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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
G II Charities

% KEN KREGEL

Number and street (or P O box number if mail is not delivered to street address)
3333 EVERGREEN DRIVE NE

Room/suite

City or town, state, and ZIP code
GRAND RAPIDS, MI 49525

A Employer identification number
90-0098975

B Telephone number (see page 10 of the instructions)
(616) 363-9209

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)
\$ 10,211,170


















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)	8,000,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,006	5,006		
	4 Dividends and interest from securities.	413,010	413,010		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	74,796			
	b Gross sales price for all assets on line 6a _____ 603,066				
	7 Capital gain net income (from Part IV, line 2)		74,796		
	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	8,492,812	492,812		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	180	180		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	21,845			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	189			
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	22,214	180		0
	25 Contributions, gifts, grants paid	7,953,046			7,953,046
	26 Total expenses and disbursements. Add lines 24 and 25	7,975,260	180		7,953,046
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	517,552			
	b Net investment income (if negative, enter -0-)		492,632		
	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		
	2	Savings and temporary cash investments	809,592	361,621
	3	Accounts receivable  56,857		
		Less allowance for doubtful accounts  _____	53,482	56,857
	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)	508,128 	759,657
	b	Investments—corporate stock (attach schedule)		
	c	Investments—corporate bonds (attach schedule)	6,709,685 	7,324,806
	11	Investments—land, buildings, and equipment basis  _____		
		Less accumulated depreciation (attach schedule)  _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	1,418,347 	1,513,845
	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)	9,499,234	10,016,786
Liabilities	17	Accounts payable and accrued expenses	0	
	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		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		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds	9,499,234	10,016,786
	30	Total net assets or fund balances (see page 17 of the instructions)	9,499,234	10,016,786
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,499,234	10,016,786

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	9,499,234
2	Enter amount from Part I, line 27a	2	517,552
3	Other increases not included in line 2 (itemize)  _____	3	
4	Add lines 1, 2, and 3	4	10,016,786
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	10,016,786

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	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P	2011-02-17	2011-08-31
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 465,000		453,502	11,498
b 138,066		123,528	14,538
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			11,498
b			14,538
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	74,796
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	9,078,665	13,568,649	0 669091
2009	6,187,106	9,962,059	0 621067
2008	3,309,011	8,905,264	0 371579
2007	2,955,445	4,728,041	0 625089
2006	869,750	2,052,750	0 4237

2 Total of line 1, column (d).	2	2 710526
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 542105
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	13,815,387
5 Multiply line 4 by line 3.	5	7,489,390
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,926
7 Add lines 5 and 6.	7	7,494,316
8 Enter qualifying distributions from Part XII, line 4.	8	7,953,046

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	4,926
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	4,926
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	4,926
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,160	
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	14,160
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	9,234
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 4,950	Refunded <input type="checkbox"/>	11	4,284

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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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 N/A	13	Yes	
14	The books are in care of KEN KREGEL Telephone no (616) 363-9209 Located at 3333 EVERGREEN STE 201 GRAND RAPIDS MI ZIP+4 49525			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	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				

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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.	1b		
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? 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		No
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?			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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))?

☐ 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 page 22 of the 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 page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

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

☐ Yes ☒ No

b

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

☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

☐ Yes ☒ No

5b

6b

7b

No

No

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
RONALD K WILLIAMS 3333 EVERGREEN NE STE 201 GRAND RAPIDS, MI 49525	PRESIDENT 15 0	0	0	0
JAMES D GORDON 3333 EVERGREEN NE STE 201 GRAND RAPIDS, MI 49525	VICE PRESIDENT 1 0	0	0	0
JOHN M GORDON JR 3333 EVERGREEN NE STE 201 GRAND RAPIDS, MI 49525	SECRETARY/TREASURER 1 0	0	0	0

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

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

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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
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see 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.	

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	10,081,173
b	Average of monthly cash balances.	1b	3,944,601
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	14,025,774
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	0
3	Subtract line 2 from line 1d.	3	14,025,774
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	210,387
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,815,387
6	Minimum investment return. Enter 5% of line 5.	6	690,769

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	690,769
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	4,926
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,926
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	685,843
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	685,843
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	685,843

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	7,953,046
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,953,046
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	4,926
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	7,948,120
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				685,843
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 2009 , 2008 , 2007		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				769,171
b From 2007.				2,724,695
c From 2008.				2,861,352
d From 2009.				6,187,106
e From 2010.				9,092,790
f Total of lines 3a through e.	21,635,114			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 7,953,046				
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)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	7,953,046			
d Applied to 2011 distributable amount.				
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).)	685,843			685,843
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	28,902,317			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see 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).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	83,328			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	28,818,989			
10 Analysis of line 9				
a Excess from 2007. . . .	2,724,695			
b Excess from 2008. . . .	2,861,352			
c Excess from 2009. . . .	6,187,106			
d Excess from 2010. . . .	9,092,790			
e Excess from 2011. . . .	7,953,046			

Part XIVPrivate 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 XVSupplementary 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))

RONALD K WILLIAMS

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

KEN KREGEL
3333 EVERGREEN DRIVE NE
GRAND RAPIDS, MI 49525
(616) 363-9209

b

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

PERSONAL LETTER STATING ORGANIZATION'S NAME, ADDRESS, IRC EXEMPTION, PURPOSE, AND NEEDS

c

Any submission deadlines

NONE

d

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

NON-RECURRING PROJECT FUNDING LIMITED TO CHRISTIAN NON-PROFIT ORGANIZATIONS EXEMPT UNDER SECTION 501 (C)(3) AND LIMITED TO EFFECTIVE EVANGELIZATION ACTIVITIES EMPHASIZING PROCLAMATION, CHURCH PLANTING, DISCIPLESHIP, AND LEADERSHIP DEVELOPMENT

Form 990-PF (2011)

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)				
a Paid during the year See Additional Data Table				
Total			3a	7,953,046
b Approved for future payment				
Total			3b	

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			14	5,006	
4 Dividends and interest from securities.			14	413,010	
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	74,796	
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).				492,812	
13 Total. Add line 12, columns (b), (d), and (e).					492,812

[illegible]

Part XVII

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.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

[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	
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				
*****		2012-05-15	*****	
Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name	BDO USA LLP	Firm's EIN	
	Firm's address	200 OTTAWA AVE NW STE 300 GRAND RAPIDS, MI 49503	Phone no (616) 774-7000	

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

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization	Employer identification number
G II Charities	90-0098975

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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 33¹/₃% 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, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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 G II Charities	Employer identification number 90-0098975
--	--

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) Aggregate contributions	(d) Type of contribution
1	GORDON FOOD SERVICE INC PO BOX 2172 GRAND RAPIDS, MI 49501	\$ 8,000,000	Person <input 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)
		\$	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 G II Charities	Employer identification number 90-0098975
---	---

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

Name of organization G II Charities	Employer identification number 90-0098975
--	--

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

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

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

Additional Data

Software ID:
Software Version:
EIN: 90-0098975
Name: G II Charities

Form 990PF - Special Condition Description:

Special Condition Description

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>				
OVERSEAS COUNCIL INTERNATIONALPO BOX 17368 INDIANAPOLIS,IN 46217	NONE	PUBLIC	CHARITABLE	500,000
NATIONAL CHRISTIAN FOUNDATION11625 RAINWATER DR STE 500 ALPHARETTA,GA 30009	NONE	PUBLIC	CHARITABLE	25,000
DYNAMIC CHURCH PLANTING INTERNATIONALPO BOX 4119 OCEANSIDE,CA 92052	NONE	PUBLIC	CHARITABLE	74,000
HCJB GLOBAL1065 GARDEN OF THE GODS RD COLORADO SPRINGS,CO 80907	NONE	PUBLIC	CHARITABLE	501,335
CAM INTERNATIONAL8625 LAPRADA DR DALLAS,TX 75228	NONE	PUBLIC	CHARITABLE	11,000
INTERSERVEPO BOX 418 UPPER DARBY,PA 19082	NONE	PUBLIC	CHARITABLE	46,000
AFRICA INLAND MISSIONPO BOX 178 PEARL RIVER,NY 10965	NONE	PUBLIC	CHARITABLE	4,160
SIM USAPO BOX 7900 CHARLOTTE,NC 28241	NONE	PUBLIC	CHARITABLE	9,335
PARTNERS INTERNATIONAL1117 E WESTVIEW CT SPOKANE,WA 99218	NONE	PUBLIC	CHARITABLE	402,000
WYCLIFFE BIBLE TRANSLATORS PO BOX 628200 ORLANDO,FL 32862	NONE	PUBLIC	CHARITABLE	13,310
VISION SYNERGYPO BOX 232 EDMONDS,WA 98020	NONE	PUBLIC	CHARITABLE	50,000
GRACE MINISTRIES INTERNATIONAL1011 ALDON SW GRAND RAPIDS,MI 49509	NONE	PUBLIC	CHARITABLE	10,000
CHRISTIAN MISSIONS OVERSEAS 1614 OTTERBEIN AVE ROWLAND HEIGHTS,CA 91748	NONE	PUBLIC	CHARITABLE	5,000
PIONEERS INC10123 WILLIAM CAREY DR ORLANDO,FL 32832	NONE	PUBLIC	CHARITABLE	500,000
SCRIPTURE UNION USAPO BOX 215 VALLEY FORGE,PA 19481	NONE	PUBLIC	CHARITABLE	250,000
ABWEPO BOX 8585 HARRISBURG,PA 17105	NONE	PUBLIC	CHARITABLE	51,665
PARTNERS WORLDWIDE6139 TAHOE AVE SE GRAND RAPIDS,MI 49546	NONE	PUBLIC	CHARITABLE	53,000
THE FIRST ACADEMY INC2667 BRUTON BLVD ORLANDO,FL 32805	NONE	PUBLIC	CHARITABLE	20,000
UNITED SERVANTS ABROAD 14530 ROLLING ROCK PLACE WELLINGTON,FL 33414	NONE	PUBLIC	CHARITABLE	10,000
THE SEED COMPANY3030 MATLOCK ROAD STE 104 ARLINGTON,TX 76015	NONE	PUBLIC	CHARITABLE	300,000
TOLLE LEGE INSTITUTEPO BOX 15010 GRAND RAPIDS,MI 49515	NONE	PUBLIC	CHARITABLE	10,000
INTERNATIONAL TEAMS USA411 W RIVER ROAD ELGIN,IL 60123	NONE	PUBLIC	CHARITABLE	90,000
PERIMETER CHURCH INC9500 MEDLOCK BRIDGE ROAD JOHNS CREEK,GA 30097	NONE	PUBLIC	CHARITABLE	25,000
JOHN STOTT MINISTRIES1050 CHESTNUT ST 203 MENLO PARK,CA 94025	NONE	PUBLIC	CHARITABLE	15,000
CHRISTIAN COUNSELING CENTER 1870 LEONARD GRAND RAPIDS,MI 49505	NONE	PUBLIC	CHARITABLE	5,000
BIBLE LEAGUE INTERNATIONAL PO BOX 28000 CHICAGO,IL 60628	NONE	PUBLIC	CHARITABLE	50,000
NEAR EAST INITIATIVES4490 FABLE ST NEWALBANY,OH 43054	NONE	PUBLIC	CHARITABLE	50,000
OASIS INTERNATIONAL LIMITED 1770 S RANDALL RD STE A GENEVA,IL 60134	NONE	PUBLIC	CHARITABLE	40,000
DEVELOPMENT ASSOCIATES INTERNATIONALPO BOX 49278 COLORADO SPRINGS,CO 80949	NONE	PUBLIC	CHARITABLE	250,000
ALL NATIONS FAMILYPO BOX 55 GRANDVIEW,MO 64030	NONE	PUBLIC	CHARITABLE	32,000


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>				
BILD INTERNATIONAL2400 OAKWOOD RD AMES,IA 50014	NONE	PUBLIC	CHARITABLE	150,000
GOD'S WORLD PUBLICATIONS INC 85 TUNNEL ROAD STE 12 ASHEVILLE,NC 28802	NONE	PUBLIC	CHARITABLE	60,000
COMMUNICATIONS INSTITUTE 4699 AUVERGNE AVE STE 3 LISLE,IL 60532	NONE	PUBLIC	CHARITABLE	174,000
OC SPECIAL DONATIONSS5801 N UNION BLVD COLORADO SPRINGS,CO 80918	NONE	PUBLIC	CHARITABLE	50,000
INTERVARSITY CHRISTIAN FELLOWSHIPUSA2400 SCHROEDER RD PO BOX 7895 MADISON,WI 53707	NONE	PUBLIC	CHARITABLE	10,895
THE RELEVATE GROUP251 EAST 61ST ST NEW YORK,NY 10065	NONE	PUBLIC	CHARITABLE	75,000
YOUNG LIFEPO BOX 520 COLORADO SPRINGS,CO 80901	NONE	PUBLIC	CHARITABLE	100,000
CAMPUS CRUSADE FOR CHRISTPO BOX 628222 ORLANDO,FL 328628222	NONE	PUBLIC	CHARITABLE	5,330
YOUNG LIFEPO BOX 511 ALLENDALE,MI 49401	NONE	PUBLIC	CHARITABLE	23,000
ADVANCING NATIVE MISSIONS PO BOX 5303 CHARLOTTESVILLE,VA 22905	NONE	PUBLIC	CHARITABLE	15,000
ALONGSIDE INCPO BOX 587 RICHLAND,MI 49083	NONE	PUBLIC	CHARITABLE	100,000
ANCHORSAWAY MINISTRIES INC 13240 OLD MERIDIAN ST CARMEL,IN 46032	NONE	PUBLIC	CHARITABLE	60,000
ASIAN ACCESSPO BOX 200 SAN DIMAS,CA 91773	NONE	PUBLIC	CHARITABLE	5,250
ASIAN PARTNERS INTERNATIONALPO BOX 64419 LUBBOCK,TX 79464	NONE	PUBLIC	CHARITABLE	30,000
BAPTIST MID-MISSIONSPO BOX 308011 CLEVELAND,OH 441308011	NONE	PUBLIC	CHARITABLE	1,090
BECOMING WHAT GOD INTENDED MINISTRIES3674 TOURING DR PLEASANT TOWN,CA 94599	NONE	PUBLIC	CHARITABLE	23,000
BIBLES INTERNATIONAL609 36TH ST SE GRAND RAPIDS,MI 495482317	NONE	PUBLIC	CHARITABLE	17,175
CARE FOR CHILDREN2906 CENTRAL ST SUITE 273 EVANSTON,IL 60201	NONE	PUBLIC	CHARITABLE	100,000
CEO FORUM640 CHAPEL HILLS DR COLORADO SPRINGS,CO 80920	NONE	PUBLIC	CHARITABLE	50,000
CHAB DAI USAPO BOX 6116 FOLSOM,CA 95630	NONE	PUBLIC	CHARITABLE	11,000
CHALMERS CENTER14049 SCENIC HWY LOOKOUT MOUNTAIN,GA 30750	NONE	PUBLIC	CHARITABLE	50,000
CHERRITOS PRESBYTERIAN CHURCH11841 E 178TH ST ST ARTESIA,CA 90701	NONE	PUBLIC	CHARITABLE	30,000
CHINA SOURCEPO BOX 5844 ORANGE,CA 92863	NONE	PUBLIC	CHARITABLE	25,000
CHRISTIAN ASSOCIATES INTERNATIONAL18950 BASE CAMP ROAD MONUMENT,CO 80132	NONE	PUBLIC	CHARITABLE	23,200
CHRISTIAN LEADERS FOR AFRICA PO BOX 1642 INDIANAPOLIS,IN 46201	NONE	PUBLIC	CHARITABLE	100,000
CHRISTIAN LEARNING CENTER 4340 BURLINGAME AVE SW WYOMING,MI 49509	NONE	PUBLIC	CHARITABLE	16,000
CHRISTIAN WORKERS FELLOWSHIP FUNDPO BOX 1117 LAWRENCE,KS 660448117	NONE	PUBLIC	CHARITABLE	20,000
COLUMBIA INTERNATIONAL UNIVERSITYPO BOX 3122 COLUMBIA,SC 29230	NONE	PUBLIC	CHARITABLE	50,000
COMMUNITY VISION INTERNATIONALPO BOX 33286 PORTLAND,OR 972923286	NONE	PUBLIC	CHARITABLE	25,000
CORNERSTONE UNIVERSITY1001 EAST BELTLINE GRAND RAPIDS,MI 495255897	NONE	PUBLIC	CHARITABLE	125,000

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>				
CROSSGLOBAL LINKPO BOX 398 WHEATON,IL 601870398	NONE	PUBLIC	CHARITABLE	15,000
CROSSWORLD10000 NORTH OAK TRAFFICWAY KANSAS CITY,MO 64155	NONE	PUBLIC	CHARITABLE	26,000
CURE INTERNATIONAL701 BOSLER AVE LEMOYNE,PA 17043	NONE	PUBLIC	CHARITABLE	600,000
EARN EMPLOYMENT AND RESOURCE NETWORK2530 BENWYCK SE GRAND RAPIDS,MI 49506	NONE	PUBLIC	CHARITABLE	20,000
EVANGELISM RESOURCE425 EPWORTH AVE WILMORE,KY 40390	NONE	PUBLIC	CHARITABLE	50,000
EVERY GENERATION MINISTRIES PO BOX 891179 TEMEUCULA,CA 925891179	NONE	PUBLIC	CHARITABLE	40,000
EXTREME RESPONSE INTERNATIONALPO BOX 345 SNELLVILLE,GA 30078	NONE	PUBLIC	CHARITABLE	6,000
FAVOR OF GOD MINISTRIESPO BOX 4562 RIVERSIDE,CA 92514	NONE	PUBLIC	CHARITABLE	35,000
FCS URBAN MINISTRIES750 GLENWOOD AVE PO BOX 17628 ATLANTA,GA 30316	NONE	PUBLIC	CHARITABLE	2,360
FREEDOM FIRM USAPO BOX 4267 MINNEAPOLIS,MN 55343	NONE	PUBLIC	CHARITABLE	40,000
FREEDOM TO LEAD INTERNATIONALPO BOX 3 CARY,NC 27511	NONE	PUBLIC	CHARITABLE	35,000
GLOBAL CHINA CENTERPMB 201 977 SEMINOLE TRAIL CHARLOTTSVILLE,VA 22901	NONE	PUBLIC	CHARITABLE	5,250
GOODSEED USA INCPO BOX 2890 HAYDEN,ID 83830	NONE	PUBLIC	CHARITABLE	46,000
GOTTA GO CORPORATIONATTN HOUGH MACADAM WARTNIK 3690 BROADWAY ST NORTH BEND,OR 97459	NONE	PUBLIC	CHARITABLE	35,000
HAGAR USAC/O TOWN BANK PO BOX 180620 DELAFIELD,WI 53018	NONE	PUBLIC	CHARITABLE	30,000
HEALTH INTERVENTION SERVICES15 ANDRE SE GRAND RAPIDS,MI 49507	NONE	PUBLIC	CHARITABLE	2,645
HEART OF THE BRIDEPO BOX 786 NICEVILLE,FL 32588	NONE	PUBLIC	CHARITABLE	1,210
INTERCOMMPO BOX 618 WINONA LAKE,IN 46590	NONE	PUBLIC	CHARITABLE	36,000
INTERNATIONAL LEADERSHIP FOUNDATION1019 PRAIRIE RIDGE LANE LESTER PRAIRIE,MN 55354	NONE	PUBLIC	CHARITABLE	50,000
INTERNATIONAL LEADERSHIP FOUNDATION1969 ALAFAYA TRAIL ORLANDO,FL 328288732	NONE	PUBLIC	CHARITABLE	100,000
INTERNATIONAL HEALTH SERVICEPO BOX 265 SOUTHEASTERN,PA 19399	NONE	PUBLIC	CHARITABLE	75,000
INTERNATIONAL MISSION BOARD PO BOX 6767 RICHMOND,VA 23230	NONE	PUBLIC	CHARITABLE	55,000
JOSIAH VENTUREPO BOX 4317 WHEATON,IL 60187	NONE	PUBLIC	CHARITABLE	200,000
JUS COGENS2020 PENNSYLVANIA AVE NE WASHINGTON,DC 20006	NONE	PUBLIC	CHARITABLE	100,000
KEYSTONE COMMUNITY CHURCH 655 SPAULDING ADA,MI 49301	NONE	PUBLIC	CHARITABLE	2,625
LEADERSHIP ADVANCEMENT INTERNATIONAL1621 - 114TH AVE SE STE 132 BELLEVUE,WA 980046905	NONE	PUBLIC	CHARITABLE	3,000
LEADERSHIP DEVELOPMENT INTERNATIONAL1635 HWY 34 EAST STE B NEWNAN,GA 30265	NONE	PUBLIC	CHARITABLE	20,000
LUIS PALAU ASSOCIATIONPO BOX 50 PORTLAND,OR 97297	NONE	PUBLIC	CHARITABLE	75,000
MISSION AVIATION FELLOWSHIP PO BOX 47 NAMPA,ID 83653	NONE	PUBLIC	CHARITABLE	1,210
MISSION TO THE WORLD1600 NORTH BROWN ROAD LAWRENCEVILLE,GA 300438141	NONE	PUBLIC	CHARITABLE	1,210

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 Paid during the year				
MISSIONS INTERNATIONALPO BOX 681299 FRANKLIN,TN 67068	NONE	PUBLIC	CHARITABLE	30,000
NEW GENERATIONAL INTERNATIONAL2304 ZANKER ROAD SAN JOSE,CA 95131	NONE	PUBLIC	CHARITABLE	100,000
NEW HOPE INTERNATIONALPO BOX 25490 COLORADO SPRINGS,CO 80936	NONE	PUBLIC	CHARITABLE	35,000
NORTHEAST GRAND RAPIDS YOUNG LIFE3347 EAST BELTLINE GRAND RAPIDS,MI 49525	NONE	PUBLIC	CHARITABLE	15,000
NORTHRISE UNIVERSITY INITIATIVEPO BOX 18823 IRVINE,CA 92623	NONE	PUBLIC	CHARITABLE	40,000
NORTHWEST HAITI CHRISTIAN MISSION7271 S MAYFLOWER PARK ZIONSVILLE,IN 46077	NONE	PUBLIC	CHARITABLE	10,000
ONE HEN INCPO BOX 990781 BOSTON,MA 02199	NONE	PUBLIC	CHARITABLE	30,000
ONE MISSION SOCIETYPO BOX A GREENWOOD,IN 46142	NONE	PUBLIC	CHARITABLE	75,000
OPEN DOORS2953 S PULLMAN ST SANTA ANA,CA 927055840	NONE	PUBLIC	CHARITABLE	60,000
PARTNERS RELIEF & DEVELOPMENTPO BOX 2066 REDLANDS,CA 92373	NONE	PUBLIC	CHARITABLE	20,000
PERSPECTIVES GLOBALPO BOX 3586 FAYETTEVILLE,AR 72702	NONE	PUBLIC	CHARITABLE	23,300
PETER DEYNEKA RUSSIAN MINISTRIESPO BOX 496 WHEATON,IL 60187	NONE	PUBLIC	CHARITABLE	50,000
POTTER'S INN4050 LEE LANCE VIEW COLORADO SPRINGS,CO 80918	NONE	PUBLIC	CHARITABLE	20,000
PROJECT MEDSEND999 ORONOQUE LANE STRATFORD,CT 066141379	NONE	PUBLIC	CHARITABLE	25,000
SEND INTERNATIONALPO BOX 513 FARMINGTON,MI 48332	NONE	PUBLIC	CHARITABLE	2,645
SOUTH AMERICAN MISSION1021 MAXWELL MILL ROAD SUITE B FORT MILL,SC 297087852	NONE	PUBLIC	CHARITABLE	2,665
STEIGER INTERNATIONAL LTDPO BOX 480 HUNTINGTON,MA 01050	NONE	PUBLIC	CHARITABLE	135,000
STUDENT STATESMANSHIP INSTITUTEPO BOX 80108 LANSING,MI 48908	NONE	PUBLIC	CHARITABLE	30,000
STUDENT VOLUNTEER MOVEMENT 2100 COUNTY ROAD 263 ARMSTRONG,MO 65230	NONE	PUBLIC	CHARITABLE	29,000
TEAMPO BOX 969 WHEATON,IL 60189	NONE	PUBLIC	CHARITABLE	4,545
THE CHRISTIAN AND MISSIONARY ALLIANCEPO BOX 35000 COLORADO SPRINGS,CO 809201012	NONE	PUBLIC	CHARITABLE	100,000
THE GOD'S STORY PROJECTPO BOX 187 HEMET,CA 92546	NONE	PUBLIC	CHARITABLE	60,000
THIRD MILLENNIUM MINISTRIES PO BOX 300769 FERN PARK,FL 327300769	NONE	PUBLIC	CHARITABLE	100,000
TRANS WORLD RADIOPO BOX 8700 CARY,NC 275128700	NONE	PUBLIC	CHARITABLE	850
WORLD MINISTRIESPO BOX 1757 BOONE,NC 28607	NONE	PUBLIC	CHARITABLE	6,586
WORLD MISSION PRAYER LEAGUE 232 CLIFTON AVE MINNEAPOLIS,MN 55403	NONE	PUBLIC	CHARITABLE	12,200
WORLD RELIEF7 EAST BALTIMORE ST BALTIMORE,MD 21202	NONE	PUBLIC	CHARITABLE	300,000
Total  3a				7,953,046

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

TY 2011 Depreciation Schedule

Name: G II Charities

EIN: 90-0098975

TY 2011 Distribution from Corpus Election

Name: G II Charities

EIN: 90-0098975

Election: PURSUANT TO REG. SEC. 53.4942(A)-3(D)(2) TAXPAYER HEREBY
ELECTS TO APPLY ITS 2011 QUALIFYING DISTRIBUTIONS TO
CORPUS.

**TY 2011 Investments Corporate
Bonds Schedule****Name:** G II Charities**EIN:** 90-0098975

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BELLSOUTH CORP GLB	203,034	221,098
BANK ONE CORP SUBORDINATED GLB	202,293	206,800
HOUSEHOLD FINANCING CO GLB	201,747	203,730
CISCO SYSTEMS INC GLB	205,168	232,746
CANADIAN NATL RAILWAY	225,006	250,656
CITIGROUP SUBORDINATED GLB	201,420	203,020
DEERE & CO GLB	210,004	227,360
INTERNATIONAL BUSINESS	242,781	283,676
TRANSATLANTIC HOLDINGS	204,416	211,244
UNITED PARCEL SERVICE	242,119	282,934
MERRILL LYNCH & CO SER MTN	0	0
MORGAN STANLEY NOTES SER MTN	201,062	192,962
GENERAL ELEC CAP CORP	203,652	220,058
FIRST EAGLE	860,995	871,265
TEMPLETON GLOBAL BOND	3,512,992	3,220,606
MERCK & CO INC	199,274	225,154
METLIFE INC	208,843	216,358

**TY 2011 Investments Government
Obligations Schedule****Name:** G II Charities**EIN:** 90-0098975**US Government Securities - End of
Year Book Value:**

759,657

**US Government Securities - End of
Year Fair Market Value:**

832,590

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2011 Investments - Other Schedule

Name: G II Charities

EIN: 90-0098975

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGUARD BROKERAGE SERVICES		1,024,158	1,184,871
VANGUARD GNMA FUND		489,687	505,564

TY 2011 Land, Etc. Schedule**Name:** G II Charities**EIN:** 90-0098975

TY 2011 Other Expenses Schedule

Name: G II Charities

EIN: 90-0098975

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	189			

TY 2011 Other Professional Fees Schedule**Name:** G II Charities**EIN:** 90-0098975

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MERRILL LYNCH INVESTMENT FEES	180	180		

TY 2011 Taxes Schedule

Name: G II Charities

EIN: 90-0098975

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	21,845			