERWRITE RELATED EVENTS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<div>a Paid during the year</div> <div>See Additional Data Table</div>				
<div>Total</div>			<div>3a</div>	4,893,568
<div>b Approved for future payment</div> <div>See Additional Data Table</div>				
<div>Total</div>			<div>3b</div>	5,145,000

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	2,610,735	
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	4,677,811	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .		0		7,288,546	0
13 Total. Add line 12, columns (b), (d), and (e).			13	7,288,546	7,288,546

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization		(b) Type of organization		(c) Description of relationship	
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 or fiduciary) is based on all information of which preparer has any knowledge				
	*****		2012-05-16		*****
	Signature of officer or trustee		Date		Title
	Paid Preparer's Use Only	Preparer's Signature ▶ CATHLEEN S LORENZ CPA		Date 2012-05-12	Check if self-employed <input checked="" type="checkbox"/> PTIN P00063640
		Firm's name ▶ GODFREY HAMMEL DANNEELS & CO PC		Firm's EIN ▶ 38-1878652	
		21420 GREATER MACK AVENUE			
Firm's address ▶ ST CLAIR SHORES, MI 480802353		Phone no (586) 772-8100			

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

Additional Data

Software ID:
Software Version:
EIN: 38-6099935
Name: THE CARLS FOUNDATION

Form 990PF - Special Condition Description:


Special Condition Description

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation


(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HAROLD E STIEG	VICE PRESIDENT/SECRETARY 1 00	2,250	0	0
333 WEST FORT STREET NO 1940 DETROIT, MI 48226				
ELIZABETH A STIEG	EXECUTIVE DIRECTOR 40 00	119,400	17,910	0
333 WEST FORT STREET NO 1940 DETROIT, MI 48226				
HENRY FLEISCHER	PRESIDENT/TRUSTEE 1 00	2,250	0	0
333 WEST FORT STREET NO 1940 DETROIT, MI 48226				
TERESA R KRIEGER	TRUSTEE 1 00	2,250	0	0
333 WEST FORT STREET NO 1940 DETROIT, MI 48226				
ROBERT A SAJDAK	ADVISORY BOARD 1 00	1,000	0	0
333 WEST FORT STREET NO 1940 DETROIT, MI 48226				
DR HOMER E NYE	TRUSTEE 1 00	2,250	0	0
333 WEST FORT STREET NO 1940 DETROIT, MI 48226				
EDWARD C STIEG	ADVISORY BOARD 1 00	1,000	0	0
333 WEST FORT STREET NO 1940 DETROIT, MI 48226				
TERESA KRIEGER-BURKE PHD	ADVISORY BOARD 1 00	1,000	0	0
333 WEST FORT STREET NO 1940 DETROIT, MI 48226				
BRUCE M FLEISCHER PHD	ADVISORY BOARD 1 00	1,000	0	0
333 WEST FORT STREET NO 1940 DETROIT, MI 48226				
DONALD A DELONG ESQ	ADVISORY BOARD 1 00	0	0	0
333 WEST FORT STREET NO 1940 DETROIT, MI 48226				

Form 990PF Part XV Line 3 – Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JUDSON CENTER4410 WEST THIRTEEN MILE ROAD ROYAL OAK, MI 48073	NONE	PUBLIC CHARITY	SUPPORT FOR THE TRANSITION TO INDEPENDENCE, A PROGRAM IN PARTNERSHIP WITH BERKLEY SCHOOL DISTRICT SERVING TEEN AND YOUTH ADULTS WITH INTELLECTUAL AND DEVELOPMENTAL DISABILITIES	49,496
STATE OF MICHIGAN FOR BENEFIT OF CHERRY STREET HEALTH SERVICES540 CHERRY ST SE GRAND RAPIDS, MI 49503	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN FOR THE HEART OF THE CITY HEALTH CENTER TO PROVIDE A 3 1 STATE MEDICAID MATCH	80,000
UNIVERSITY OF MICHIGAN KELLOGG EYE CENTER1000 WALL STREET ANN ARBOR, MI 48105	NONE	PUBLIC CHARITY	PROVIDE CAPITAL FUNDS TO ESTABLISH THE CARLS PEDIATRIC OPHTHALMOLOGY CLINIC IN THE NEWLY EXPANDED W K KELLOGG EYE CENTER	400,000
LAND TRUST ALLIANCE1660 L STREET NW SUITE 1100 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	SUPPORT FOR PHASE TWO OF THE ADVANCING CONSERVANCY EXCELLENCE PROGRAM TO STRENGTHEN MICHIGAN LAND CONSERVANCIES	100,000
WAYNE STATE UNIVERSITY 4841 CASS AVENUE DETROIT, MI 48201	NONE	PUBLIC CHARITY	SUPPORT FOR STUDENT INTERNS TO TRANSFER STATE BLOOD SAMPLES TO THE MI NEONATAL BIOBANK DATABANK	102,000
BARBARA ANN KARMANOS CANCER INSTITUTE4100 JOHN R DETROIT, MI 48201	NONE	PUBLIC CHARITY	SUPPORT THE STEM CELL PROCESSING LAB & JP MCCARTY CORD STEM CELL BANK	50,000
HENRY FORD HEALTH SYSTEM1 FORD PLACE DETROIT, MI 48202	NONE	PUBLIC CHARITY	START-UP COSTS TO LAUNCH APPLIED BEHAVIORAL ANALYSIS FOR THE CENTER FOR AUTISM AND DEVELOPMENTAL DISABILITIES	30,000
CENTRAL DETROIT CHRISTIAN DEVELOPMENT CORPORATION 8840 SECOND AVENUE DETROIT, MI 48202	NONE	PUBLIC CHARITY	FOR CARENET, A PROGRAM PROVIDING SUPPORT FOR PARENTS TO OVERCOME THE CHALLENGES OF CHILD REARING AND NURTURING EXPERIENCES FOR THEIR CHILDREN	10,000
CHILDREN'S LEUKEMIA FOUNDATION OF MICHIGAN 5455 CORPORATE DRIVE STE 306 TROY, MI 48098	NONE	PUBLIC CHARITY	TO INCREASE PATIENT SERVICES STAFF, TRANSLATE STEPPING STONES MANUAL INTO SPANISH, AND TEEN RESPITE PROGRAM	50,000
BEYOND BASICSPO BOX 7 BLOOMFIELD HILLS, MI 48303	NONE	PUBLIC CHARITY	READ TO RISE PROGRAM FOR 2011-2012 SCHOOL YEAR IN THREE DETROIT PUBLIC SCHOOLS	20,000
LIONS OF MICHIGAN SERVICE FOUNDATION5730 EXECUTIVE DRIVE LANSING, MI 48911	NONE	PUBLIC CHARITY	TO SUPPORT MICHIGAN LIONS AFFORDABLE HEARING AID PROGRAM PROVIDING LOW COST HEARING AIDS AND AUDIOLOGY SERVICES FOR INDIGENT AND UNINSURED/UNDERINSURED MICHIGAN RESIDENTS	50,000
HURON RIVER WATERSHED COUNCIL1100 N MAIN STE 210 ANN ARBOR, MI 48104	NONE	NATURE CONSERVATION	PROVIDE TECHNICAL SUPPORT, LAND OWNER CONTACT AND DEAL DEVELOPMENT TO SOUTHEAST MICHIGAN LAND CONSERVANCIES	60,000
GRAND TRAVERSE REGIONAL LAND CONSERVANCY3860 NORTH LONG LAKE RD STE D TRAVERSE CITY, MI 49684	NONE	NATURE CONSERVATION	LEADERSHIP GRANT OF \$1 5 MILLION OVER SIX YEARS AT \$250,000 PER YEAR FOR THE PROTECTION OF PYATT LAKE PRESERVE	250,000
MICHIGAN TECHNOLOGICAL UNIVERSITY1400 TOWNSEND DRIVE HOUGHTON, MI 49932	NONE	PUBLIC UNIVERSITY	CAPITAL GRANT FOR GREAT LAKES RESEARCH CENTER	150,000
UNIVERSITY OF MICHIGAN 2011 STUDENT ACTIVITIES ANN ARBOR, MI 48109	NONE	PUBLIC UNIVERSITY	SUPPORT ANNUAL MERIT & FINANCIAL NEEDS FOR STUDENTS	23,818
ST JOSEPH MERCY OAKLAND 44405 WOODWARD AVENUE PONTIAC, MI 48341	NONE	PUBLIC CHARITY	RENOVATE AND EXPAND NEONATAL INTENSIVE CARE UNIT	250,000
DETROIT SCIENCE CENTER 5020 JOHN R ST DETROIT, MI 48202	NONE	PUBLIC CHARITY	PRODUCTION AND POST-PRODUCTION COSTS FOR THREE TOYOTA ENGINEERING THEATER SHOWS	60,000
WESTERN MICHIGAN UNIVERSITY FOUNDATION 1903 W MICHIGAN AVENUE KALAMAZOO, MI 49008	NONE	PUBLIC CHARITY	EXPANSION OF COCHLEAR IMPLANT PROGRAM AND DEVELOPMENT OF EDUCATIONAL PROGRAMMING	150,000
FORGOTTEN HARVEST21800 GREENFIELD OAK PARK, MI 48237	NONE	PUBLIC CHARITY	LEADERSHIP GIFT TO INCREASE DISTRIBUTION TO 36 MILLION POUNDS OF FOOD BY THE END OF FISCAL YEAR 2012-2014	250,000
CITY MISSION20405 SCHOOLCRAFT DETROIT, MI 48223	NONE	PUBLIC CHARITY	EXPANSION OF THE CITY MISSION ACADEMY	50,000
HURLEY FOUNDATIONONE HURLEY PLAZA FLINT, MI 48503	NONE	PUBLIC CHARITY	PURCHASE OF A HEARING SCREENER AND PEDIATRIC EXAMINATION ROOM FOR THE NEW PEDIATRIC EMERGENCY DEPARTMENT OF HURLEY MEDICAL CENTER	72,548
ST JOHN HOSPITAL & MEDICAL CENTER22151 MOROSS PROF BLDG 1 STE 223 DETROIT, MI 48236	NONE	PUBLIC CHARITY	PURCHASE OF A NEW VAN FOR USE AT THE FAMILY VILLAGE	35,000
HURON PINES501 NORWAY ST GRAYLING, MI 49738	NONE	PUBLIC CHARITY	MATCHING FUNDS SUPPORTING THE "INVASIVE SPECIES CONTROL PROJECTS" ALONG THE "SMALL DAM REMOVAL PROJECTS" IN NORTHEAST LOWER MICHIGAN	70,000
BELL HOSPITAL901 LAKESHORE DRIVE ISHPEMING, MI 49849	NONE	PUBLIC CHARITY	SENSORY INTEGRATION EQUIPMENT TO ENHANCE PEDIATRIC REHABILITATION SERVICES DEPARTMENT	14,205
MARQUETTE GENERAL FOUNDATION580 WEST COLLEGE AVENUE MARQUETTE, MI 49855	NONE	PUBLIC CHARITY	PURCHASE OF ALGO3I HEARING SCREENER	12,200
DETROIT CRISTO REY HIGH SCHOOL5679 W VERNOR HIGHWAY DETROIT, MI 482092157	NONE	PUBLIC SCHOOL	EXPANSION OF PROGRAM TO INCLUDE TWO WORK-STUDY POSITIONS AT COVENANT COMMUNITY CARE	52,000
WAYNE STATE UNIVERSITY 4841 CASS AVENUE DETROIT, MI 48201	NONE	PUBLIC UNIVERSITY	EXPANSION AND RENOVATION OF DEPARTMENT OF COMMUNICATION SCIENCES AND DISORDERS TO INCLUDE AN AUDIOLOGY CLINIC	350,300
HENRY FORD HEALTH SYSTEM1 FORD PLACE DETROIT, MI 48202	NONE	PUBLIC CHARITY	EQUIPMENT FOR AND RENOVATIONS OF THE NEONATAL INTENSIVE CARE UNIT AT HENRY FORD HOSPITAL TO BE RENAMED THE CARLS FOUNDATION NICU	400,000
DETROIT INSTITUTE FOR CHILDREN5447 WOODWARD AVENUE DETROIT, MI 48202	NONE	PUBLIC CHARITY	SUPPORT FOR THEIR 2010 BUDGET SHORTFALL	500,000
CHILD AND FAMILY SERVICES OF MICHIGAN INC21517 UNIVERSITY PARK DRIVE OKEMOS, MI 48864	NONE	PUBLIC CHARITY	REPLACEMENT OF ROOF	25,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST JOHN COMMUNITY HEALTH INVESTMENT CORPORATION45 CHANDLER STREET HIGHLAND PARK,MI 48203	NONE	PUBLIC CHARITY	FOR EXPANSION OF PARENT-INFANT PARTNER PROGRAM TO REDUCE THE NUMBER OF INFANT DEATHS	25,750
GRACE CENTERS OF HOPE35 E HURON STREET PONTIAC,MI 483420725	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN TO PURCHASE AND RENOVATE A CHILDCARE CENTER FOR HOMELESS CHILDREN	50,000
WINNING FUTURES27500 COSGROVE WARREN,MI 48092	NONE	PUBLIC CHARITY	EXPANSION OF MENTORING PROGRAM INTO TWO DETROIT PUBLIC SCHOOLS	25,000
CHRIST CHILD SOCIETY OF DETROIT15751 JOY ROAD DETROIT,MI 48228	NONE	PUBLIC CHARITY	PROGRAM SUPPORT FOR RESIDENTIAL FACILITY FOR CHILDREN WHO HAVE BEEN VICTIMS OF SEVERE EMOTIONAL, PHYSICAL AND SEXUAL ABUSE, AND NEGLECT	40,000
HISPANIC EDUCATION LIFE-SKILLS PROJECTPO BOX 431145 FRANKLIN,MI 48025	NONE	PUBLIC CHARITY	FOR A PART-TIME, BILINGUAL CAREGIVER TO SUPERVISE AND ENGAGE CHILDREN IN LEARNING ACTIVITIES WHILE IMMIGRANT PARENTS LEARN ENGLISH	7,500
SAMARITAN CENTER5555 CONNER SUITE 2210 DETROIT,MI 48213	NONE	PUBLIC CHARITY	FOR INSTALLATION OF TWO DENTAL OPERATORIES IN NEW FORD WELLNESS CENTER	100,000
THE BOTSFORD FOUNDATION28050 GRAND RIVER AVENUE FARMINGTON HILLS,MI 483365933	NONE	PUBLIC CHARITY	FOR THE PURCHASE OF AN ALGO 5 NEWBORN HEARING SCREENER	22,500
THE STATE OF MICHIGAN FOR THE BENEFIT OF CENTER FOR FAMILY HEALTH2298 SPRINGPORT ROAD JACKSON,MI 49202	NONE	PUBLIC CHARITY	IN SUPPORT FOR THE CAMPAIGN FOR NEW CENTRALIZED HEALTH CENTER IN DOWNTOWN JACKSON, MICHIGAN	50,000
MICHIGAN TECHNOLOGICAL UNIVERSITY1400 TOWNSEND DRIVE HOUGHTON,MI 49932	NONE	PUBLIC UNIVERSITY	SUPPORT ANNUAL MERIT & FINANCIAL NEEDS FOR STUDENTS	15,627
OAKLAND UNIVERSITY OFFICE OF FINANCIAL AID161 NORTH FOUNDATION HALL ROCHESTER,MI 48309	NONE	PUBLIC UNIVERSITY	SUPPORT ANNUAL MERIT & FINANCIAL NEEDS FOR STUDENTS	3,328
SOUTHWEST HOUSING SOLUTIONS CORPORATION1920 25TH STREET STE A DETROIT,MI 48216	NONE	PUBLIC CHARITY	IMPROVEMENTS TO THE OFFICES FOR SOUTHWEST COUNSELING'S YOUTH PROGRAMS FOR HIGH RISK YOUTH	156,275
FIRST STEP-WESTERN WAYNE COUNTY PROJECT ON DOMESTIC ASSAULT44567 PINETREE DRIVE PLYMOUTH,MI 481703840	NONE	PUBLIC CHARITY	PROGRAM TO PROVIDE CRITICAL SERVICES TO CHILDREN SUFFERING FROM TRAUMATIC AFTERMATH OF DOMESTIC AND SEXUAL VIOLENCE	60,000
MARQUETTE GENERAL FOUNDATION580 WEST COLLEGE AVENUE MARQUETTE,MI 49855	NONE	PUBLIC CHARITY	PURCHASE OF A VIVOSONIC ABR AND A MAICO ERO-SCAN PRO DP STANDARD/TYMP TECHNOLOGY	29,155
LIONS HEARING CENTER OF MICHIGAN4201 ST ANTOINE 5E-UCH DETROIT,MI 48201	NONE	PUBLIC CHARITY	PROVIDE HEARING SCREENING SERVICES TO CHILDREN AND YOUTH IN METRO DETROIT	30,000
SPECTRUM HEALTH FOUNDATION100 MICHIGAN STREET NE GRAND RAPIDS,MI 495032560	NONE	PUBLIC CHARITY	TO PURCHASE AUDIOLOGY EQUIPMENT INCLUDING TWO TYMPANOMETERS, A BRAINSTEM AUDITORY EVOKED POTENTIAL MACHINE, AND A VERFIT SYSTEM	56,866
COVENANT COMMUNITY CARE INC559 W GRAND BOULEVARD DETROIT,MI 48216	NONE	PUBLIC CHARITY	EXPANSION OF PEDIATRIC DENTAL SERVICES THROUGH MOBILE DENTISTRY AND EXPANSION OF CURRENT CLINIC TO SERVE ADDITIONAL CHILDREN	75,000
COVENANT HOUSE MICHIGAN2959 MARTIN LUTHER KING JR BLVD DETROIT,MI 48208	NONE	PUBLIC CHARITY	RENOVATIONS TO KITCHENS AND ROOFS AT BOTH THE CRISIS CENTER AND THE RIGHTS OF PASSAGE FACILITIES	30,000
TURNING POINTPO BOX 1123 MT CLEMENS,MI 48046	NONE	PUBLIC CHARITY	CAPITAL SUPPORT FOR A NEW DOMESTIC VIOLENCE SHELTER IN MT CLEMENS, MICHIGAN	150,000
THE NATURE CONSERVANCY101 EAST GRAND RIVER LANSING,MI 489064348	NONE	NATURE CONSERVATION	TWO YEAR CHALLENGE GRANT TO FUND THE COMPLETION OF LAND ACQUISITION PROJECTS THROUGHOUT THE STATE	250,000
Total  3a				4,893,568

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
UNIVERSITY OF MICHIGAN KELLOGG EYE CENTER1000 WALL STREET ANN ARBOR,MI 48105	NONE	PUBLIC CHARITY	CAPITAL FUNDS TO ESTABLISH THE CARLS PEDIATRIC OPHTHALMOLOGY CLINIC IN THE NEWLY EXPANDED WK KELLOGG EYE CENTER	1,200,000
LAND TRUST ALLIANCE1660 L STREET NW SUITE 1100 WASHINGTON,DC 200365635	NONE	NATURE CONSERVATION	IN SUPPORT OF PHASE TWO OF THE ADVANCING CONSERVANCY EXCELLENCE PROGRAM TO STRENGTHEN MICHIGAN LAND CONSERVANCIES OVER THREE YEARS	200,000
THE NATURE CONSERVANCY101 EAST GRAND RIVER LANSING,MI 489064348	NONE	NATURE CONSERVATION	TWO YEAR CHALLENGE GRANT TO FUND THE COMPLETION OF LAND ACQUISITION PROJECTS THROUGHOUT THE STATE	250,000
GRAND TRAVERSE REGIONAL LAND CONSERVANCY3860 NORTH LONG LAKE RD STE D TRAVERSE CITY,MI 49684	NONE	NATURE CONSERVATION	LEADERSHIP GRANT OF \$1 5 MILLION OVER SIX YEARS AT \$250,000 PER YEAR FOR THE PROTECTION OF PYATT LAKE PRESERVE	1,250,000
TURNING POINTPO BOX 1123 MT CLEMENS,MI 48046	NONE	PUBLIC CHARITY	CAPITAL SUPPORT FOR A NEW DOMESTIC VOILENCE SHELTER IN MT CLEMENS,MICHIGAN	100,000
DETROIT SCIENCE CENTER5020 JOHN R ST DETROIT,MI 48202	NONE	PUBLIC CHARITY	PRODUCTION AND POST-PRODUCTION COSTS FOR THREE TOYOTA ENGINEERING THEATER SHOWS FOR THREE YEARS	120,000
SOUTHEAST MICHIGAN LAND CONSERVANCY8383 VREELAND ROAD SUPERIOR TWP,MI 48198	NONE	NATURE CONSERVATION	CAPACITY BUILDING AND EXPANSION OF PRESERVATION EFFORTS THROUGHOUT SOUTHEAST MICHIGAN	75,000
HENRY FORD HEALTH SYSTEM1 FORD PLACE 5B DETROIT,MI 482023450	NONE	PUBLIC CHARITY	EQUIPMENT FOR AND RENOVATIONS OF THE NEONATAL INTENSIVE CARE UNIT AT HENRY FORD HOSPITAL TO BE RENAMED THE CARLS FOUNDATION NICU	1,200,000
FORGOTTEN HARVEST21800 GREENFIELD OAK PARK,MI 48237	NONE	PUBLIC CHARITY	LEADERSHIP GIFT TO INCREASE DISTRIBUTION TO 36 MILLION POUNDS OF FOOD BY THE END OF FISCAL YEAR 2012-2014	750,000
Total			 3b	5,145,000

TY 2011 Accounting Fees Schedule

Name: THE CARLS FOUNDATION

EIN: 38-6099935

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT & TAX FEES	23,000	7,666		15,334

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

TY 2011 Depreciation Schedule

Name: THE CARLS FOUNDATION

EIN: 38-6099935

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE & FIXTURES	1997-06-30	24,046	24,046	200DB	7 0000000000000	0	0		
OFFICE EQUIPMENT	2002-09-17	15,422	15,422	200DB	5 0000000000000	0	0		
COMPUTER EQUIPMENT	2002-02-11	350	350	200DB	5 0000000000000	0	0		
COMPUTER EQUIPMENT	2010-05-19	4,651	930	200DB	5 0000000000000	1,488	0		
COMPUTER EQUIPMENT	2010-05-19	7,472	1,494	200DB	5 0000000000000	2,391	0		
COMPUTER EQUIPMENT	2006-09-12	2,962	2,791	200DB	5 0000000000000	171	0		

**TY 2011 Investments Corporate
Bonds Schedule**

Name: THE CARLS FOUNDATION

EIN: 38-6099935

Name of Bond	End of Year Book Value	End of Year Fair Market Value
	13,326,998	14,044,081

**TY 2011 Investments Corporate
Stock Schedule**

Name: THE CARLS FOUNDATION
EIN: 38-6099935

Name of Stock	End of Year Book Value	End of Year Fair Market Value
	54,191,796	63,175,935

TY 2011 Investments Government Obligations Schedule

Name: THE CARLS FOUNDATION

EIN: 38-6099935

US Government Securities - End of

Year Book Value:

11,437,301

US Government Securities - End of

Year Fair Market Value:

11,621,627

**State & Local Government
Securities - End of Year Book**

Value:

0

**State & Local Government
Securities - End of Year Fair**

Market Value:

0

TY 2011 Investments - Other Schedule

Name: THE CARLS FOUNDATION

EIN: 38-6099935

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
	AT COST	14,521,689	14,471,146

TY 2011 Land, Etc. Schedule**Name:** THE CARLS FOUNDATION**EIN:** 38-6099935

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE & FIXTURES	24,046	24,046		0
COMPUTER SOFTWARE	530	530		0
OFFICE EQUIPMENT	15,422	15,422		0
COMPUTER EQUIPMENT	350	350		0
COMPUTER EQUIPMENT	4,651	2,418	2,233	0
COMPUTER EQUIPMENT	7,472	3,885	3,587	0
COMPUTER EQUIPMENT	2,962	2,962		0

TY 2011 Legal Fees Schedule

Name: THE CARLS FOUNDATION

EIN: 38-6099935

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,080	360		720

TY 2011 Other Expenses Schedule

Name: THE CARLS FOUNDATION

EIN: 38-6099935

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	648	0		648
TELEPHONE EXPENSE	3,177	0		3,177
POSTAGE & SHIPPING	285	0		285
EQUIPMENT RENTAL	89	0		89
BUSINESS INSURANCE	8,766	0		8,766
DUES & PUBLICATIONS	10,600	0		10,600
BANK SERVICE FEES	1,010	0		1,010
PAYROLL SERVICE FEES	6,205	0		6,205
COMPUTER CONSULTING	4,142	0		4,142
OTHER EXPENSE	9,495	0		9,495

TY 2011 Other Liabilities Schedule

Name: THE CARLS FOUNDATION

EIN: 38-6099935

Description	Beginning of Year - Book Value	End of Year - Book Value
OTHER PAYROLL WITHHOLDINGS	0	601

TY 2011 Other Professional Fees Schedule**Name:** THE CARLS FOUNDATION**EIN:** 38-6099935

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	518,597	518,597		0

TY 2011 Taxes Schedule**Name:** THE CARLS FOUNDATION**EIN:** 38-6099935

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	18,571	0		18,571
EXCISE TAXES	70,000	0		70,000