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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

OMB No 1545-0052

2011**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.**For calendar year 2011 or tax year beginning****, 2011, and ending****, 20**

Name of foundation THE DOGWOOD FOUNDATION		A Employer identification number 65-0499552
C/O SUSAN MEYERS - WARNER, NORCROSS & JUDD		B Telephone number (see instructions) (616) 752-2184
Number and street (or P O box number if mail is not delivered to street address) 111 LYON STREET NW, SUITE 900		C If exemption application is pending, check here <input type="checkbox"/>
Room/suite Room/suite		
City or town, state, and ZIP code GRAND RAPIDS, MI 49503		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 15,827,664.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	262,224.			
2	Check <input 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	360,050.	359,939.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	116,894.			
b	Gross sales price for all assets on line 6a	7,022,823.			
7	Capital gain net income (from Part IV, line 2)		115,868.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
11	Gross profit or (loss) (attach schedule)				
12	Other income (attach schedule)	1,945.	3,245.		ATCH 2
13	Total. Add lines 1 through 11	741,113.	479,052.		
14	Compensation of officers, directors, trustees, etc.	0			
15	Other employee salaries and wages				
16	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 3	44,247.	22,874.		21,373.
b	Accounting fees (attach schedule) ATCH 4	7,500.	3,750.		3,750.
c	Other professional fees (attach schedule) *	36,372.	34,865.		1,507.
17	Interest, ATTACHMENT 6	592.	561.		
18	Taxes (attach schedule) (see instructions) **	31,086.	5,086.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	6,963.			6,963.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	53,489.	52,971.		24.
24	Total operating and administrative expenses. Add lines 13 through 23	180,249.	120,107.		33,617.
25	Contributions, gifts, grants paid	711,621.			722,180.
26	Total expenses and disbursements. Add lines 24 and 25	891,870.	120,107.	0	755,797.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-150,757.			
b	Net investment income (if negative, enter -0-)		358,945.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see Instructions.

*ATCH 5 JSA ** ATCH 7

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 Operating and Administrative Expenses

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		591,455.	209,581.	209,581.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) ATCH 9	5,567,270.	5,595,997.	5,605,750.	
	c	Investments - corporate bonds (attach schedule) ATCH 10	8,381,220.	8,418,226.	8,682,718.	
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 11	855,500.	1,020,884.	1,329,615.	
	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)	15,395,445.	15,244,688.	15,827,664.		
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 ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	25	Unrestricted	15,395,445.	15,244,688.		
	26	Temporarily restricted				
	27	Permanently restricted				
	28	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	29	Capital stock, trust principal, or current funds				
	30	Paid-in or capital surplus, or land, bldg, and equipment fund				
	31	Retained earnings, accumulated income, endowment, or other funds . .				
	32	Total net assets or fund balances (see instructions)	15,395,445.	15,244,688.		
	33	Total liabilities and net assets/fund balances (see instructions)	15,395,445.	15,244,688.		

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	15,395,445.
2	Enter amount from Part I, line 27a	2	-150,757.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,244,688.
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	15,244,688.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
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	115,868.	
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	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	924,135.	15,655,435.	0.059030
2009	466,238.	14,413,946.	0.032346
2008	639,557.	15,800,936.	0.040476
2007	816,446.	17,500,322.	0.046653
2006	479,724.	15,893,687.	0.030183
2 Total of line 1, column (d)			2 0.208688
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 0.041738
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 16,046,990.
5 Multiply line 4 by line 3			5 669,769.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,589.
7 Add lines 5 and 6			7 673,358.
8 Enter qualifying distributions from Part XII, line 4 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.			8 755,797.

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 <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	3,589.
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	
3 Add lines 1 and 2		3	3,589.
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	3,589.
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	19,411.	
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	19,411.	
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	15,822.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 15,822. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MI,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>SUSAN MEYERS-WARNER, NORCROSS,</u> Telephone no <u>616-752-2184</u> Located at <u>111 LYON STREET NW, SUITE 900 GRAND RAPIDS, MI</u> ZIP + 4 <u>49503</u>			
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 <u>15</u> <u>N/A</u>			
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	Yes	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 <u>N/A</u>				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input 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 instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u>N/A</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>N/A</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5 a 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)? **5 b** N/A
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6 a 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? **6 b** X
If "Yes" to 6b, file Form 8870.

7 a 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? **7 b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		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

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 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 NOT APPLICABLE	
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

1	NOT APPLICABLE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		0

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	14,796,048.
b	Average of monthly cash balances	1b	414,387.
c	Fair market value of all other assets (see instructions)	1c	1,080,925.
d	Total (add lines 1a, b, and c)	1d	16,291,360.
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	16,291,360.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	244,370.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,046,990.
6	Minimum investment return. Enter 5% of line 5	6	802,350.

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	802,350.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,589.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,589.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	798,761.
4	Recoveries of amounts treated as qualifying distributions	4	10,559.
5	Add lines 3 and 4	5	809,320.
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	809,320.

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	755,797.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	755,797.
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	3,589.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	752,208.

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				809,320.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			292,629.	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 755,797.				
a Applied to 2010, but not more than line 2a			292,629.	
b Applied to undistributed income of prior years (Election required - see instructions)		0		
c Treated as distributions out of corpus (Election required - see instructions)	0			
d Applied to 2011 distributable amount				463,168.
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			0	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				346,152.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
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	0			
10 Analysis of line 9:				
a Excess from 2007	0			
b Excess from 2008	0			
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)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.**a** The name, address, and telephone number of the person to whom applications should be addressed:**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 SEE ATTACHMENT 14				722,180.
Total			3a	722,180.
b Approved for future payment SEE ATTACHMENT 15				400,000.
Total			3b	400,000.

Form **990-PF** (2011)

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities		525990	75.	14	359,975.	
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		525900	1,026.	18	115,868.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATTACHMENT 13			-1,300.		3,245.	
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			-199.		479,088.	
13 Total. Add line 12, columns (b), (d), and (e)						

(See worksheet in line 13 instructions to verify calculations)

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.)
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NOT APPLICABLE

Schedule of Contributors

OMB No 1545-0047

2011

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

THE DOGWOOD FOUNDATION
C/O SUSAN MEYERS - WARNER, NORCROSS & JUDD

Employer identification number

65-0499552

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE DOGWOOD FOUNDATION

C/O SUSAN MEYERS - WARNER, NORCROSS & JUDD

Employer identification number

65-0499552

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DOROTHY SCOTT MERRILL CHAR LD UNITRUST MONROE VOS SECURITIES HOUSTON, TX 77002	\$ 262,224.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE DOGWOOD FOUNDATION

Employer identification number

C/O SUSAN MEYERS - WARNER, NORCROSS & JUDD

65-0499552

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Employer Identification number	
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65-0499552

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					9,429.	
6,936.		PRIVATE EQUITY FUND II K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							6,936.	
39,429.		PRIVATE EQUITY FUND III K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
							39,429.	
6,859,529.		MONROE VOS #1168 (SEE ATTACHED) PROPERTY TYPE: SECURITIES 6,747,839.				P	VARIOUS	VARIOUS
							111,690.	
107,500.		SALE OF PRIVATE EQUITY FUND II PROPERTY TYPE: OTHER 159,116.				P	VARIOUS	01/01/2011
							-51,616.	
TOTAL GAIN (LOSS)							<u>115,868.</u>	

Statement for the Period January 1, 2011 to December 31, 2011
 THE DOGWOOD FOUNDATION - Trust: Under Agreement
 Account Number: KMG-761168

MV SECURITIES GROUP, INC.

Member FINRA, SIPC

TRADING

Securities Sold									
01/11/11	CASH	YOU SOLD	PIMCO TOTAL RETURN INSTL registered investment or @ 10.86 LT Gain: \$100,392.64	\$2,612,980.34	\$7,511,960.70	\$100,999.64			
02/22/11	CASH	YOU SOLD	ASTON/RIVER RD SMALL CAP VALUE CL K registered investment or @ 13.20 LT Gain: \$25,306.73 ST Gain: \$47,408.45	\$619,883.97	\$547,168.79	\$72,715.18			
02/22/11	CASH	YOU SOLD	FIDELITY CONTRAFUND registered investment or @ 71.69 ST Gain: \$25,453.24	\$181,112.98	\$154,659.74	\$26,453.24			
02/22/11	CASH	YOU SOLD	ROYCE VALUE PLUS SERVICE CLASS registered investment or ST REQ FEE 4.0689% @ 14.41 LT Gain: \$3,234.54 ST Gain: \$94,007.30	\$533,820.41	\$547,578.55	\$86,241.85			
02/24/11	CASH	YOU SOLD	DIAMOND HILL LARGE CAP FUND CLASS registered investment or CONF 1:04318FDWY C @ 10.52 ST Gain: \$15,109.68	\$158,477.98	\$143,368.32	\$15,109.66			
02/24/11	CASH	YOU SOLD	NJWEEN TRADEWINDS INTL VALUE C A registered investment or CONF 1:200034624 @ 27.13 LT Gain: \$23,228.45	\$193,733.98	\$169,902.49	\$23,828.49			
04/21/11	CASH	YOU SOLD	FIDELITY CONTRAFUND registered investment or @ 71.35 ST Gain: \$3,508.15	\$25,000.00	\$21,491.85	\$3,508.15			

Accum carried with National Financial Services LLC, Member
 NYSE, SIPC

MV Securities Group Inc.

YN_CERRBQF/BHCT-XLD_DBBDD 20120121

Statement for the Period January 1, 2011 to December 31, 2011
 THE DOGWOOD FOUNDATION - Trust Under Agreement
 Account Number: KMG-761168

MV SECURITIES GROUP, INC.

Member FINRA, SIPC

TRADING *continued*

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
04/26/11	CASH	YOU SOLD	DIAMOND HILL LARGE CAP FUND CLASS I registered investment or CONF 11110P534Z 0 @ 15.63 ST Gain \$2,268.23	(1,503.087)	\$25,000.00	\$22,731.77	\$2,268.23
04/26/11	CASH	YOU SOLD	NUVEEN TRADEWINDS INTL VALUE CL A registered investment or CONF 200007575 @ 23.75 LT Gain \$2,678.67	(851.682)	\$25,000.00	\$22,321.13	\$2,678.67
09/27/11	CASH	YOU SOLD	FIDELITY CONTRAFUND Registered Investment or @ 84.76 LT Gain \$35,014.76	(9,851.462)	\$637,920.56	\$602,905.80	\$35,014.76
09/29/11	CASH	YOU SOLD	DIAMOND HILL LARGE CAP FUND CLASS I Registered Investment or CONF 11269T421W 0 @ 13.65 LT Loss \$22,040.45	(41,479.62)	\$565,140.56	\$588,181.01	(\$22,040.45)
09/29/11	CASH	YOU SOLD	NUVEEN TRADEWINDS INTL VALUE CL A Registered Investment or CONF 200013833 @ 22.15 LT Loss \$36,085.05	(21,574.134)	\$478,025.56	\$514,111.61	(\$36,085.05)
09/29/11	CASH	YOU SOLD	PRUDENTIAL JENNISON NATURAL RESOURCES A Registered Investment or CONF 009356441 @ 43.50 ST Loss \$200,818.63	(113,597.976)	\$581,455.71	\$782,274.34	(\$200,818.63)
10/20/11	CASH	YOU SOLD	FIDELITY CONTRAFUND registered investment or @ 66.37 LT Gain \$1,895.53	(377.524)	\$25,000.00	\$23,104.47	\$1,895.53
10/24/11	CASH	YOU SOLD	DIAMOND HILL LARGE CAP FUND CLASS I registered investment or CONF 11292MT-SVIG @ 14.32 LT Gain \$384.25	(3,146.386)	\$45,000.00	\$44,615.75	\$384.25
10/24/11	CASH	YOU SOLD	NUVEEN TRADEWINDS INTL VALUE CL A registered investment or CONF 200014451 @ 22.94 LT Loss \$1,222.33	(11,310.211)	\$30,000.00	\$31,222.33	(\$1,222.33)

MV Securities Group Inc.

YN_CERHHQF7RBCFXLB_BBBB 20120121

Account carried with: National Financial Services LLC, Member
 NYSE, SIPC

Statement for the Period January 1, 2011 to December 31, 2011
 THE DOGWOOD FOUNDATION - Trust: Under Agreement
 Account Number: KMG-761168

MV SECURITIES GROUP, INC.

Member FINRA, SIPC

TRADING continued

Settlement Date	Account Type	Transaction	Description	Quantity	Amount	Total Cost Basis	Realized Gain (Loss)
12/30/11	CASH	YOU SOLD	DIAMOND HILL LARGE CAP FUND CLASS I registered investment or CONF 11361PFLSP 0 @ 15.31 LT Gain \$759.79	(722.159)	\$11,000.00	\$10,240.21	\$759.79
Total Securities Sold					\$6,859,530.05	\$6,747,838.86	

MV Securities Group Inc.

YN _CEDBBQFZBBCFXLB_BBBB 20120121

Account carried with National Financial Services LLC, Member:
 NYSE, SIPC

DISCLOSURE STATEMENT RELATED TO FORMS 8865, RETURN OF U.S. PERSONS WITH
RESPECT TO CERTAIN FOREIGN PARTNERSHIPS, FILED ON BEHALF OF THE
TAXPAYER

THE DOGWOOD FOUNDATION (THE TAXPAYER) IS A PARTNER IN NORTHERN TRUST PRIVATE EQUITY FUND II, LP (EIN 20-1459259), WHICH IS A PARTNER IN THE FOLLOWING FOREIGN PARTNERSHIPS FOR THE TAX YEAR ENDED DECEMBER 31, 2012: EQT V UK NO 2, LP; INFLEXION 2006 BUYOUT FUND LP; AND PC III B, LP. PURSUANT TO THE REPORTING REQUIREMENTS OF INCOME TAX REGULATIONS SECTION 1.6038B-2(a)(2), THE TAXPAYER IS NOT REQUIRED TO FILE FORMS 8865 FOR THE TAX YEAR UNDER THE CONSTRUCTIVE OWNER'S EXCEPTION. THE FORMS 8865 HAVE BEEN FILED ON THE TAXPAYER'S BEHALF BY NORTHERN TRUST PRIVATE EQUITY FUND II, LP AT THE INTERNAL REVENUE SERVICE CENTER IN OGDEN, UTAH BY SEPTEMBER 17, 2012, FOR THE TAX YEAR ENDED DECEMBER 31, 2011.

THE DOGWOOD FOUNDATION (THE TAXPAYER) IS A PARTNER IN NORTHERN TRUST PRIVATE EQUITY FUND III, LP (EIN 20-5277823) WHICH WAS A PARTNER IN THE FOLLOWING FOREIGN PARTNERSHIPS FOR THE TAX YEAR ENDED DECEMBER 31, 2011: CCP IX LP NO 2; GENESIS PARTNERS IV, LP; KPS SPECIAL SITUATIONS FUND III (SUPPLEMENTAL), LP; SUN CAPITAL PARTNERS V, LP; MAYFIELD INDIA I; ECI 9 A LP; H2 EQUITY PARTNERS FUND IV CV; INFLEXION CO-INVESTMENT LP; STIRLING SQUARE CAPITAL PARTNERS SECOND FUND, LP; MAYFIELD XIII; AND ACCENT EQUITY 2009, LP. PURSUANT TO THE REPORTING REQUIREMENTS OF INCOME TAX REGULATIONS SECTION 1.6038B-2(a)(2), THE TAXPAYER IS NOT REQUIRED TO FILE FORMS 8865 UNDER THE CONSTRUCTIVE OWNERS EXCEPTION. EACH FORM 8865 HAS BEEN FILED ON THE TAXPAYER'S BEHALF BY NORTHERN TRUST PRIVATE EQUITY FUND III, LP AT THE INTERNAL REVENUE SERVICE CENTER IN OGDEN, UTAH BY SEPTEMBER 17, 2012, FOR THE TAX YEAR ENDED DECEMBER 31, 2011.

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MONROE VOS - DIVIDENDS	343,537.	343,537.
PRIVATE EQUITY FUND II - DIVIDENDS	939.	905.
PRIVATE EQUITY FUND III - DIVIDENDS	8,918.	8,918.
PRIVATE EQUITY FUND II - INTEREST	1,034.	999.
PRIVATE EQUITY FUND III - INTEREST	5,586.	5,580.
PRIVATE EQUITY FUND II - TE INTEREST	7.	
PRIVATE EQUITY FUND III - TE INTEREST	29.	
TOTAL	<u>360,050.</u>	<u>359,939.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NT PRIVATE EQUITY FUND II INCOME	105.	99.
NT PRIVATE EQUITY FUND III INCOME	-448.	858.
CLASS ACTION FUNDS-ENRON SETTLEMENT	2,288.	2,288.
TOTALS	<u>1,945.</u>	<u>3,245.</u>

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
WARNER, NORCROSS & JUDD	42,747.	21,374.		21,373.
KIRKLAND & ELLIS	1,500.	1,500.		
TOTALS	<u>44,247.</u>	<u>22,874.</u>		<u>21,373.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST & YOUNG LLP	7,500.	3,750.		3,750.
TOTALS	<u>7,500.</u>	<u>3,750.</u>		<u>3,750.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MONROE VOS CONSULTING FEES	33,357.	33,357.	
STRATEGISTS INC CONSULTING FEE	3,015.	1,508.	1,507.
TOTALS	<u>36,372.</u>	<u>34,865.</u>	<u>1,507.</u>

ATTACHMENT 6FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PRIVATE EQUITY FUND II INT EXP	37.	20.
PRIVATE EQUITY FUND III INT EX	555.	541.
TOTALS	<u>592.</u>	<u>561.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ESTIMATED TAXES	26,000.	
FOREIGN TAXES - MONROE VOS	4,979.	4,979.
FOREIGN TAXES - PE FUND III	107.	107.
TOTALS	<u>31,086.</u>	<u>5,086.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
POSTAGE	24.		24.
MISCELLANEOUS - PE FUND II	6,738.	6,671.	
MISCELLANEOUS - PE FUND III	46,496.	46,105.	
WIRE TRANSFER FEES	195.	195.	
NON DEDUCT EXP - PE FUND II	2.		
NON DEDUCT EXP - PE FUND III	34.		
TOTALS	<u>53,489.</u>	<u>52,971.</u>	<u>24.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NUVEEN TRADEWINDS INTL VALUE	1,545,686.	1,394,450.
DIAMOND HILL LARGE CAP FUND	1,507,738.	1,595,491.
FIDELITY CONTRAFUND	1,385,853.	1,527,505.
EAGLE SMALL CAP GROWTH	578,360.	542,151.
GOLDMAN SACHS CAP VALUE	578,360.	546,153.
TOTALS	<u>5,595,997.</u>	<u>5,605,750.</u>

ATTACHMENT 10FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PIMCO TOT RETURN INSTITUTIONAL	8,418,226.	8,682,718.
TOTALS	<u>8,418,226.</u>	<u>8,682,718.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NORTHERN TRUST PE FUND II, LP	161,350.	207,258.
NORTHERN TRUST PE FUND III, LP	859,534.	1,122,357.
TOTALS	<u>1,020,884.</u>	<u>1,329,615.</u>

THE DOGWOOD FOUNDATION

65-0499552

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
KYLE MERRILL CONVERSE 6203 MOORING LANE FREMONT, MI 49412	TRUSTEE	0	0	0
HOLLY S. MERRILL 3750 SUNRISE LANE KEY WEST, FL 33040	TRUSTEE	0	0	0
DANIELLE MERRILL BOX 170 FREMONT, MI 49412	TRUSTEE	0	0	0
FRANK G. MERRILL R.R. #2 PURCELL, OK 73080	TRUSTEE	0	0	0
SUSAN MEYERS 111 LYON STREET NW, SUITE 900 GRAND RAPIDS, MI 49503	SECRETARY	0	0	0
GRAND TOTALS		0	0	0

THE DOGWOOD FOUNDATION

65-0499552

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SUSAN MEYERS 111 LYON STREET NW, SUITE 900 GRAND RAPIDS, MI 49503	SECRETARY	0	0	0
GRAND TOTALS		0	0	0

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
PRIVATE EQUITY FUND II	525990	6.	14	99.	
PRIVATE EQUITY FUND III	525990	-1,306.	14	858.	
CLASS ACTION FUNDS-ENRON SETTLEMENT			14	2,288.	
TOTALS		-1,300.		3,245.	

The Dogwood Foundation
65-0499552

Form 990-PF, Part XV - Grants and Contributions Paid During the Year

Name and Address	Relationship	Foundation Status	Purpose of Grant	Grant Amount
American Quarterhorse Foundation P.O. Box 200 Amarillo, TX 79168	None	501(c)(3)&509(a)(3)Type I	Equine Research Endowment Fund	110,000
Arts Center for Newaygo County 4734 S. Campus Court Fremont, MI 49412	None	501(c)(3)&509(a)(2)	Support art, entertainment, and education opportunities At Dogwood Center for Performing Arts	5,080
Boy Scouts of America 1325 West Walnut Hill Lane Irving, TX 75038-3008	None	501(c)(3)&170(b)(1)(A)(vi)	Support Community Organizations	15,000
Community Foundation of the Florida Keys P.O. Box 162 Key West, FL 33041-0162	None	501(c)(3)&170(b)(1)(A)(vi)	Support VIP Program	20,000
Equest Center for Therapeutic Riding, Inc 3777 Rector Ave NE Rockford, MI 49341-7914	None	501(c)(3)&509(a)(2)	Support Therapeutic Horseback Riding	5,000
Fishtown Preservation Society P.O. Box 721 Leland, MI 49654	None	501(c)(3)&509(a)(2)	Support Preservation of Historic Site	50,000
Keys Kids/Gerald Adams C/O Gerald Adams Elementary School 5855 College Road Key West, FL 33040	None	501(c)(3)&170(b)(1)(A)(ii)	Support Theatre Productions	20,000
Key West Botanical Garden Society 5210 College Road Key West, Florida 33040	None	501(c)(3)&509(a)(2)	Support Activities of Botanical Garden	30,000

The Dogwood Foundation
65-0499552

Form 990-PF, Part XV - Grants and Contributions Paid During the Year

Name and Address	Relationship	Foundation Status	Purpose of Grant	Grant Amount
Key West High School 2100 Flagler Avenue Key West, FL 33040	None	501(c)(3)&170(b)(1)(A)(ii)	Support High School Programs	10,000
Key West Literary Seminar 718 Love Lane Key West, FL 33040	None	501(c)(3)&509(a)(2)	Support Annual Literature Seminar	18,000
Key West Film Society P.O. Box 1283 Key West, FL 33041	None	501(c)(3)&509(a)(2)	Support Tropic Cinema	10,000
Key West Art and Historical Society DBA Key West Museum of Art & History at the Custom House 281 Front Street Key West, Florida 33040	None	501(c)(3)&509(a)(2)	Support Museum Operations	35,000
Key West Players, Inc. P.O. Box 724 Key West, FL 33041	None	501(c)(3)&509(a)(2)	Support for Children and Family Programs	27,000
Key West Pops Orchestra P.O. Box 6206 Key West, Florida 33041	None	501(c)(3)&509(a)(2)	Support Orchestra Operations	5,000
Mary Abbott Children's House P.O. Box 6316 Norman, OK 73070	None	501(c)(3)&170(b)(1)(A)(vi)	Support Building Renovation Project	30,000
National Cowboy & Western Heritage Museum 1700 NE 63rd Street Oklahoma City, OK 73111	None	501(c)(3)&509(a)(2)	Support Endowment Initiative	50,000
National Cowgirl Museum & Hall of Fame 1720 Gendy Street Fort Worth, TX 76107	None	501(c)(3)&170(b)(1)(A)(vi)	Support Museum Operations	50,000

The Dogwood Foundation
65-0499552

Form 990-PF, Part XV - Grants and Contributions Paid During the Year

Name and Address	Relationship	Foundation Status	Purpose of Grant	Grant Amount
NCHA Charities Foundation 260 Bailey Ave Fort Worth, TX 76107	None	501(c)(3)&509(a)(3)Type 1	Support Education Scholarships	25,000
Purcell Public School Foundation 919 N. 9th Purcell, OK 73080	None	501(c)(3)&170(b)(1)(a)	Support Auditorium Renovation	50,000
Performing Arts Center of Key West, Inc. DBA Tennessee Williams Theatre 5901 College Road Key West, Florida 33040	None	501(c)(3)&170(b)(1)(A)(iv)	Support Theater Operations	20,000
The Studios of Key West, Inc. 600 White Street Key West, FL 33040	None	501(c)(3)&170(b)(1)(A)(vi)	Support Artist Advancement	35,000
Terry Wantz Historical Research Center 2450 W One Mile Road White Cloud, MI 49349	None	501(c)(3)&170(b)(1)(A)(vi)	Support Research Center Operations	10,000
The Peoples Theatre (dba Key West Fringe) P.O. Box 6524 Key West, FL 33040	None	501(c)(3)&170(b)(1)(A)(vi)	Support Theatre Operations	2,000
University of Kentucky - Gluck Equine Research Foundation 301 Peterson Service Building Lexington, KY 40506	None	501(c)(3)&509(a)(3)Type 1	Support Equine Research Program	25,100
Womankind, Inc. 3142 Northside Drive Key West, FL 33040	None	501(c)(3)&509(a)(2)	Support Improved Healthcare for Women	65,000
Total				<u>722,180</u>

The Dogwood Foundation
65-0499552

Form 990-PF, Part XV - Grants and Contributions Approved for Future Payment

Name and Address	Relationship	Foundation Status	Purpose of Grant	Grant Amount
American Quarterhorse Foundation P O. Box 200 Amarillo, TX 79168	None	501(c)(3)&509(a)(3)Type 1	Support the Equine Research Endowment and America's Horse Cares Endowment Funds	330,000
Community Foundation of the Florida Keys P O. Box 162 Key West, FL 33041-0162	None	501(c)(3)&170(b)(1)(A)(vi)	Support VIP Program	40,000
The Studios of Key West, Inc 600 White Street Key West, FL 33040	None	501(c)(3)&170(b)(1)(A)(iv)	Support Artist Advancement	30,000
				<u>400,000</u>

Form **8868**

(Rev. January 2012)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	THE DOGWOOD FOUNDATION		Employer identification number (EIN) or	
	C/O SUSAN MEYERS - WARNER, NORCROSS & JUDD		<input checked="" type="checkbox"/> X	65-0499552
	Number, street, and room or suite no. If a P.O. box, see instructions.		Social security number (SSN)	
	111 LYON STREET NW, SUITE 900		<input type="checkbox"/>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
	GRAND RAPIDS, MI 49503			

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► SUSAN MEYERS - WARNER NORCROSS & JUDD

Telephone No ► 616 752-2184FAX No ► N/A

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ **X** calendar year 20 11 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	29,411.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	29,411.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	THE DOGWOOD FOUNDATION		Employer identification number (EIN) or	
	C/O SUSAN MEYERS - WARNER, NORCROSS & JUDD		<input checked="" type="checkbox"/>	65-0499552
	Number, street, and room or suite no. If a P.O. box, see instructions		Social security number (SSN)	
	111 LYON STREET NW, SUITE 900		<input type="checkbox"/>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
	GRAND RAPIDS, MI 49503			

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ► SUSAN MEYERS - WARNER, NORCROSS & JUDD
Telephone No ► 616 752-2184 FAX No. ► N/A

• If the organization does not have an office or place of business in the United States, check this box. ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box. ☐ . If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15, 2012.
- 5 For calendar year 2011, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	29,411.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	29,411.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► *Linda J. Inskosh* Title ► ENROLLED AGENT Date ► 08/13/2012

Form 8868 (Rev. 1-2012)