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1209

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2011 calendar year, or tax year beginning **OCT 1, 2011** and ending **SEP 30, 2012**

B Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☒ Amended return
☐ Application pending

C Name of organization

STARR COMMONWEALTH

Doing Business As **MONTCALM SCHOOL**

Number and street (or P.O. box if mail is not delivered to street address)

13725 STARR COMMONWEALTH RD

Room/suite

City or town, state or country, and ZIP + 4

ALBION, MI 49224

F Name and address of principal officer **MARTIN MITCHELL**

SAME AS C ABOVE

D Employer identification number

38-1359593

E Telephone number

517-629-5591

G Gross receipts \$ **38,785,460.**

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c)() (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: **WWW.STARR.ORG**

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation: **1913** M State of legal domicile: **MI**

Part I Summary

Activities & Governance	Revenue	Expenses	Net Assets or Fund Balances
1 Briefly describe the organization's mission or most significant activities: STARR COMMONWEALTH'S MISSION IS TO CREATE POSITIVE ENVIRONMENTS WHERE CHILDREN FLOURISH. A FULL			
2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets			
3 Number of voting members of the governing body (Part VI, line 1a)	3		
4 Number of independent voting members of the governing body (Part VI, line 1b)	4		
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5		
6 Total number of volunteers (estimate if necessary)	6		
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a		
7b Net unrelated business taxable income from Form 990-T, line 34	7b		
8 Contributions and grants (Part VIII, line 1h)	8		
9 Program service revenue (Part VIII, line 2g)	9		
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10		
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	11		
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12		
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	13		
14 Benefits paid to or for members (Part IX, column (A), line 4)	14		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	15		
16a Professional fundraising fees (Part IX, column (A), line 11e)	16a		
16b Total fundraising expenses (Part IX, column (D), line 25)	16b		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	17		
18 Total expenses - add lines 13-17 (must equal Part IX, column (A), line 25)	18		
19 Revenue less expenses. Subtract line 18 from line 12	19		
20 Total assets (Part X, line 16)	20		
21 Total liabilities (Part X, line 26)	21		
22 Net assets or fund balances. Subtract line 21 from line 20	22		

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer: CHRISTOPHER L. SMITH	Date: 12-1-16
	Type or print name and title: CHIEF INVESTMENT OFFICER	
Paid Preparer Use Only	Print/Type preparer's name: VICKI L. VANDENBERG, CPA	Preparer's signature: [Signature]
	Firm's name: PLANTE & MORAN, PLLC	Firm's EIN: 38-1357951
	Firm's address: 750 TRADE CENTRE WAY, STE. 300 PORTAGE, MI 49002	Phone no.: (269) 567-4500

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒

1. Briefly describe the organization's mission:

STARR COMMONWEALTH'S MISSION IS TO CREATE POSITIVE ENVIRONMENTS WHERE CHILDREN FLOURISH. A FULL CONTINUUM OF COMMUNITY-BASED, FAMILY PRESERVATION, EARLY INTERVENTION, AND SPECIALIZED RESIDENTIAL PROGRAMS ARE OFFERED IN MICHIGAN AND OHIO. EDUCATION AND TRAINING PROGRAMS ARE

2. Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3. Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4. Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a. (Code) (Expenses \$ 19,378,095. including grants of \$ 466,018.) (Revenue \$ 15,065,967.)
 IN 2012, 607 YOUTH WERE SERVED IN SPECIALIZED RESIDENTIAL TREATMENT PROGRAMS ADDRESSING BEHAVIORAL ISSUES SUCH AS JUVENILE DELINQUENCY, SEX OFFENDING BEHAVIOR, SUBSTANCE ABUSE AND MENTAL HEALTH ISSUES OFTEN ASSOCIATED WITH THE TRAUMATIC EXPERIENCES OF ABUSE, NEGLECT, VICTIMIZATION AND VIOLENCE. AMONG THE INDICATORS OF SUCCESS FOUND ONE YEAR AFTER PROGRAM COMPLETION ARE THAT OVER 66% OF YOUTH REPORTED THAT THEY WERE MORE PRODUCTIVE, WERE EMPLOYED OR ATTENDING SCHOOL, 81% WERE NOT CONVICTED OF ANY VIOLATIONS OF LAW AND 82% WERE ALCOHOL/DRUG FREE AND 65% REPORTED THEY WERE BETTER OFF AS A RESULT OF RECEIVING SERVICES FROM STARR. STARR TRACKS EACH YOUTH FOR A PERIOD OF ONE YEAR POST-PLACEMENT, FOLLOW-UP CALLS ARE MADE TO PARENTS, CASE WORKERS, PROBATION OFFICERS, AND YOUTH.

4b. (Code) (Expenses \$ 6,185,698. including grants of \$ 105,850.) (Revenue \$ 5,760,868.)
 COMMUNITY BASED PROGRAMS INCLUDE A RANGE OF SERVICES THAT ARE GENERALLY INTENDED TO KEEP FAMILIES INTACT, WHEN POSSIBLE, AND TO MEET THE NEEDS OF CHILDREN IN THEIR HOMES, THEIR SCHOOLS, AND THEIR COMMUNITIES. THESE PROGRAMS PREVENT OUT-OF-HOME PLACEMENT, AND ALSO ASSIST YOUTH WHO HAVE REQUIRED SERVICES AWAY FROM THEIR HOME TRANSITION SUCCESSFULLY BACK INTO THE COMMUNITY. IN 2012, 1,618 YOUTH AND THEIR FAMILIES WERE SERVED IN STARR'S COMMUNITY-BASED PROGRAMS WHICH INCLUDED TREATMENT FOSTER CARE, SUPERVISED INDEPENDENT LIVING, STRUCTURED TRANSITIONAL LIVING AND DAY TREATMENT. AMONG THE INDICATORS OF SUCCESS FOUND ONE YEAR AFTER PROGRAM COMPLETION ARE THAT 67% OF YOUTH REPORTED THAT THEY WERE MORE PRODUCTIVE, WERE EMPLOYED OR WERE ATTENDING SCHOOL, 91% WERE NOT CONVICTED OF ANY VIOLATIONS OF LAW AND 71% REPORTED THAT THEY WERE

4c. (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d. Other program services (Describe in Schedule O.)

(Expenses \$ 1,944,590. including grants of \$) (Revenue \$ 1,638,056.)

4e. Total program service expenses 27,508,383.

Form 990 (2011)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	X	
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	X	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	X	
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Form 990 (2011)

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions).		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
35b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule O.

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 60		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 612		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year. 7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12. 10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders. 11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year. 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. 13b		
c	Enter the amount of reserves on hand. 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Form 990 (2011)

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions

Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management

- 1a** Enter the number of voting members of the governing body at the end of the tax year
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.
- 1b** Enter the number of voting members included in line 1a, above, who are independent
- 2** Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?
- 3** Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?
- 4** Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?
- 5** Did the organization become aware during the year of a significant diversion of the organization's assets?
- 6** Did the organization have members or stockholders?
- 7a** Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?
- b** Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?
- 8** Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:
- a** The governing body?
- b** Each committee with authority to act on behalf of the governing body?
- 9** Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O

	Yes	No
1a	26	
1b	26	
2	X	
3		X
4		X
5		X
6		X
7a		X
7b		X
8a	X	
8b	X	
9		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

- 10a** Did the organization have local chapters, branches, or affiliates?
- b** If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?
- 11a** Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?
- b** Describe in Schedule O the process, if any, used by the organization to review this Form 990
- 12a** Did the organization have a written conflict of interest policy? If "No," go to line 13
- b** Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?
- c** Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done
- 13** Did the organization have a written whistleblower policy?
- 14** Did the organization have a written document retention and destruction policy?
- 15** Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?
- a** The organization's CEO, Executive Director, or top management official
- b** Other officers or key employees of the organization
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)
- 16a** Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?
- b** If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

	Yes	No
10a	X	
10b	X	
11a	X	
12a	X	
12b	X	
12c	X	
13	X	
14	X	
15a	X	
15b		X
16a		X
16b		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **AL, AK, AZ, AR, CA, CO, CT, FL, GA, HI, IL, KS**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization **CHRISTOPHER SMITH - 517-629-5591**
13725 STARR COMMONWEALTH RD, ALBION, MI 49224

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) AHMAD E. SINNO TRUSTEE	1.00	X						0.	0.	0.
(2) ALBERT LITTLE TRUSTEE	1.00	X						0.	0.	0.
(3) BRUCE VANDE VUSSE TRUSTEE	1.00	X						0.	0.	0.
(4) CORNELIA ROMANOWSKI TRUSTEE	1.00	X						0.	0.	0.
(5) CRAIG CARREL TRUSTEE	1.00	X						0.	0.	0.
(6) DR. PAMELA LEMERAND TRUSTEE	1.00	X						0.	0.	0.
(7) ERICK STEWART TRUSTEE	1.00	X						0.	0.	0.
(8) GARY TAYLOR TRUSTEE	1.00	X						0.	0.	0.
(9) GEORGE A. GOODMAN TRUSTEE	1.00	X						0.	0.	0.
(10) GEORGE WILSON TRUSTEE	1.00	X						0.	0.	0.
(11) H. RONALD GRIFFITH TRUSTEE	1.00	X						0.	0.	0.
(12) HONORABLE EUGENE MOORE TRUSTEE - IMMEDIATE PAST CHAIR	1.00	X		X				0.	0.	0.
(13) HONORABLE JOHN HALLACY TRUSTEE	1.00	X						0.	0.	0.
(14) JACK KRESNAK TRUSTEE	1.00	X						0.	0.	0.
(15) JON A. RHOADES TRUSTEE	1.00	X						0.	0.	0.
(16) KYLE CALDWELL TRUSTEE - CHAIR	1.00	X		X				0.	0.	0.
(17) LAWRENCE GIVENS TRUSTEE	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) MICHAEL LEACH TRUSTEE - VICE CHAIR	1.00	X		X				0.	0.	0.
(19) RALPH J. BURRELL TRUSTEE	1.00	X						0.	0.	0.
(20) SCOTT BENNETT TRUSTEE	1.00	X						0.	0.	0.
(21) TOM KOLASSA TRUSTEE - SECRETARY	1.00	X		X				0.	0.	0.
(22) VELMA CLAY TRUSTEE	1.00	X						0.	0.	0.
(23) WILLIAM RANDS TRUSTEE	1.00	X						0.	0.	0.
(24) CHRISTOPHER SMITH, BBA., CPA EXEC V.P./CFO	40.00			X				137,299.	0.	31,350.
(25) ELIZABETH CAREY, MSW EXEC V.P./CSO	40.00			X				150,972.	0.	9,632.
(26) GARY Q. TESTER, MRC EXEC V.P./CDO	40.00			X				117,645.	0.	5,666.
1b Sub-total								405,916.	0.	46,648.
c Total from continuation sheets to Part VII, Section A								610,961.	0.	81,789.
d Total (add lines 1b and 1c)								1,016,877.	0.	128,437.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **7**

- 3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
M.L. SCHOENHERR CONSTRUCTION, 48380 VAN DYKE SUITE 500, SHELBY TOWNSHIP, MI 48317	CONSTRUCTION	709,183.
OPEN MINDS 163 YORK STREET, GETTYSBURG, PA 17325-1933	CONSULTING	643,677.
AALCOR INC. 20008 SHERWOOD STREET, DETROIT, MI 48234	CONSTRUCTION	596,745.
TAKTIX SOLUTIONS, 211 W. FORT ST., SUITE 720, DETROIT, MI 48226	CONSTRUCTION MANAGEMENT	512,764.
TREND CONSULTING, INC., 35110 EUCLID AVENUE SUITE 2, WILLOUGHBY, OH 44094	IT SERVICES	504,452.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **35**

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2011)

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a 76,676.				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d 170,966.				
	e Government grants (contributions)	1e 706,625.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 1,896,815.				
	g Noncash contributions included in lines 1a-1f \$	30,456.				
	h Total. Add lines 1a-1f		2,851,082.			
Program Service Revenue	2 a AGENCY FEES & TRAINING	Business Code 611110	22464891.	22464891.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		22464891.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,001,984.			1001984.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real (ii) Personal				
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other 11561029				
	b Less: cost or other basis and sales expenses	8016467.				
	c Gain or (loss)	3544562.				
	d Net gain or (loss)		3,544,562.			3544562.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b Less direct expenses	b				
	c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities See Part IV, line 19	a				
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities					
	10 a Gross sales of inventory, less returns and allowances	a				
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code				
11 a MISCELLANEOUS REVENUE	900099	906,474.			906,474.	
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		906,474.				
12 Total revenue. See instructions.		30768993.	22464891.	0.	5453020.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	572,193.	572,193.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,123,906.		1,123,906.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	15,037,155.	13,650,830.	901,293.	485,032.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	3,137,642.	2,649,787.	424,539.	63,316.
9 Other employee benefits	3,138,486.	2,595,940.	457,056.	85,490.
10 Payroll taxes	1,659,592.	1,419,912.	192,213.	47,467.
11 Fees for services (non-employees)				
a Management	2,136,081.	352,940.	1,718,690.	64,451.
b Legal	145,333.	26,204.	119,129.	
c Accounting	81,015.	3,327.	77,688.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	415,822.		415,822.	
g Other	1,807,997.	987,314.	809,532.	11,151.
12 Advertising and promotion	232,491.	34,890.	196,601.	1,000.
13 Office expenses	388,669.	279,184.	84,237.	25,248.
14 Information technology				
15 Royalties				
16 Occupancy	2,008,699.	1,805,791.	185,580.	17,328.
17 Travel	715,776.	570,991.	123,054.	21,731.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	467,867.	254,590.	189,875.	23,402.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,116,127.	770,375.	324,538.	21,214.
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a FOOD AND SUPPLIES	1,504,741.	1,461,521.	37,494.	5,726.
b DUES AND SUBSCRIPTIONS	164,303.	60,652.	95,305.	8,346.
c				
d				
e All other expenses	474,285.	11,942.	433,248.	29,095.
25 Total functional expenses. Add lines 1 through 24e	36,328,180.	27,508,383.	7,909,800.	909,997.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,472,833.	1	4,446,746.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	302,270.	3	551,960.
	4 Accounts receivable, net	3,393,426.	4	3,091,243.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net	1,764,000.	7	1,353,231.
	8 Inventories for sale or use	77,316.	8	84,691.
	9 Prepaid expenses and deferred charges	280,826.	9	414,646.
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a 47,763,016.		
	b Less: accumulated depreciation	10b 24,979,819.	10c	22,783,197.
	11 Investments - publicly traded securities	53,181,861.	11	54,294,541.
	12 Investments - other securities. See Part IV, line 11	3,828,663.	12	3,784,888.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets	8,318.	14	8,318.
	15 Other assets. See Part IV, line 11	6,479,030.	15	6,687,843.
16 Total assets. Add lines 1 through 15 (must equal line 34)	90,242,973.	16	97,501,304.	
Liabilities	17 Accounts payable and accrued expenses	4,481,522.	17	4,884,939.
	18 Grants payable		18	
	19 Deferred revenue	666,733.	19	610,487.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	5,417,308.	23	8,690,253.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	12,501,485.	25	19,081,145.
	26 Total liabilities. Add lines 17 through 25	23,067,048.	26	33,266,824.
	Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		1,347,061.	27	1,520,426.
28 Temporarily restricted net assets		12,759,082.	28	8,836,141.
29 Permanently restricted net assets		53,069,782.	29	53,877,913.
Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.				
30 Capital stock or trust principal, or current funds			30	
31 Paid-in or capital surplus, or land, building, or equipment fund			31	
32 Retained earnings, endowment, accumulated income, or other funds			32	
33 Total net assets or fund balances		67,175,925.	33	64,234,480.
34 Total liabilities and net assets/fund balances		90,242,973.	34	97,501,304.

Form 990 (2011)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	30,768,993.
2	Total expenses (must equal Part IX, column (A), line 25)	2	36,328,180.
3	Revenue less expenses Subtract line 2 from line 1	3	-5,559,187.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	67,175,925.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	2,617,742.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	64,234,480.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

☒1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both

☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

Form 990 (2011)

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No 1545-0047

2011

Open to Public Inspection

Employer identification number
38-1359593

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- | | Yes | No |
|----------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |

[illegible]

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐		
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐		

Schedule A (Form 990 or 990-EZ) 2011

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ► ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. ► ☐

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ► ☐

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

STARR COMMONWEALTH

Employer identification number

38-1359593

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e.g., recreation or education)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ 316,289.

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items.

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items

(check all that apply).

a ☒ Public exhibitiond ☐ Loan or exchange programsb ☐ Scholarly researche ☒ Other **EDUCATION OF STUDENTS**c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☒ No**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 211a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	64,465,532.	70,601,061.	67,088,516.	73,053,575.	
b Contributions	1,391,867.	873,945.	2,337,426.	1,756,401.	
c Net investment earnings, gains, and losses	6,997,335.	291,568.	5,461,967.	-3,123,629.	
d Grants or scholarships	268,400.	319,748.	423,159.	346,089.	
e Other expenditures for facilities and programs	6,773,398.	6,981,294.	3,863,689.	4,251,742.	
f Administrative expenses					
g End of year balance	65,812,936.	64,465,532.	70,601,061.	67,088,516.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ☒ 5.20 %b Permanent endowment ☒ 81.90 %c Temporarily restricted endowment ☒ 12.90 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		X
3a(ii)		X
3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	7,384,541.	461,638.		7,846,179.
b Buildings		33,967,715.	20,272,168.	13,695,547.
c Leasehold improvements				
d Equipment		5,948,572.	4,707,651.	1,240,921.
e Other		550.		550.

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ☒ 22,783,197.

Schedule D (Form 990) 2011

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.)		

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) BENEFICIAL INTERESTS IN PERPETUAL AND REMAINDER TRUSTS	6,371,554.
(2) WORKS OF ART	316,289.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
1. (1) Federal income taxes	
(2) ACCRUED PENSION COST	19,081,145.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.)	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	30,768,993.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	36,328,180.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-5,559,187.
4	Net unrealized gains (losses) on investments	4	7,278,546.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-4,660,804.
9	Total adjustments (net) Add lines 4 through 8	9	2,617,742.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	-2,941,445.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	39,595,736.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	7,278,546.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	1,964,019.
e	Add lines 2a through 2d	2e	9,242,565.
3	Subtract line 2e from line 1	3	30,353,171.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	415,822.
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	415,822.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	30,768,993.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	37,934,792.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	2,022,434.
e	Add lines 2a through 2d	2e	2,022,434.
3	Subtract line 2e from line 1	3	35,912,358.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	415,822.
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	415,822.
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	36,328,180.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: THE INTERNAL REVENUE SERVICE RULED THAT STARR IS

EXEMPT FROM FEDERAL INCOME TAX UNDER THE PROVISIONS OF SECTION 501(C)(3)

OF THE INTERNAL REVENUE CODE (THE "CODE"). STARR IS REQUIRED TO OPERATE

IN CONFORMITY WITH THE CODE AND RELATED REGULATIONS TO MAINTAIN ITS

EXEMPTION. STARR HAS NO UNRELATED BUSINESS INCOME AS DEFINED BY SECTION

512(A)(1) OF THE CODE.

ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA

REQUIRE MANAGEMENT TO EVALUATE TAX POSITIONS TAKEN BY THE ORGANIZATION AND

Part XIV Supplemental Information (continued)

RECOGNIZE A TAX LIABILITY IF THE ORGANIZATION HAS TAKEN AN UNCERTAIN POSITION THAT MORE LIKELY THAN NOT WOULD NOT BE SUSTAINED UPON EXAMINATION BY THE IRS OR OTHER APPLICABLE TAXING AUTHORITIES. MANAGEMENT HAS ANALYZED THE TAX POSITIONS TAKEN BY STARR AND HAS CONCLUDED THAT AS OF SEPTEMBER 30, 2012 AND 2011, THERE ARE NO UNCERTAIN POSITIONS TAKEN OR EXPECTED TO BE TAKEN THAT WOULD REQUIRE RECOGNITION OF A LIABILITY OR DISCLOSURE IN THE FINANCIAL STATEMENTS. STARR IS SUBJECT TO ROUTINE AUDITS BY TAXING JURISDICTIONS; HOWEVER, THERE ARE CURRENTLY NO AUDITS FOR ANY TAX PERIODS IN PROGRESS. MANAGEMENT BELIEVES IT IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS FOR YEARS PRIOR TO SEPTEMBER 30, 2009.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

CHANGE IN VALUE OF INTERESTS IN PERPETUAL AND REMAINDER

TRUSTS	524,047.
--------	----------

CHANGE IN FAIR VALUE OF ANNUITIES	-28,405.
-----------------------------------	----------

PENSION-RELATED CHANGES OTHER THAN NET PERIODIC PENSION

COST	-5,189,019.
------	-------------

NET LOSS FROM EQUITY METHOD SUBSIDIARIES	-13,853.
--	----------

CHANGE OF INVESTMENT IN SUBSIDIARY	46,426.
------------------------------------	---------

TOTAL TO SCHEDULE D, PART XI, LINE 8	-4,660,804.
--------------------------------------	-------------

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RELATED ORGANIZATION REVENUES	1,977,872.
-------------------------------	------------

UNREALIZED LOSS FROM EQUITY METHOD SUBSIDIARIES	-13,853.
---	----------

TOTAL TO SCHEDULE D, PART XII, LINE 2D	1,964,019.
--	------------

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

RELATED ORGANIZATION EXPENSES	2,022,434.
-------------------------------	------------

SCHEDULE E
(Form 990 or 990-EZ)

Schools

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

► **Complete if the organization answered "Yes" to Form 990, Part IV, line 13,
or Form 990-EZ, Part VI, line 48.**

► **Attach to Form 990 or Form 990-EZ.**

Name of the organization

STARR COMMONWEALTH

Employer identification number

38-1359593

Part I

- 1 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?
- 2 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?
- 3 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe. If "No," please explain. If you need more space, use Part II
- THE RACIALLY NONDISCRIMINATORY POLICY IS EMBODIED IN THE ORGANIZATION'S STATEMENT OF CORE VALUES THAT ARE PRINTED FREQUENTLY IN BROCHURES, NEWSLETTERS, AND ON THE WEBSITE WWW.STARR.ORG.**

- 4 Does the organization maintain the following?
- a Records indicating the racial composition of the student body, faculty, and administrative staff?
- b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?
- c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?
- d Copies of all material used by the organization or on its behalf to solicit contributions?
- If you answered "No" to any of the above, please explain. If you need more space, use Part II

- 5 Does the organization discriminate by race in any way with respect to:
- a Students' rights or privileges?
- b Admissions policies?
- c Employment of faculty or administrative staff?
- d Scholarships or other financial assistance?
- e Educational policies?
- f Use of facilities?
- g Athletic programs?
- h Other extracurricular activities?
- If you answered "Yes" to any of the above, please explain. If you need more space, use Part II

- 6a Does the organization receive any financial aid or assistance from a governmental agency?
- b Has the organization's right to such aid ever been revoked or suspended?
- If you answered "Yes" to either line 6a or line 6b, explain on Part II
- 7 Does the organization certify that it has complied with the applicable requirements of sections 401 through 405 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," explain on Part II

	YES	NO
1	X	
2	X	
3	X	
4a	X	
4b	X	
4c	X	
4d	X	
5a		X
5b		X
5c		X
5d		X
5e		X
5f		X
5g		X
5h		X
6a	X	
6b		X
7	X	

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule E (Form 990 or 990-EZ) (2011)

Part II **Supplemental Information.** Complete this part to provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also complete this part to provide any other additional information.

SCHEDULE E, LINE 6 - EXPLANATION OF GOVERNMENT FINANCIAL AID:

THE ORGANIZATION RECEIVED A FEDERAL GRANT FROM THE US DEPARTMENT OF
HOUSING AND URBAN DEVELOPMENT AND THE US DEPARTMENT OF JUSTICE.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

Name of the organization

Employer identification number
38-1359593

STARR COMMONWEALTH

Part I	General Information on Grants and Assistance
--------	--

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2011)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
FINANCIAL ASSISTANCE	193	40,726.	0.	N/A	N/A
MEDICAL AND DENTAL PAYMENTS	92	21,685.	0.	N/A	N/A
CLIENT WORK PROGRAMS	81	19,533.	0.	N/A	N/A
ACTIVITIES	300	72,587.	0.	N/A	N/A
PERSONAL NEEDS	300	77,646.	0.	N/A	N/A

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: THE ORGANIZATION KEEPS A SCHEDULE OF ALL

EXPENSES AGAINST THE GRANTS. SCHOLARSHIPS ARE GIVEN BASED ON NEED THROUGH

A FORMAL PROCESS FOR AWARDING SCHOLARSHIPS.

1

[illegible]

132242 05-01-11

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

STARR COMMONWEALTH

Employer identification number

38-1359593

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| ☐ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III

- | | |
|---|---|
| ☐ Compensation committee | ☐ Written employment contract |
| ☐ Independent compensation consultant | ☒ Compensation survey or study |
| ☒ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

- a** Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- a** The organization?
b Any related organization?
If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
b Any related organization?
If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1a		
1b		
2		
3		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 CHRISTOPHER SMITH, BBA., CPA	(i) 137,299.	0.	0.	28,950.	2,400.	168,649.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
2 ELIZABETH CAREY, MSW	(i) 150,972.	0.	0.	7,232.	2,400.	160,604.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
3 MARTIN MITCHELL, ED.D	(i) 239,822.	0.	0.	52,631.	2,400.	294,853.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
4 WM. CHUCK JACKSON, MA	(i) 143,621.	0.	0.	23,453.	2,400.	169,474.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
5	(i)						
	(ii)						
6	(i)						
	(ii)						
7	(i)						
	(ii)						
8	(i)						
	(ii)						
9	(i)						
	(ii)						
10	(i)						
	(ii)						
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

Schedule J (Form 990) 2011

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

► Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
► Attach to Form 990.

Name of the organization

STARR COMMONWEALTH

Employer identification number
38-1359593

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	3	30,456.	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for
at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for
the entire holding period?

b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash
contributions?

b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked,
describe in Part II.

	Yes	No
30a		X
31	X	
32a		X
33		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2011)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

STARR COMMONWEALTH

Employer identification number
38-1359593

FORM 990, PART I, DOING BUSINESS AS:

HANNAH NEIL CENTER

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

CONTINUUM OF COMMUNITY-BASED, FAMILY PRESERVATION, EARLY INTERVENTION,
AND SPECIALIZED RESIDENTIAL PROGRAMS ARE OFFERED IN MICHIGAN AND OHIO.
EDUCATION AND TRAINING PROGRAMS ARE OFFERED FOR CHILDCARE
PROFESSIONALS, CLINICIANS, EDUCATORS, AND PARENTS. ALL PROGRAMS AND
SERVICES ARE ROOTED IN THE BELIEF THAT EVERY CHILD HAS STRENGTHS.
TREATMENT SERVICES ENABLE EACH YOUNG PERSON TO IDENTIFY AND CULTIVATE
THEIR STRENGTHS IN WAYS THAT ENABLE THEM TO ACHIEVE THEIR FULL
POTENTIAL.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

OFFERED FOR CHILDCARE PROFESSIONALS, CLINICIANS, EDUCATORS, AND
PARENTS. ALL PROGRAMS AND SERVICES ARE ROOTED IN THE BELIEF THAT EVERY
CHILD HAS STRENGTHS. TREATMENT SERVICES ENABLE EACH YOUNG PERSON TO
IDENTIFY AND CULTIVATE THEIR STRENGTHS IN WAYS THAT ENABLE THEM TO
ACHIEVE THEIR FULL POTENTIAL.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

BETTER OFF AS A RESULT OF RECEIVING SERVICES FROM STARR AND 86% WERE
ALCOHOL/DRUG FREE. STARR TRACKS EACH YOUTH FOR A PERIOD OF ONE YEAR
POST-PLACEMENT, FOLLOW-UP CALLS ARE MADE TO PARENTS, CASE WORKERS,
PROBATION OFFICERS, AND YOUTH.

Name of the organization

STARR COMMONWEALTH

Employer identification number

38-1359593

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

HOME BASED COUNSELING SERVICES AND CLINICAL SERVICES.

EXPENSES \$ 1,944,590. INCLUDING GRANTS OF \$ 0. REVENUE \$ 1,638,056.

FORM 990, PART VI, SECTION A, LINE 2: YES - THE PRESIDENT/CEO AND

EXECUTIVE VICE PRESIDENT/CFO ARE PART OWNERS AND OFFICERS OF A PRIVATELY OWNED BUSINESS NOT ASSOCIATED WITH STARR COMMONWEALTH.

FORM 990, PART VI, SECTION B, LINE 11: A DRAFT COPY OF THIS FORM 990 WAS REVIEWED BY THE ORGANIZATION'S CFO. IT WAS ALSO REVIEWED BY THE BOARD'S AUDIT COMMITTEE. ALL BOARD MEMBERS RECEIVED NOTICE THAT THE DRAFT COPY WAS AVAILABLE FOR THEIR REVIEW ON THE STARR COMMONWEALTH WEBSITE. THE AUDIT COMMITTEE REPORTS THE RESULTS OF ITS REVIEW TO THE BOARD. THE FINAL FORM 990 WAS MADE AVAILABLE TO ALL BOARD MEMBERS ON THE WEBSITE ALONG WITH NOTICE OF THE DATE THE RETURN WOULD BE FILED WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: STARR COMMONWEALTH HAS A CONFLICT OF INTEREST POLICY FOR THE PURPOSE OF PROTECTING STARR'S INTEREST WHEN IT IS CONSIDERING ENTERING INTO A TRANSACTION OR ARRANGEMENT THAT MIGHT BENEFIT THE PRIVATE INTEREST OF A TRUSTEE OR OFFICER OR MIGHT RESULT IN A POSSIBLE EXCESS BENEFIT TRANSACTION. THE ORGANIZATION'S FIRST STEP IN MONITORING IS TO REGULARLY INFORM KEY STAFF AND BOARD MEMBERS THAT STARR SEEKS TO AVOID REAL AND APPARENT CONFLICTS BY NOT ENGAGING IN TRANSACTIONS WITH THEM OR MEMBERS OF THEIR FAMILY. WHEN CIRCUMSTANCES DO ARISE THROUGH THE ANNUAL DISCLOSURE REQUIREMENTS OR OTHERWISE, THE MATTER IS REVIEWED BY THE CEO AND WHEN APPROPRIATE, BY A REPRESENTATIVE BODY OF THE BOARD OF TRUSTEES. DETERMINATION OF WHETHER A CONFLICT DOES IN FACT EXIST AND THE RESOLUTION OF IT IS ACCOMPLISHED UNDER THE GUIDELINES PROVIDED IN THE

Name of the organization

STARR COMMONWEALTH

Employer identification number

38-1359593

CONFLICT OF INTEREST POLICY.

FORM 990, PART VI, SECTION B, LINE 15A: A SUB COMMITTEE OF INDEPENDENT BOARD MEMBERS REVIEWS THE PRESIDENT/CEO COMPENSATION. THE COMPENSATION IS ESTABLISHED BASED PRINCIPALLY UPON REVIEW OF INDEPENDENT SURVEYS OF NON-PROFIT ORGANIZATIONS AND COMPARISON WITH RELEVANT INDUSTRY PEER ORGANIZATIONS. THE PRESIDENT/CEO DETERMINES COMPENSATION OF OTHER OFFICERS THROUGH REVIEW OF INDEPENDENT SURVEYS OF NON-PROFIT ORGANIZATIONS AND COMPARISON WITH RELEVANT INDUSTRY PEER ORGANIZATIONS. DECISIONS REGARDING COMPENSATION WILL BE DOCUMENTED IN THE BOARD MINUTES. THE REVIEW WAS MOST RECENTLY UNDERTAKEN IN FISCAL YEAR 2011.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL, AK, AZ, AR, CA, CO, CT, FL, GA, HI, IL, KS, KY, ME, MD, MA, MN, MS, NH, NJ, NM, NY, NC, ND, OH
OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

FORM 990, PART VI, SECTION C, LINE 19: STARR HAS OPERATED AS A NON-PROFIT ORGANIZATION SINCE ITS FOUNDING IN 1913 AND WAS GRANTED TAX EXEMPT STATUS PRIOR TO JULY 15, 1987. HOWEVER, IT DOES NOT HAVE A COPY OF FORM 1023 OR OTHER DOCUMENTS THAT MAY HAVE BEEN USED TO APPLY FOR TAX-EXEMPT STATUS. STARR COMMONWEALTH'S GOVERNING DOCUMENTS, FINANCIAL STATEMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS: 7,278,546.

CHANGE IN VALUE OF INTERESTS IN PERPETUAL AND REMAINDER

TRUSTS 524,047.

CHANGE IN FAIR VALUE OF ANNUITIES -28,405.

Name of the organization

STARR COMMONWEALTH

Employer identification number
38-1359593PENSION-RELATED CHANGES OTHER THAN NET PERIODIC PENSION

COST -5,189,019.

NET LOSS FROM EQUITY METHOD SUBSIDIARIES -13,853.

CHANGE OF INVESTMENT IN SUBSIDIARY 46,426.

TOTAL TO FORM 990, PART XI, LINE 5 2,617,742.

FORM 990, PART XII, LINE 2C:

THERE HAS BEEN NO CHANGE IN OVERSIGHT PROCESS FROM THE PRIOR YEAR.

REASON FOR AMENDED RETURN:

FORM 990 IS BEING AMENDED UNDER THE DELINQUENT INTERNATIONAL

INFORMATION RETURN SUBMISSION PROCEDURES TO INCLUDE PREVIOUSLY OMITTED

FORM 926. THERE ARE NO CHANGES TO ANY ITEMS OF INCOME OR EXPENSE

REFLECTED ON THE AMENDED RETURN.

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Sale of assets to related organization(s)

g Purchase of assets from related organization(s)

h Exchange of assets with related organization(s)

i Lease of facilities, equipment, or other assets to related organization(s)

j Lease of facilities, equipment, or other assets from related organization(s)

k Performance of services or membership or fundraising solicitations for related organization(s)

l Performance of services or membership or fundraising solicitations by related organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n Sharing of paid employees with related organization(s)

o Reimbursement paid to related organization(s) for expenses

p Reimbursement paid by related organization(s) for expenses

q Other transfer of cash or property to related organization(s)

r Other transfer of cash or property from related organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
NATIONAL RESOURCE CENTER FOR THE HEALING (1) OF RACISIM	P	139,860.	ALLOCATION OF EXPENSES
(2)			
(3)			
(4)			
(5)			
(6)			

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Lined area for supplemental information.