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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 FEB 1, 2011 , and ending JAN 31, 2012

Name of foundation: LOPRETE FAMILY FOUNDATION

A Employer identification number: 20-3641412

Number and street (or P O box number if mail is not delivered to street address): 40950 WOODWARD AVENUE, SUITE 306 | Room/suite

B Telephone number: 248-594-5770

City or town, state, and ZIP code: BLOOMFIELD HILLS, MI 48304

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 6860548.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	96722.	96722.	96722.	Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	36812.			
	b Gross sales price for all assets on line 6a 290823.				
	7 Capital gain net income (from Part IV, line 2)		36812.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	165360.	165360.	165360.	Statement 2
	12 Total. Add lines 1 through 11	298894.	298894.	262082.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1500.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	6639.	0.	0.	0.
	b Accounting fees				
	c Other professional fees				
	17 Interest	25301.	25301.	0.	0.
	18 Taxes Stmt 4	7794.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1252.	0.	0.	0.
	22 Printing and publications				
	23 Other expenses Stmt 5	5363.	0.	0.	4480.
	24 Total operating and administrative expenses. Add lines 13 through 23	47849.	25301.	0.	4480.
	25 Contributions, gifts, grants paid	300000.			300000.
	26 Total expenses and disbursements. Add lines 24 and 25	347849.	25301.	0.	304480.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-48955.			
	b Net investment income (if negative, enter -0-)		273593.		
	c Adjusted net income (if negative, enter -0-)			262082.	

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123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	19422.	16859.	16859.
	2 Savings and temporary cash investments	26891.	81081.	81081.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock Stmt 6	4129617.	3983566.	4979997.
	c Investments - corporate bonds Stmt 7	88733.	73733.	62449.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans Stmt 8	2059693.	2120162.	1720162.
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	6324356.	6275401.	6860548.
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	1120439.	1120439.	
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	1120439.	1120439.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5203917.	5154962.	
	30 **Total net assets or fund balances**	5203917.	5154962.	
	31 **Total liabilities and net assets/fund balances**	6324356.	6275401.	

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	5203917.
2	Enter amount from Part I, line 27a	2	-48955.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5154962.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5154962.

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				
b	See Attached Statements			
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	290823.		254011.	36812.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				36812.

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	36812.
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) 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 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	358505.	5540978.	.064701
2009	306652.	4571359.	.067081
2008	280106.	5463320.	.051270
2007	391360.	7159183.	.054665
2006	372902.	7840015.	.047564

2	Total of line 1, column (d)	2	.285281
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	.057056
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5712048.
5	Multiply line 4 by line 3	5	325907.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2736.
7	Add lines 5 and 6	7	328643.
8	Enter qualifying distributions from Part XII, line 4	8	304480.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5472.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	5472.
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	5472.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 4572.		
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	4572.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	900.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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 ▶ N/A

14 The books are in care of ▶ JAMES H. LOPRETE Telephone no ▶248-594-5770

Located at ▶40950 WOODWARD AVENUE, SUITE 306, BLOOMFIELD HILL ZIP+4 ▶48304

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 N/A

		Yes	No
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16		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? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
If "Yes," list the years ▶ _____ , _____ , _____ , _____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ _____ , _____ , _____ , _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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)? ☐ 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)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JAMES H. LOPRETE 40950 WOODWARD AVENUE, SUITE 306 BLOOMFIELD HILLS, MI 48304	PRESIDENT/TREASURER 3.00	500.	0.	0.
JAMES S. LOPRETE 40950 WOODWARD AVENUE, SUITE 306 BLOOMFIELD HILLS, MI 48304	VICE PRESIDENT 1.00	500.	0.	0.
ROBERT D. LOPRETE 40950 WOODWARD AVENUE, SUITE 306 BLOOMFIELD HILLS, MI 48304	VICE PRESIDENT 1.00	500.	0.	0.
MARY M. LYNEIS 40950 WOODWARD AVENUE, SUITE 306 BLOOMFIELD HILLS, MI 48304	SECRETARY 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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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. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	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	5171933.
b	Average of monthly cash balances		1b	84891.
c	Fair market value of all other assets		1c	1662649.
d	**Total** (add lines 1a, b, and c)		1d	6919473.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	1120439.
3	Subtract line 2 from line 1d		3	5799034.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	86986.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5712048.
6	**Minimum investment return.** Enter 5% of line 5		6	285602.

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	285602.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 5472.		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	5472.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	280130.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	280130.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	280130.

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	304480.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	304480.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	304480.

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				280130.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007 24556.				
c From 2008 9928.				
d From 2009 80780.				
e From 2010 90596.				
f **Total** of lines 3a through e	205860.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 304480.				
a Applied to 2010, but not more than line 2a			0.	
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				280130.
e Remaining amount distributed out of corpus	24350.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	230210.			
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 instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	230210.			
10 Analysis of line 9				
a Excess from 2007 24556.				
b Excess from 2008 9928.				
c Excess from 2009 80780.				
d Excess from 2010 90596.				
e Excess from 2011 24350.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a 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))

None

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

None

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

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

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

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				
CHILDREN'S TOOTH FAIRY FOUNDATION 645 GRISWOLD SUITE 70 DETROIT, MI 48226	NONE	501(c)(3)	GENERAL CHARITABLE	1000.
AIDS LEGAL COUNCIL OF CHICAGO 180 NORTH MICHIGAN AVENUE, SUITE 221 CHICAGO, IL 60601	NONE	501(c)(3)	AID	10000.
ALZHEIMER'S ASSOCIATION 20300 CIVIC CENTER DRIVE, SUITE 100 SOUTHFIELD, MI 48076	NONE	501(c)(3)	MEDICAL	13000.
ALZHEIMER'S DISEASE RESEARCH FOUNDATION 322 EIGHTH AVENUE 7TH FLOOR NEW YORK, NY 10001	NONE	501(c)(3)	MEDICAL	500.
CITY OF BLOOMFIELD HILLS 45 E. LONG LAKE ROAD BLOOMFIELD HILLS, MI 48304	NONE	501(c)(3)	GENERAL CHARITABLE	1000.
Total See continuation sheet(s)			▶ 3a	300000.
b Approved for future payment				
DAC FOUNDATION 241 MADISON AVENUE DETROIT, MI 48226	NONE	501(c)(3)	GENERAL CHARITABLE	17500.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE, NE WASHINGTON, DC 20077	NONE	501(c)(3)	EDUCATION	15000.
ORCHARD LAKE COMMUNITY CHURCH 5171 COMMERCE ROAD ORCHARD LAKE, MI 48324	NONE	501(c)(3)	RELIGIOUS	7000.
Total See continuation sheet(s)			▶ 3b	79500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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		
4 Dividends and interest from securities			14	96722.	
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			14	165360.	
8 Gain or (loss) from sales of assets other than inventory			14	706.	36106.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		262788.	36106.
13 Total. Add line 12, columns (b), (d), and (e)				13	298894.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	INCOME REFLECTS GAIN FROM SALE OF ASSETS USED TO MAKE DISTRIBUTIONS REQUIRED TO QUALIFIED EXEMPT ORGANIZATIONS

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ James H. Lopret 5/31/12 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARY M. LYNEIS	Mary M. Lyneis	5/30/12		P01207065

Firm's name ▶ LOPRETE & LYNEIS, P.C. Firm's EIN ▶ 26-1341742

Firm's address ▶ 40950 WOODWARD AVENUE, SUITE 306 BLOOMFIELD HILLS, MI 48304 Phone no 248-594-5770

123622
12-02-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AMERICAN HEART ASSOCIATION 3816 PAYSPHERE CIRCLE CHICAGO, IL 60674	NONE	501(c)(3)	MEDICAL	3000.
ART INSTITUTE OF CHICAGO 111 SOUTH MICHIGAN AVENUE CHICAGO, IL 60603	NONE	501(c)(3)	GENERAL CHARITABLE	1000.
BEAUMONT FOUNDATION 3711 W. 13 MILE ROAD ROYAL OAK, MI 8073	NONE	501(c)(3)	MEDICAL	3000.
FRIENDS OF CONSERVATION 700 COMMERCE DRIVE SUITE 500 OAK BROOK, IL 60523	NONE	501(c)(3)	GENERAL CHARITABLE	2000.
BIRMINGHAM BLOOMFIELD FAMILIES IN ACTION 7275 WING LAKE ROAD BLOOMFIELD HILLS, MI 48301	NONE	501(c)(3)	AID	250.
BOYS AND GIRLS CLUB OF TROY 3670 JOHN R ROAD TROY, MI 48083	NONE	501(c)(3)	GENERAL CHARITABLE	250.
BOYS HOPE/GIRLS HOPE OF DETROIT P. O. BOX 21085 DETROIT, MI 48221	NONE	501(c)(3)	YOUTH ASSISTANCE	2000.
INSTITUTE FOR HUMANE STUDIES 3301 N. FAIRFAX DR., SUITE 440 ARLINGTON, VA 22201	NONE	501(c)(3)	MEDICAL	1200.
CAMP WESTMINISTER 17567 HUBBELL AVENUE DETROIT 48235	NONE	501(c)(3)	YOUTH ASSISTANCE	3000.
CHANGING WORLDS 329 W. 18TH STREET, SUITE 613 CHICAGO, IL 60616	NONE	501(c)(3)	AID	500.
Total from continuation sheets				274500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHERRY HILL PRESBYTERIAN CHURCH 24110 CHERRY HILL ROAD DEARBORN, MI 48124	NONE	501(c)(3)	RELIGIOUS	10000.
CHICAGO a capella 2936 NORTH SOUTHPORT AVENUE CHICAGO, IL 60657	NONE	501(c)(3)	GENERAL CHARITABLE	1000.
CHICAGO ACADEMY OF SCIENCES 2060 NORTH CLARK STREET CHICAGO, IL 60614	NONE	501(c)(3)	EDUCATION	1000.
CHICAGO HORTICULTURAL SOCIEITY 1000 LAKE COOK ROAD GLENCOE, IL 60022	NONE	501(c)(3)	CONSERVATION	1500.
CHIKAMING OPEN LANDS 14913 LAKESIDE ROAD LAKESIDE, MI 49116	NONE	501(c)(3)	CONSERVATION	2250.
CISV 2095 BABCOCK TROY, MI 48084	NONE	501(c)(3)	YOUTH ASSISTANCE	2000.
CLAREMONT MCKENNA COLLEGE 500 E. 9TH STREET CLAREMONT, CA 91711	NONE	501(c)(3)	EDUCATION	2000.
COMMON THREADS 500 N. DEARBORN SUITE 530 CHICAGO, IL 60654	NONE	501(c)(3)	GENERAL CHARITABLE	1250.
CONSERVE AMERICA 3200 CARLISLE NE SUITE 228 ALBUQUERQUE, NM 87110	NONE	501(c)(3)	ENVIRONMENTAL	1000.
DAC FOUNDATION 241 MADISON AVENUE DETROIT, MI 48226	NONE	501(c)(3)	GENERAL CHARITABLE	875.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DADS AND MOMS OF MICHIGAN 509 ELIZABETH LAKE ROAD WATERFORD, MI 48328	NONE	501(c)(3)	GENERAL CHARITABLE	20000.
NEW BUFFALO COMMUNITY PARTNERSHIP NEW BUFFALO, MI 49117	NONE	501(c)(3)	GENERAL CHARITABLE	2250.
DEPAUW UNIVERSITY EXECUTIVE DIRECTOR OF DEVELOPMENT GREENCASTLE, IN 46135	NONE	501(c)(3)	EDUCATION	6000.
ORDER OF MALTA DENTAL CLINIC 1915 LENNON GROSSE POINTE WOODS, MI 48236	NONE	501(c)(3)	MEDICAL	1500.
DETROIT INSTITUTE OF ARTS 5200 WOODWARD AVENUE DETROIT, MI 48202	NONE	501(c)(3)	ART	4000.
DSO ORCHESTRA HALL 3711 WOODWARD AVENUE DETROIT, MI 8202	NONE	501(c)(3)	ART	1750.
EQUEST CENTER FOR THEREAPUTIC RIDING 3777 RECTOR NE ROCKFORD, MI 49341	NONE	501(c)(3)	AID	500.
FIRST PRESBYTERIAN CHURCH OF BIRMINGHAM 1669 W. MAPLE ROAD BIRMINGHAM, MI 48009	NONE	501(c)(3)	RELIGIOUS	3000.
FIRST UNITED METHODIST CHURCH OF BIRMINGHAM 1589 W. MAPLE BIRMINGHAM, MI 48009	NONE	501(c)(3)	RELIGIOUS	3000.
FORGOTTEN HARVEST P.O. BOX 398 TROY, MI 48099	NONE	501(c)(3)	AID	250.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FOUNDATION ENDOWMENT 611 CAMERON STREET ALEXANDRIA, VA 22314	NONE	501(c)(3)	EDUCATION	5000.
FRIENDS OF THE CLINTON RIVER TRAIL P.O. BOX 80431 ROCHESTER, MI 48308	NONE	501(c)(3)	ENVIRONMENTAL	500.
FRIENDS OF THE DETROIT PUBLIC LIBRARY 5201 WOODWARD AVENUE DETROIT, MI 8202	NONE	501(c)(3)	EDUCATION	750.
GARFIELD PARK CONSERVATORY ALLIANCE 300 N. CENTRAL PARK AVENUE CHICAGO, IL 60624	NONE	501(c)(3)	CONSERVATION	4000.
GEORGE STINES FOUNDATION 4148 E. GRAND RIVER HOWELL, MI 48843	NONE	501(c)(3)	AID	250.
HENRY FORD HEALTH SYSTEMS ONE FORD PLACE, SUITE 5A DETROIT, MI 48202	NONE	501(c)(3)	MEDICAL	9000.
HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE, NE WASHINGTON, DC 20077	NONE	501(c)(3)	EDUCATION	15000.
HILLSDALE COLLEGE HILLSDALE, MI 49242	NONE	501(c)(3)	EDUCATION	12500.
HUNDRED CLUB OF DETROIT 1717 S. DORT HIGHWAY FLINT, MI 48503	NONE	501(c)(3)	AID	600.
INDIANA UNIVERSITY SCHOOL OF DENTISTRY 1121 W. MICHIGAN STREET INDIANAPOLIS, IN 46202	NONE	501(c)(3)	MEDICAL	6000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JUDICIAL WATCH P. O. BOX 97249 WASHINGTON, DC 20077	NONE	501(c)(3)	AID	1500.
JUDSON CENTER 4410 W. THIRTEEN MILE ROYAL OAK, MI 48073	NONE	501(c)(3)	AID	250.
LAW ENFORCEMENT LEGAL DEFENSE FUND 400 WEST SERVICE ROAD, P. O BOX 16129 WASHINGTON, DC 20041	NONE	501(c)(3)	LEGAL DEFENSE OF RIGHTS	1500.
LEADER DOGS FOR THE BLIND 1039 S. ROCHESTER ROAD ROCHESTER HILLS, MI 48307	NONE	501(c)(3)	AID	3000.
LEADERSHIP INSTITUTE 1101 NORTH HIGHLAND STREET ARLINGTON, VA 22201	NONE	501(c)(3)	EDUCATION	750.
LINCOLN INSTITUTE FOR RESEARCH AND EDUCATION P. O. BOX 96852 WASHINGTON, DC 20090	NONE	501(c)(3)	EDUCATION	1500.
LINCOLN PARK ZOO 2200 N. CANNON DRIVE CHICAGO, IL 60614	NONE	501(c)(3)	ANIMAL PRESERVATION	1500.
LYRIC OPERA OF CHICAGO 20 N. WACKER DRIVE, SUITE 860 CHICAGO, IL 60606	NONE	501(c)(3)	ART	10000.
LYRIC THEATER 59 SW FLAGLER AVENUE STUART, FL 34994	NONE	501(c)(3)	ART	2500.
MARINES - TOYS FOR TOTS FOUNDATION P. O. BOX 227 QUANTICO, VA 22134	NONE	501(c)(3)	AID	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MARTIN MEMORIAL HOSPITAL FOUNDATION P. O. BOX 9010 STUART, FL 334995	NONE	501(c)(3)	MEDICAL	7500.
MARWEN 833 N. ORLEANS CHICAGO, IL 60610	NONE	501(c)(3)		1000.
MERCATUS CENTER - GEORGE MASON UNIVERSITY 3301 N. FAIRFAX DR., SUITE 450 ARLINGTON, VA 22201	NONE	501(c)(3)	EDUCATION	2500.
MICHIGAN CHAPLAIN MINISTRIES 2392 RICHWOOD AUBURN HILLS, MI 48326	NONE	501(c)(3)	RELIGIOUS	2000.
MICHIGAN DENTAL ASSN. FOUNDATION 3657 OKEMOS RD, SUITE 200 OKEMOS, MI 48865	NONE	501(c)(3)	AID	1000.
MICHIGAN NATURE ASSN. 326 E. GRAND BLVD. WILLIAMSTON, MI 48895	NONE	501(c)(3)	ENVIRONMENTAL	3000.
MOOKIE JAM FOUNDATION P. O. BOX 25244 CHICAGO, IL 60625	NONE	501(c)(3)	AID	500.
MOT 1526 BROADWAY DETROIT, MI 48226	NONE	501(c)(3)	ART	10000.
MOUNTAIN STATES LEGAL FOUNDATION P, O. BOX 8748 PUEBLO, CO 81008	NONE	501(c)(3)	LEGAL DEFENSE OF RIGHTS	1500.
NATIONAL LEGAL AND POLICY CENTER P. O. BOX 6821 FALLS CHURCH, VA 22040	NONE	501(c)(3)	LEGAL DEFENSE OF RIGHTS	750.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATIONAL RIFLE ASSOCIATION 11250 WAPLES MILL ROAD FAIRFAX, VA 22030	NONE	501(c)(3)	LEGAL DEFENSE OF RIGHTS	3000.
NATIONAL RIGHT TO WORK LEGAL DEFENSE FOUNDATION 8001 BRADDOCK ROAD SPRINGFIELD, VA 22160	NONE	501(c)(3)	LEGAL DEFENSE OF RIGHTS	1500.
NORTHMINISTER PRESBYTERIAN CHURCH 3633 W. BIG BEAVER RD. TROY, MI 48084	NONE	501(c)(3)	RELIGIOUS	6000.
OPERATION WALK CHICAGO 780 N. LAKE SHORE DRIVE, SUITE 900 CHICAGO, IL 60611	NONE	501(c)(3)	AID	1500.
ORCHARD LAKE COMMUNITY CHURCH 5171 COMMERCE ROAD ORCHARD LAKE, MI 48324	NONE	501(c)(3)	RELIGIOUS	15400.
OXBOW SCHOOL OF ART 37 S. WABASH, SUITE 816 CHICAGO, IL 60603	NONE	501(c)(3)	EDUCATION	1000.
PACIFIC LEGAL FOUNDATION 3900 LENNANE DRIVE, SUITE 200 SACRAMENTO, CA 95834	NONE	501(c)(3)	LEGAL DEFENSE OF RIGHTS	1500.
PRITZKER MILITARY LIBRARY 104 SOUTH MICHIGAN AVENUE CHICAGO, IL 60603	NONE	501(c)(3)	GENERAL CHARITABLE	2500.
PAWS CHICAGO 1110 W. 35TH STREET CHICAGO, IL 60609	NONE	501(c)(3)	AID	3000.
RADIO HARBOR COUNTRY 505 LOCUST THREE OAKS, MI 49128	NONE	501(c)(3)	GENERAL CHARITABLE	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SALVATION ARMY 16130 NORTHLAND DRIVE SOUTHFIELD, MI 48075	NONE	501(c)(3)	AID	750.
SEVEN PONDS NATURE CENTER 3854 CRAWFORD ROAD DRYDEN, MI 48428	NONE	501(c)(3)	ENVIRONMENTAL	1000.
SIT, STAY, READ 3425 NORTH MILWAUKEE AVENUE CHICAGO, IL 60641	NONE	501(c)(3)	EDUCATION	500.
SIX RIVERS REGIONAL LAND CONSERVANCY P. O. BOX 80902 ROCHESTER, MI 48308	NONE	501(c)(3)	ENVIRONMENTAL	6000.
ST. STEPHENS INDIAN MISSION P. O. BOX 278 ST STEPHENS, WY 82524	NONE	501(c)(3)	AID	500.
STEPPENWOLF THEATRE 758 WET NORTH AVENUE CHICAGO, IL 60610	NONE	501(c)(3)	EDUCATION	5000.
RIVER NORTH DANCE 1016 N. DEARBORN CHICAGO, IL 60610	NONE	501(c)(3)	GENERAL CHARITABLE	2500.
ST. JOSEPH MERCY HOSPITAL OAKLAND 44405 WOODWARD AVENUE PONTIAC, MI 48341	NONE	501(c)(3)	MEDICAL	5000.
TREASURE COAST HOSPICE 10360 S. FEDERAL HIGHWAY PORT ST LUCIE, FL 34952	NONE	501(c)(3)	AID	1500.
TRI-COUNTY DENTAL HEALTH COUNCIL 29350 SOUTHFIELD RD., SUITE 35 SOUTHFIELD, MI 48076	NONE	501(c)(3)	MEDICAL	2000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TRUST FOR PUBLIC LAND 120 S. LASALLE ST., SUITE 2000 CHICAGO, IL 60603	NONE	501(c)(3)	ENVIRONMENTAL	3000.
U OF M CLUB OF DETROIT SCHOLARSHIP FUND 3827 QUAIL RUN ANN ARBOR, MI 48105	NONE	501(c)(3)	EDUCATION	2000.
SHEDD AQUARIUM 1200 SOUTH LAKE SHORE DRIVE CHICAGO, IL 60605	NONE	501(c)(3)	GENERAL CHARITABLE	2500.
UNIVESITY OF MICHIGAN LAW SCHOOL ANN ARBOR, MI 48105	NONE	501(c)(3)	EDUCATION	2000.
WAYNE STATE INSTITUTE OF GERONTOLOGY 87 EAST FERRY, 226 KNAPP BUILDING DETROIT, MI 48302	NONE	501(c)(3)	EDUCATION	5000.
WBEZ ALLIANCE 848 EAST GRAND RIVER CHICAGO, IL 60611	NONE	501(c)(3)	AID	3000.
YOUNG AMERICA'S FOUNDATION 110 ELDEN STREET HERNDON, VA 20170	NONE	501(c)(3)	EDUCATION	1500.
YOUTH ENTITY 0315 STAGECOACH DRIVE CARBONDALE, CO 81623	NONE	501(c)(3)	EDUCATION	500.
GARY BURNSTEIN DENTAL CLINIC 90 W. UNIVERSITY PONTIAC, MI 48342	NONE	501(c)(3)	MEDICAL	250.
THE SCHOOL OF THE ART INSTITUTE OF CHICAGO 375 S. WABASH AVENUE SUITE 316 CHICAGO, IL 60603	NONE	501(c)(3)	EDUCATION	4000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE VILLAGE OF OAKLAND WOODS 420 SOUTH OPDYKE PONTIAC, MI 48341	NONE	501(c)(3)	GENERAL CHARITABLE	2175.
WESTMINISTER CHURCH OF DETROIT 17567 HUBBELL AVENUE DETROIT, MI 48235	NONE	501(c)(3)	RELIGIOUS	250.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
SIENNA HEIGHTS UNIVERSITY 1247 E. SIENNA HEIGHTS DRIVE ADRIAN, MI 49221	NONE	501(c)(3)	EDUCATION	40000.
Total from continuation sheets				40000.

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	852.515 SHS VANGUARD INTER-TERM BOND	P	05/13/08	10/20/11
b	851.064 SHS VANGUARD INTER-TERM BOND	P	05/13/08	10/27/11
c	838.926 SHS VANGUARD INTER-TERM BOND	P	05/13/08	11/03/11
d	838.926 SHS VANGUARD INTER-TERM BOND	P	05/13/08	11/10/11
e	842.46 SHS VANGUARD INTER-TERM BOND	P	05/13/08	11/17/11
f	281.917 SHS VANGUARD INTERNATIONAL EQUITY	P	11/10/09	10/20/11
g	270.062 SHS VANGUARD INTERNATIONAL EQUITY	P	11/10/09	10/27/11
h	265.152 SHS VANGUARD INTERNATIONAL EQUITY	P	11/10/09	11/03/11
i	272.056 SHS VANGUARD INTERNATIONAL EQUITY	P	11/10/09	11/10/11
j	273.331 SHS VANGUARD INTERNATIONAL EQUITY	P	11/10/09	11/17/11
k	344.488 SHS VANGUARD SMALL CAP GROWTH	P	05/01/00	10/20/11
l	327.869 SHS VANGUARD SMALL CAP GROWTH	P	05/01/00	10/27/11
m	324.074 SHS VANGUARD SMALL CAP GROWTH	P	05/01/00	11/03/11
n	329.412 SHS VANGUARD SMALL CAP GROWTH	P	05/01/00	11/10/11
o	324.826 SHS VANGUAD SMALL CAP GROWTH	P	05/01/00	11/17/11

	(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	10000.		8996.	1004.
b	10000.		8980.	1020.
c	10000.		8856.	1144.
d	10000.		8856.	1144.
e	10000.		8893.	1107.
f	7000.		8309.	-1309.
g	7000.		7960.	-960.
h	7000.		7815.	-815.
i	7000.		8018.	-1018.
j	7000.		8056.	-1056.
k	7000.		4632.	2368.
l	7000.		4409.	2591.
m	7000.		4358.	2642.
n	7000.		4429.	2571.
o	7000.		4368.	2632.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				1004.
b				1020.
c				1144.
d				1144.
e				1107.
f				-1309.
g				-960.
h				-815.
i				-1018.
j				-1056.
k				2368.
l				2591.
m				2642.
n				2571.
o				2632.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

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	488.832 SHS VANGUARD SMALL CAP GROWTH	P	05/01/00	10/20/11
b	466.978 SHS VANGUARD SMALL CAP VALUE	P	05/01/00	10/27/11
c	465.735 SHS VANGUARD SMALL CAP VALUE	P	05/01/00	11/03/11
d	472.335 SHS VANGUARD SMALL CAP VALUE	P	05/01/00	11/10/11
e	466.978 SHS VANGUARD SMALL CAP VALUE	P	05/01/00	11/17/11
f	510.949 SHS VANGUARD TOTAL INTERNATIONAL	P	05/01/00	10/20/11
g	492.958 SHS VANGUARD TOTAL INTERNATIONAL	P	05/01/00	10/27/11
h	500.357 SHS VANGUARD TOTAL INTERNATIONAL	P	05/01/00	11/03/11
i	510.949 SHS VANGUARD TOTAL INTERNATIONAL	P	05/01/00	11/10/11
j	513.196 SHS VANGUARD TOTAL INTERNATIONAL	P	05/01/00	11/17/11
k	1024.59 SHS VANGUARD VALUE INDEX	P	05/01/00	10/20/11
l	994.036 SHS VANGUARD VALUE INDEX	P	05/01/00	10/27/11
m	1001.001 SHS VANGUARD VALUE INDEX	P	05/01/00	11/03/11
n	1008.573 SHS VANGUARD VALUE INDEX	P	05/01/00	11/10/11
o	1005.025 SHS VANGUARD VALUE INDEX	P	05/01/00	11/17/11

	(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	7000.		5965.	1035.
b	7000.		5698.	1302.
c	7000.		5683.	1317.
d	7000.		5764.	1236.
e	7000.		5698.	1302.
f	7000.		5844.	1156.
g	7000.		5639.	1361.
h	7000.		5723.	1277.
i	7000.		5844.	1156.
j	7000.		5870.	1130.
k	20000.		18188.	1812.
l	20000.		17646.	2354.
m	20000.		17769.	2231.
n	20000.		17904.	2096.
o	20000.		17841.	2159.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				1035.
b				1302.
c				1317.
d				1236.
e				1302.
f				1156.
g				1361.
h				1277.
i				1156.
j				1130.
k				1812.
l				2354.
m				2231.
n				2096.
o				2159.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

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	GENERAL MOTORS - CASH IN LIEU	P	Various	Various
b	Capital Gains Dividends			
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	117.			117.
b	706.			706.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				117.
b				706.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	36812.
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) If (loss), enter "-0-" in Part I, line 8	3	0.

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
FORD MOTOR CO DEB	4450.	0.	4450.
VANGAURD INDEX FUND	8274.	0.	8274.
VANGUARD INTER TERM BOND	706.	706.	0.
VANGUARD INTER-TERM BOND	2967.	0.	2967.
VANGUARD INTERNATIONAL EQUITY INDEX	10483.	0.	10483.
VANGUARD PRIME MM	1.	0.	1.
VANGUARD PRIME MM	18.	0.	18.
VANGUARD SMALL CAP GROWTH INDEX	3005.	0.	3005.
VANGUARD SMALL CAP VALUE INDEX	12846.	0.	12846.
VANGUARD TOTAL INTERNATIONAL STOCK	24929.	0.	24929.
VANGUARD VALUE INDEX FUND - INVESTOR	29749.	0.	29749.
Total to Fm 990-PF, Part I, ln 4	97428.	706.	96722.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
ORCHARD LAKE PRESBYTERIAN CHURCH LOAN	39891.	39891.	39891.
SAVAGE LOAN	65000.	65000.	65000.
SAVAGE LOAN-ACCRUED INTEREST	60469.	60469.	60469.
Total to Form 990-PF, Part I, line 11	165360.	165360.	165360.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LOPRETE & LYNEIS	6639.	0.	0.	0.
To Fm 990-PF, Pg 1, ln 16a	6639.	0.	0.	0.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ESTIMATED TAX PAYMENTS	4572.	0.	0.	0.
EXCISE TAX	3222.	0.	0.	0.
To Form 990-PF, Pg 1, ln 18	7794.	0.	0.	0.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ASSOCIATION OF SMALL FOUNDATIONS	695.	0.	0.	0.
CHARITABLE EVENTS	4480.	0.	0.	4480.
BANK SERVICE FEES/CHECK PRINTING	148.	0.	0.	0.
STATE OF MI	20.	0.	0.	0.
ASSUMED NAME RENEWALS	20.	0.	0.	0.
To Form 990-PF, Pg 1, ln 23	5363.	0.	0.	4480.

Form 990-PF Corporate Stock Statement 6

Description	Book Value	Fair Market Value
VANGUARD FUNDS - STOCKS	3968566.	4973286.
GENERAL MOTORS WARRANTS	10000.	3300.
GENERAL MOTORS	5000.	3411.
Total to Form 990-PF, Part II, line 10b	3983566.	4979997.

Form 990-PF Corporate Bonds Statement 7

Description	Book Value	Fair Market Value
FORD MOTOR COMPANY	46895.	62449.
GENERAL MOTORS	26838.	0.
Total to Form 990-PF, Part II, line 10c	73733.	62449.

Form 990-PF Mortgage Loans Statement 8

Description	Book Value	Fair Market Value
PRESBYTERIAN CHURCH	800000.	400000.
SAVAGE L.P.	1320162.	1320162.
Total to Form 990-PF, Part II, line 12	2120162.	1720162.