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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

2011

Department of the Treasury  
Internal Revenue Service

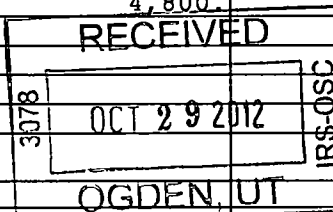
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011, or tax year beginning Jul 1, 2011, and ending Jun 30, 2012

Name of foundation <b>THE WHITING FOUNDATION</b>		<b>A</b> Employer identification number <b>38-6056693</b>
Number and street (or P O box number if mail is not delivered to street address) <b>718 HARRISON STREET</b>		<b>B</b> Telephone number (see the instructions) <b>(810) 579-3600</b>
City or town <b>FLINT</b>	State ZIP code <b>MI 48502</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <b>8,886,382.</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	37,538.	37,538.		
	4 Dividends and interest from securities	314,959.	314,959.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		729.		
	8 Net short-term capital gain			146.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule) Quest Litigation	59.	59.			
12 Total. Add lines 1 through 11	352,556.	353,285.	146.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	42,900.	17,160.		25,740.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	24,000.	4,800.		19,200.
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	14,923.			
	19 Depreciation (attach sch) and depletion L-19 Stmt	904.			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	10,586.			
	24 Total operating and administrative expenses. Add lines 13 through 23	93,313.	21,960.		44,940.
	25 Contributions, gifts, grants paid	402,000.			402,000.
26 Total expenses and disbursements. Add lines 24 and 25	495,313.	21,960.		446,940.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-142,757.				
b Net investment income (if negative, enter -0-)		331,325.			
c Adjusted net income (if negative, enter -0-)			146.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		67,854.	28,439.	28,439.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) L-10b Stmt		6,171,964.	6,083,622.	8,781,812.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt		150,000.	110,860.	55,120.
	LIABILITIES	11	Investments – land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule) L-11 Stmt		9,729.	0.	0.
12		Investments – mortgage loans				
13		Investments – other (attach schedule) L-13 Stmt			24,869.	21,011.
14		Land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)				
15		Other assets (describe )				
16		<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)		6,389,818.	6,247,790.	8,886,382.
17		Accounts payable and accrued expenses				
18		Grants payable				
FUNDS	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
ASSET BALANCES	23	<b>Total liabilities</b> (add lines 17 through 22)				
		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds		6,389,818.	6,247,790.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see instructions)		6,389,818.	6,247,790.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		6,389,818.	6,247,790.		

## 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	6,389,818.
2	Enter amount from Part I, line 27a	2	-142,757.
3	Other increases not included in line 2 (itemize) <u>Capital Gains</u>	3	729.
4	Add lines 1, 2, and 3	4	6,247,790.
5	Decreases not included in line 2 (itemize) <u>Rounding</u>	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,247,790.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a HSBC Finance Corp 6% Sr Notes-50000 shares	P	11/26/03	07/15/11
b PP&L Energy Supply LLC Sr Notes 7%-2000 shares	P	07/18/06	07/15/11
c Public Storage 7.25% pfd - 3000 shares	P	08/04/06	08/22/11
d Keycorp Capital V 5.875% pfd - 2000 shares	P	07/04/03	09/01/11
e See Columns (a) thru (d)			

(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 50,000.		50,000.	0.
b 50,000.		50,000.	0.
c 75,000.		75,000.	0.
d 50,000.		50,000.	0.
e See Columns (e) thru (h)		304,431.	729.

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			0.
b			0.
c			0.
d			0.
e See Columns (i) thru (l)	0.	0.	729.

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

729.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-  
in Part I, line 8

3

146.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	406,638.	8,613,669.	0.047208
2009	454,868.	8,018,210.	0.056729
2008	475,393.	8,015,068.	0.059312
2007	836,451.	15,592,380.	0.053645
2006	1,019,315.	21,389,395.	0.047655

2 Total of line 1, column (d)

2

0.264549

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

0.052910

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4

8,602,071.

5 Multiply line 4 by line 3

5

455,136.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

3,313.

7 Add lines 5 and 6

7

458,449.

8 Enter qualifying distributions from Part XII, line 4

8

446,940.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,627.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,627.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	6,627.
6 Credits/Payments			
a 2011 estimated tax prmts and 2010 overpayment credited to 2011	6a	6,000.	
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	6,000.	
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	14.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	641.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 0. Refunded	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MI - Michigan</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Donald E. Johnson Jr.</u> Telephone no <u>(810) 579-3600</u> Located at <u>718 Harrison Street</u> <u>Flint</u> <u>MI</u> ZIP + 4 <u>48502</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> – Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>				

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

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

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

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

If 'Yes' to 6b, file Form 8870

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Donald E. Johnson Jr. 718 Harrison St Flint MI 48502	President	0.00	0.	0.
John T. Lindholm G9460 S Saginaw St, Ste A Grand Blanc MI 48439	Sec.-Treas.	0.00	0.	0.
Mary Alice J. Heaton 2730 Charnwood Drive Troy MI 48098	Trustee	0.00	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

None

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		xxx
Total number of others receiving over \$50,000 for professional services		None

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see instructions)

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

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	8,639,562.
<b>b</b> Average of monthly cash balances	<b>1b</b>	93,505.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	8,733,067.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	8,733,067.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	130,996.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	8,602,071.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	430,104.

**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.)

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	430,104.
<b>2a</b> Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	6,627.	
<b>b</b> Income tax for 2011 (This does not include the tax from Part VI.)	<b>2b</b>		
<b>c</b> Add lines 2a and 2b		<b>2c</b>	6,627.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1		<b>3</b>	423,477.
<b>4</b> Recoveries of amounts treated as qualifying distributions		<b>4</b>	
<b>5</b> Add lines 3 and 4		<b>5</b>	423,477.
<b>6</b> Deduction from distributable amount (see instructions)		<b>6</b>	
<b>7 Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		<b>7</b>	423,477.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	446,940.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	446,940.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	446,940.

**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.

BAA

Form 990-PF (2011)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				423,477.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years 20__, 20__, 20__				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	0.			
<b>b</b> From 2007	0.			
<b>c</b> From 2008	0.			
<b>d</b> From 2009	0.			
<b>e</b> From 2010	168,112.			
<b>f</b> Total of lines 3a through e	168,112.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 446,940.				
<b>a</b> Applied to 2010, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2011 distributable amount				255,364.
<b>e</b> Remaining amount distributed out of corpus	191,576.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	168,112.			168,112.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	191,576.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				1.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	191,576.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	0.			
<b>b</b> Excess from 2008	0.			
<b>c</b> Excess from 2009	0.			
<b>d</b> Excess from 2010	0.			
<b>e</b> Excess from 2011	191,576.			

BAA

Form 990-PF (2011)

## N/A

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

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

**Part VII 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
<b>a Paid during the year</b>				
United Way of Genesee County P.O. Box 949 Flint MI 48501	n/a	See Note 1	See Note 2	20,000.
Little Traverse Conservancy 3264 Powell Road Harbor Springs MI 49740-9468	n/a	See Note 1	See Note 2	1,000.
Memorial Sloan-Kettering Cancer Center PO Box 27377 New York NY 10087	n/a	See Note 1	See Note 2	5,000.
Greater Flint Arts Council 816 S. Saginaw St. Flint MI 48502	n/a	See Note 1	See Note 2	5,000.
Cancer Research Institute One Exchange Plaza, 55 Broadway, Suite 1802 New York NY 10006	n/a	See Note 1	See Note 2 Nat'l Hdqtrs Research Programs	10,000.
Flint Cultural Center Corporation 1178 Robert T. Longway Flint MI 48503	n/a	See Note 1	See Note 2 Music in the Parks	7,500.
Cumberland College 816 Walnut St. Williamsburg KY 40769-9988	n/a	See Note 1	See Note 2	1,000.
Humane Society of Genesee County 3325 S Dort Hwy; PO Box 190138 Flint MI 48519-0138	n/a	See Note 1	See Note 2	5,000.
Resource Genesee 1401 S. Grand Traverse Flint MI 48503	n/a	See Note 1	See Note 2	5,000.
See Line 3a statement				342,500.
<b>Total</b>			<b>3a</b>	<b>402,000.</b>
<b>b Approved for future payment</b>				
<b>Total</b>			<b>3b</b>	

4	assistance of charitable programs - Flint, Michigan area
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Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
2011 PF Tax Paid	3,309.			
2011 Estimated Taxes	6,000.			
Payroll Taxes	3,382.			
Non-reclaimable tax	2,232.			
Total	<u>14,923.</u>			

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

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Miscellaneous	334.			
Insurance	861.			
Office expenses	9,005.			
Checking Account Fees	386.			
Total	<u>10,586.</u>			

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

**Columns (a) thru (d)**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
Detroit Edison Co 7.8% pfd - 3000 shares	P	01/14/02	12/29/11
PNC Capital TR D 6.125% pfd - 3000 shares	P	12/18/03	04/25/12
Wachovia Cap TR IV 6.375% pfd - 2000 shares	P	02/15/07	04/13/12
Franklin Fed Inter Tx Free Income Fund - 1159.052 shares	P	03/16/10	02/16/12
General Electric Cap Corp Step-up Note-50000 shares	P	01/26/04	02/13/12
Bank One Cap VI 7.2% pfd - 1626 shares	P	04/23/02	04/30/12
Citizens Republic Bancorp Inc - fractional share	P	01/04/82	07/19/11
GM-common	P	07/25/11	09/21/11
GM-common	P	07/25/11	09/21/11
GM Warrants B (WT07 19)	P	07/25/11	09/21/11
GM Warrants B (WT07 19)	P	07/25/11	09/21/11
GM Warrants A (WT07 16)	P	07/25/11	09/21/11
GM Warrants A (WT07 16)	P	07/25/11	09/21/11
GM-common	P	10/28/11	11/17/11
GM-common	P	10/28/11	11/17/11
GM Warrants B (WT07 19)	P	10/28/11	11/17/11
GM Warrants B (WT07 19)	P	10/28/11	11/17/11
GM Warrants A (WT07 16)	P	10/28/11	11/17/11
GM Warrants A (WT07 16)	P	10/28/11	11/17/11
Comp de Bebidas	P	unknown	06/21/12

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

**Columns (e) thru (h)**

(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)
75,000.		75,000.	0.
75,000.		75,000.	0.
50,000.		50,000.	0.
14,361.		13,705.	656.
50,000.		50,000.	0.
40,650.		40,717.	-67.
3.		9.	-6.
7.		0.	7.
5.		0.	5.
11.		0.	11.
10.		0.	10.
8.		0.	8.
7.		0.	7.
20.		0.	20.
22.		0.	22.
8.		0.	8.
9.		0.	9.
5.		0.	5.
6.		0.	6.
28.		0.	28.
Total		304,431.	729.

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

**Columns (i) thru (l)**

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			0.
			0.
			0.
			656.
			0.
			-67.
			-6.
			7.
			5.
			11.
			10.
			8.
			7.
			20.
			22.
			8.
			9.
			5.
			6.



Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

**Columns (i) thru (l)**

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
0.	0.	0.	28.
Total	0.	0.	729.

Form 990-PF, Page 6, Part VIII, Line 1

**Information about Officers, Directors, Trustees, Etc.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Linda J. LeMieux</u> <u>3320 Parkside Drive</u> <u>Flint MI 48503</u>	Trustee	0.00	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Marsha A. Kump</u> <u>718 Harrison Street</u> <u>Flint MI 48502</u>	Exec. Director	0.00	0.	0.

Total

0. 0. 0.

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

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

Name D. E. Johnson Jr.  
 Address 718 Harrison Street  
 City, St, Zip, Phone Flint MI 48502 (810) 767-3600

The form in which applications should be submitted and information and materials they should include:  
in concise form description of activities, and explanation of needs,

Any submission deadlines:

April 30 of each year.

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

Genesee County area, including the City of Flint, with an emphasis on (i) basic human

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

Continued

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

Name \_\_\_\_\_  
 Address \_\_\_\_\_  
 City, St, Zip, Phone \_\_\_\_\_

The form in which applications should be submitted and information and materials they should include:  
a current and ensuing budget and detail of admin. expenses and salaries

Any submission deadlines: \_\_\_\_\_

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

needs for underprivileged and (ii) cultural activities

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

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
Flint Institute of Music 1025 E. Kearsley Street Flint MI 48503	n/a	See Note 1	See Note 2 FYT/A Christmas Carol	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
Genesee Co. Medical Society 2437 Welch Blvd. Flint MI 48504	n/a	See Note 1	See Note 2 Healing Hands	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
United Negro College Fund, Inc. 3031 W. Grand Blvd., Suite 531 Detroit MI 48202	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
LifeLine Pilots Suite 302, 6100 W Dirksen Pkwy Peoria IL 61607	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
Flint Rotary Dyslexia G-4225 B-3 Miller Road Flint MI 48507	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
National Fndn for Cancer Research PO Box 96024 Washington DC 20090-6024	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
Junior Achievement 503 S. Saginaw St, Ste 736 Flint MI 48502	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
Lions Visually Impaired Youth Camp 3409 N Five Lakes Road Lapeer MI 48446	n/a	See Note 1	See Note 2 Youth Camp	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
Flint Cultural Center Corp. 1178 Robert T. Longway Blvd. Flint MI 48503	n/a	See Note 1	See Note 2 Carpet	Person or <input type="checkbox"/> Business <input type="checkbox"/> 25,000.

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

Continued

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
The New McCree Theatre 5005 Cloverlawn Flint MI 48504	n/a	See Note 1	See Note 2 Programs for Youth	Person or <input type="checkbox"/> Business <input type="checkbox"/> 15,000.
Calvin College 3201 Burton St, SE Grand Rapids MI 49546	n/a	See Note 1	See Note 2 Entrada Scholars Program	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
Leader Dogs for the Blind 1039 S. Rochester Road Rochester MI 48307-31	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
St. Paul's Episcopal Church 711 S. Saginaw St. Flint MI 48502	n/a	See Note 1	See Note 2 Music at St. Paul's	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,500.
New Direction Youth Program PO Box 310063 Flint MI 48531	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 7,500.
American Diabetes Association 30200 Telegraph Rd, Suite 105 Bingham Farms MI 48025	n/a	See Note 1	See Note 2 Camp Midicha Program	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
Children's Leukemia Fndn of MI 5455 Corporate Dr., Suite 306 Troy MI 48098	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
Flint Institute of Music 1025 E Kearsley St Flint MI 48503	n/a	See Note 1	See Note 2 Black Classical Music Family Festival	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
Make-A-Wish Foundation of MI 230 Huron View Blvd. Ann Arbor MI 48103	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 8,000.
Hurley Foundation One Hurley Plaza Flint MI 48503	n/a	See Note 1	See Note 2 Distraction Entertainment Toys	Person or <input type="checkbox"/> Business <input type="checkbox"/> 7,500.
Flint Inst of Arts 1120 E Kearsley Street Flint MI 48503	n/a	See Note 1	See Note 2 Exhibition "Painting In Europe"	Person or <input type="checkbox"/> Business <input type="checkbox"/> 50,000.
Genesee Co Historical Society 316 Water Street Flint MI 48503	n/a	See Note 1	See Note 2 Glenwood Cemetary	Person or <input type="checkbox"/> Business <input type="checkbox"/> 20,000.
MDA 1605 Concentric Blvd. #3 Saginaw MI 48604	n/a	See Note 1	See Note 2 Summer Camp	Person or <input type="checkbox"/> Business <input type="checkbox"/> 7,000.
Flint Institute of Music 1025 E Kearsley St Flint MI 48503	n/a	See Note 1	See Note 2 Nutcracker	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
American Heart Association 208 S LaSalle St, Ste 1500 Chicago IL 60604	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,500.

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

Continued

## Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
Boys & Girls Club of Greater Flint 3701 N Averill Avenue Flint MI 48506	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,500.
YMCA of Greater Flint 411 E Third Street Flint MI 48503	n/a	See Note 1	See Note 2 Changing the Life of a Child	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
Elder Abuse & Exploitation Prevention 605 N Saginaw St, Ste A Flint MI 48502	n/a	See Note 1	See Note 2 Keep Seniors Safe Program	Person or <input type="checkbox"/> Business <input type="checkbox"/> 3,000.
Genesys Health Fndn One Genesys Parkway Grand Blanc MI 48439	n/a	See Note 1	See Note 2 Level IIB Special Care Nursery	Person or <input type="checkbox"/> Business <input type="checkbox"/> 20,000.
Friends of the Market PO Box 286 Flint MI 48501	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
Miracle Flights for Kids 2764 N Green Valley Pkwy #115 Green Valley NV 89014-2120	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 3,000.
Special Olympics MI Genesee-Lapeer 2413 W Maple Ave Flint MI 48507-3499	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 7,500.
Girl Scouts of SE Michigan 500 Fisher Bldg, 3011 W Brand Blvd Detroit MI 48202	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 10,000.
Music With A Message for Kids Inc 10222 Bair Lane Marcellus MI 49067	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 3,000.
Christ Enrichment Center 322 E Hamilton Ave Flint MI 48505	n/a	See Note 1	See Note 2 Building Repairs	Person or <input type="checkbox"/> Business <input type="checkbox"/> 25,000.
Christ Enrichment Center 322 E Hamilton Ave Flint MI 48505	n/a	See Note 1	See Note 2 Arts R 4 U Program	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
VSA Michigan-Genesee County 2413 W Maple Ave Flint MI 48507	n/a	See Note 1	See Note 2 artsJAM Flint Program	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
Shelter of Flint Inc 902 E Sixth Street Flint MI 48503	n/a	See Note 1	See Note 2 Security System/Snow blo Lawn mower/leaf blower	Person or <input type="checkbox"/> Business <input type="checkbox"/> 7,500.
Flint Institute of Music 1025 E Kearsley St Flint MI 48503	n/a	See Note 1	See Note 2 Flint School of Perform Arts Ensemble Program	Person or <input type="checkbox"/> Business <input type="checkbox"/> 15,000.
Weiss Advocacy Center 726 Church St Flint MI 48502	n/a	See Note 1	See Note 2	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.

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

Continued

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
McLaren Foundation		See	See Note 2	Person or <input type="checkbox"/>
401 S Ballenger Hwy		Note 1	Proton Therapy Center	Business <input type="checkbox"/>
Flint MI 48532-3628	n/a		Hospitality House	10,000.
Genesee County Historical Society		See	See Note 2	Person or <input type="checkbox"/>
316 Water Street		Note 1	Vehicle City Arches Endo	Business <input type="checkbox"/>
Flint MI 48503	n/a			6,000.
Downtown Outreach Ministry		See	See Note 2	Person or <input type="checkbox"/>
414 W. Court St.		Note 1	Back to School	Business <input type="checkbox"/>
Flint MI 48503	n/a		Program	2,000.

Total

342,500.

Form 4562, line 26

**Additional Listed Property Statement**

(a) Type of property	(b) Date placed in service	(c) Business/ investmt use %	(d) Cost or other basis	(e) Basis for deprecia- tion	(f) Re- covery period	(g) Method/ Con- vention	(h) Deprecia- tion deduction	(i) Elected section 179 cost
Fax machine	01/23/97	100.00	469.	469.	7.00	200 DB-HY	0.	
Copier	04/30/97	100.00	1,595.	1,595.	5.00	200 DB-HY	0.	
Telephones	07/16/01	100.00	1,162.	1,162.	7.00	200 DB-HY	0.	

Total

0.

Form 990-PF, Page 1, Part I

**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Winegarden Haley	Legal services	24,000.			

Total

24,000.

Form 990-PF, Line 19

**Allocated Depreciation**

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
Copier	01/30/96	1782	1782	200DB	5.00	0		
File cabinets	11/22/96	1872	1872	200DB	7.00	0		
Fax machine	01/23/97	469	469	200DB	7.00	0		
Copier	04/30/97	1595	1595	200DB	5.00	0		
Computer	01/02/00	2849	2849	200DB	5.00	0		
Telephones	07/16/01	1162	1162	200DB	7.00	0		
Copier	12/14/11	904		200DB	5.00	0		

Total

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

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
RBS CAP FDG TR VII - 3,000 Shares	75,000.	40,320.
Aegon NV 7.25% pfd. - 2,075 shares	49,936.	51,813.
AES Tiete ADR - 2,100 shares	24,465.	29,505.
Alcoa, Inc. - 2,500 shares	57,550.	21,050.
Alliant Energy (formerly Interstate) - 4,200 shares	122,136.	187,551.
AMBAC Financial Group Deb. 5.95% pfd. - 5,000 shares	124,300.	130.
American Electric Power Inc - 610 shares	23,960.	24,199.
Arcelormittal SA, Luxembourg - 3,400 shares	50,453.	47,719.
AT&T - 11,958 shares	74,881.	419,666.
Aviva PLC Cap Sec Cum 8.25% - 2,000 shares	50,000.	54,020.
BAC Cap. Tr I GTD Cap Tr 7% pfd - 5,000 shares	125,002.	125,385.
Bank One Cap VI Pfd. 7.2% - 374 shares	9,365.	9,694.
Barclay's Bank PLC 6.625% pfd. - 1,200 shares	24,967.	30,108.
Baxter International - 4,000 shares	102,365.	206,620.
BB&T Corporation 5.85% pfd. - 1,600 shares	40,000.	41,008.
Bell Atlantic Corp. dba Verizon Comm. - 3,482 shares	40,552.	152,181.
Blackrock RES & Commodities Strategy TR - 2,500 shares	50,000.	31,838.
BP Amoco PLC - 3,280 shares	110,959.	124,706.
Bristol Myers Squibb - 4,000 shares	68,805.	139,580.
Campbell Soup - 2,000 shares	63,034.	64,510.
Capital Income Bldr. Fund, 6823.793	325,006.	343,510.
CenterPoint Energy Inc. - 4,000 shares	79,808.	81,660.
Citigroup 6.10% Pfd.- 5,000 shares	125,000.	123,200.
Citigroup Cap. XIV 6.875% Pfd. - 2,000 shares	50,000.	50,060.
Citizens Republic Bancorp - 42,416 shares	919,533.	702,621.
Cohen & Steer Select pfd & income Fund - 2,000 shares	50,000.	49,430.
Comerica Inc. - 13,689 shares	8,115.	403,346.
Comp De Bebidas Spn ADR - 1,800 shares	50,138.	65,376.
Corp-Backed TR Certs pfd. (AT&T) - 2,022 shares	50,338.	50,146.
Corts GS Capital I 6.0% pfd.-3,000 shares	75,000.	74,535.
Countrywide Cap . V 7.0% - 2,000 shares	50,000.	49,650.
Countrywide Cap IV 6.75% Pfd. - 1,000 shares	25,000.	24,445.
Deere & Co. - 4,000 shares	76,061.	311,960.
DTE Energy Trust I-7.8% Pfd. - 3,000	0.	0.
Deutsche Bank Capital TR V 8.05% pfd. - 2,100 shares	49,518.	54,432.

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

Continued

## L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
DTE Energy - 2,091 shares	58,802.	122,156.
Eli Lilly & Co. - 940 shares	37,933.	38,972.
Everest RE Cap Trust II-6.20% Pfd - 3,000 shares	75,000.	76,140.
Exelon Corp. - 4,000 shares	63,076.	148,600.
Exxon Mobile Corp. - 8,256 shares	9,783.	680,418.
Fentura Financial Inc. - 4,845 shares	33,962.	8,963.
FirstEnergy Corp. (Ohio Edison) 3,000 shares	62,287.	144,765.
Fleet Capital Trust VIII pfd. 7.2% - 3,000 shares	75,000.	75,465.
Franklin Income Fund - 102,888.823 shares	214,363.	219,153.
Franklin Tax Free Tr - 1,159.052 shares	0.	0.
Frontier Communications - 835 shares	2,678.	3,140.
Gabelli Dividend & Income Fund 6%- 5,000 shares	100,000.	75,950.
Gannett Inc. - 2,000 shares	128,497.	28,760.
General Electric Cap. Corp. 6.10% pfd. - 2,000 shares	49,044.	52,180.
General Motors Company - 401 shares	46,927.	7,888.
General Motors Co. WSA - 364 shares	30,229.	4,008.
General Motors Co. WSB - 364 shares	23,035.	2,446.
GMAC 7.25% pfd. - 2,000 shares	50,000.	47,526.
Hewlett-Packard CA - 2,000 shares	58,350.	38,500.
HSBC Finance Corp 6.36% due 11/30/33 - 2,000 shares	48,567.	49,780.
ING Corp. 7.05% pfd. - 2,000 shares	50,000.	46,030.
ING Group NV 7.20% pfd. - 2,000 shares	50,000.	46,480.
Integrays Energy Group - 800 shares	23,288.	45,124.
International Paper - 2,000 shares	107,623.	55,680.
JP Morgan Chase & Co. (Bank One)- 16,500 shares	65,708.	586,823.
JP Morgan Chase Cap. XII 6.25% pfd. Ser L - 3,000 shares	75,000.	76,320.
KeyCorp. Capital V 5.875% pfd.- 2,000 shares	0.	0.
Lehman Brothers Holdings Inc. 6.5% pfd. Ser. F-2,000 shares	50,000.	0.
MDU Resources Group Inc. - 2,025 shares	3,650.	43,072.
MDU Resources Group Inc. 4.5% Pfd. - 75 shares	4,800.	6,675.
Merrill Lynch pfd. Cap Tr V 7.28% - 2,000 shares	49,982.	49,880.
Morgan Stanley Cap. Tr VIII 6.45% pfd. - 2,000 shares	50,000.	49,120.
Motors Liquidating Co. GUD TR - 101 shares	0.	1,237.
National Bank of Greece Non-Cum Pfd. Ser A 9% - 1,000 shares	25,000.	3,205.
Nestle S.A. - 6,000 shares	37,635.	347,070.
News Corporation Class A - 496 shares	7,167.	10,914.
P P & L Energy Supply LLC - 7% - 2,000 shares	0.	0.
P Plus Tr 6% Ser Goldman Sachs Cap. 3 Tr - 4,000 shares	100,000.	95,180.
P Plus Tr Class A Ser GSG-2 5.75% - 2,000 shares	50,000.	48,240.
Partner Re Ltd Ser D 6.5% pfd. - 2,000 shares	50,000.	51,200.
Pennsylvania Power & Light Co. - 4,000 shares	41,014.	103,100.
Petrleo Bras VTG SPD ADDR - 2,250 shares	50,062.	39,645.
Pfizer Inc - 3,940 shares	69,009.	88,729.
Pitney Bowes Inc. - 1,500 shares	63,693.	22,260.
PNC Corp 6.125% pfd - 3,000 shares	0.	0.
Proctor & Gamble Co. - 4,000 shares	146,704.	238,540.
PS Business PK 6.45% pfd Ser S - 960 shares	24,874.	25,373.
Public Service Ent. Group - 4,000 shares	50,535.	126,692.
Public Storage 6.45% Pfd - 2,000 shares	50,000.	50,788.
Public Storage 7.25% pfd. - 3,000 shares	0.	0.
Raytheon Co. Class A (GM) - 1,654 shares	23,108.	90,289.
Royce Value Tr 5.9% pfd. - 1,000 shares	25,000.	25,735.
Saras Raffinerie Sarde S - 8,000 shares	25,031.	6,728.

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

Continued

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Struct Rep Asset Bkd Tst Pfd 6.0% (Bell South) - 1,000 shares	24,767.	25,495.
United Technologies Corp. Del Com - 2,000 shares	61,677.	146,090.
Wachovia Cap. Tr IV 6.375% - 2,000 shares	0.	0.
Waste Management Inc. - 3,600 shares	102,510.	115,877.
Weyerhaeuser Co - 4,886 shares	137,005.	103,437.
Total	6,083,622.	8,781,812.

Form 990-PF, Page 2, Part II, Line 10c

**L-10c Stmt**

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
General Electric Capital Corp Step-Up note	0.	0.
Escrow-GMC Corp Sr Notes 7.375% pfd - 2,000 shares	0.	0.
HSBC Finance Corp. 6% due 11/20/33 - 2,000 shares	0.	0.
Lehman Brothers 6% pfd.- 2,000 shares	50,000.	20.
Morgan Stanley Ser Mtn 6.0% Notes	36,772.	35,525.
Nokia Corp 5.375% Senior Note	24,088.	19,575.
Total	110,860.	55,120.

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

**L-13 Stmt**

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Buckeye Partners LP - 415 shares	24,869.	21,011.
Total	24,869.	21,011.

Form 990-PF, Page 2, Part II, Line 11

**L-11 Stmt**

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Equipment	5,718.	5,718.	0.
Computer - 1999-2000	2,849.	2,849.	0.
Telephones -	1,162.	1,162.	0.
Total	9,729.	9,729.	0.



**Supporting Statement of:**

Form 990-PF, p2/Line 2(a)

Description	Amount
Checking Account	61,203.
Capital Account	6,651.
Total	<u>67,854.</u>

**Supporting Statement of:**

Form 990-PF, p2/Line 2(b)

Description	Amount
Checking Account	24,621.
Capital Account	3,818.
Total	<u>28,439.</u>

**Supporting Statement of:**

Form 990-PF, p2/Line 2(c)

Description	Amount
Checking Account	24,621.
Capital Account	3,818.
Total	<u>28,439.</u>

Additional Information For Tax Return

THE WHITING FOUNDATION

38-6056693

Form 990-PF,p10: N/A

Note 1 - All of the named are public charities described in Section 509(a)(1) of the Code.

Note 2: Unless otherwise stated all of the gifts were given for the general purpose of the recipient in each case, without limitation.

Form **4562**Department of the Treasury  
Internal Revenue Service (99)**Depreciation and Amortization**  
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

**2011**Attachment  
Sequence No **179**

Name(s) shown on return

THE WHITING FOUNDATION

Identifying number

38-6056693

Business or activity to which this form relates

Form 990-PF page 1

**Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)** (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	904.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

**Part III MACRS Depreciation (Do not include listed property.)** (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	0.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

**Section B – Assets Placed in Service During 2011 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

**Section C – Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System**

20a Class life				S/L	
b 12-year			12 yrs	S/L	
c 40-year			40 yrs	MM	S/L

**Part IV Summary** (See instructions.)

21	Listed property Enter amount from line 28	21	0.
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	904.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

BAA For Paperwork Reduction Act Notice, see separate instructions.

FDI20812 05/20/11

Form 4562 (2011)

**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)**

<b>24a</b> Do you have evidence to support the business/investment use claimed?					<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<b>24b</b> If 'Yes,' is the evidence written?					<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost					
<b>25</b> Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)								<b>25</b>					
<b>26</b> Property used more than 50% in a qualified business use													
Copier	01/30/96	100.00	1,782.	1,782.	5.00	200 DB-HY	0.						
File cabinets	11/22/96	100.00	1,872.	1,872.	7.00	200 DB-HY	0.						
See Additional Listed Property Statement							0.						
<b>27</b> Property used 50% or less in a qualified business use													
<b>28</b> Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1								<b>28</b>		0.			
<b>29</b> Add amounts in column (i), line 26. Enter here and on line 7, page 1								<b>29</b>					

**Section B – Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
<b>30</b> Total business/investment miles driven during the year ( <b>do not</b> include commuting miles)												
<b>31</b> Total commuting miles driven during the year												
<b>32</b> Total other personal (noncommuting) miles driven												
<b>33</b> Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
<b>34</b> Was the vehicle available for personal use during off-duty hours?												
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?												
<b>36</b> Is another vehicle available for personal use?												

**Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are **not** more than 5% owners or related persons (see instructions).

	Yes	No
<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
<b>Note:</b> If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.		

**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
<b>42</b> Amortization of costs that begins during your 2011 tax year (see instructions)					
<b>43</b> Amortization of costs that began before your 2011 tax year					<b>43</b>
<b>44</b> Total. Add amounts in column (f). See the instructions for where to report					<b>44</b>