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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2011**

For calendar year 2011, or tax year beginning 10-01-2011 , and ending 09-30-2012

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation  
CHANG FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
807 ASA GRAY DRIVE 401

City or town, state, and ZIP code  
ANN ARBOR, MI 48105

A Employer identification number  
38-2796315

B Telephone number (see page 10 of the instructions)  
(810) 238-4617

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
\$ 269,078

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	6,889	6,889		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 <input checked="" type="checkbox"/>	23,023			
	b Gross sales price for all assets on line 6a _____ 250,748				
	7 Capital gain net income (from Part IV, line 2) . . . .				
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	29,912	6,889		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule). . . . .				
	b Accounting fees (attach schedule). . . . . <input checked="" type="checkbox"/>	1,128	1,128		
	c Other professional fees (attach schedule) . . . . . <input checked="" type="checkbox"/>	2,849	2,849		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . . <input checked="" type="checkbox"/>	24	24		
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	4,001	4,001		0
	25 Contributions, gifts, grants paid. . . . .	11,400			11,400
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	15,401	4,001		11,400
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	14,511			
	b <b>Net investment income</b> (if negative, enter -0-)		2,888		
c <b>Adjusted net income</b> (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	11,048	1,920	1,920
	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 page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	206,668	230,307	267,158
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	217,716	232,227	269,078	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	217,716	232,227	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	217,716	232,227	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	217,716	232,227	

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	217,716
2	Enter amount from Part I, line 27a . . . . .	2	14,511
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	232,227
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	232,227

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )	
1a					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a					
b					
c					
d					
e					
2	Capital gain net income or (net capital loss) <div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>				2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8</div>				3

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))		
2010	11,400	252,955	0 045067		
2009	11,400	207,811	0 054858		
2008	17,038	213,382	0 079847		
2007	12,850	252,983	0 050794		
2006	12,835	269,459	0 047632		
2 Total of line 1, column (d).				2	0 278198
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 055640
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.				4	246,617
5 Multiply line 4 by line 3.				5	13,722
6 Enter 1% of net investment income (1% of Part I, line 27b).				6	29
7 Add lines 5 and 6.				7	13,751
8 Enter qualifying distributions from Part XII, line 4.				8	11,400
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18					

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	58
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2. . . . .		3	58
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	58
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	336	
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	336
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	278
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 278	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (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? . . . . .	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	Yes	
14	The books are in care of <b>LEWIS KNOPF PC</b> Telephone no <b>(810) 238-4617</b> Located at <b>5206 GATEWAY CENTRE SUITE 100 FLINT MI</b> ZIP +4 <b>48507</b>			
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.	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the 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		
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 20____, 20____, 20____, 20____			
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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions ).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i> )	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2 ), or (3 ), or section 4940(d)(2)? (see page 22 of the instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

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

c

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

☐ Yes ☐ No

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

6a

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

☐ Yes ☒ No

b

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

☐ Yes ☒ No

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

7a

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

☐ Yes ☒ No

b

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


☐ Yes ☒ No

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHENG-YANG CHANG MD 	DIRECTOR	0	0	0
807 ASA GRAY DRIVE 401 ANN ARBOR, MI 48105	1 00			

2

Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

Total

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

☒

## Part VIII

[illegible]

## Part IX-A Summary of Direct Charitable Activities

1	
2	
3	
4	

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b> N/A	
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	

Form **990-PF** (2011)



Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	246,427
b	Average of monthly cash balances. . . . .	1b	3,946
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	250,373
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	250,373
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	3,756
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	246,617
6	Minimum investment return. Enter 5% of line 5. . . . .	6	12,331

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6. . . . .	1	12,331
2a	Tax on investment income for 2011 from Part VI, line 5. . . . .	2a	58
b	Income tax for 2011 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	58
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	12,273
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	12,273
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	12,273

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	11,400
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	11,400
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions). . . . .	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	11,400
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				12,273
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only. . . . .				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2011				
a	From 2006. . . . .				
b	From 2007. . . . .				
c	From 2008. . . . . 5,698				
d	From 2009. . . . . 1,122				
e	From 2010. . . . .				
f	Total of lines 3a through e. . . . .	6,820			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 11,400				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d	Applied to 2011 distributable amount. . . . .				11,400
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	873			873
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,947			
b	Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . .				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .				
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a. . . . .	5,947			
10	Analysis of line 9				
a	Excess from 2007. . . .				
b	Excess from 2008. . . . 4,825				
c	Excess from 2009. . . . 1,122				
d	Excess from 2010. . . .				
e	Excess from 2011. . . .				

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

b

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

NONE

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

CHENG-YANG CHANG MD  
807 ASA GRAY DRIVE 401  
ANN ARBOR, MI 48105  
(810) 238-4617

b

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

STUDENTS RECEIVING RECOMENDATIONS FROM THE DEAN OR CHAIRMAN OF THE ARTS DEPARTMENTS FROM SEVERAL COLLEGES/UNIVERSITIES, WILL BE INVITED TO APPLY FOR GRANTS. RECOMENDED STUDENTS WILL BE REQUIRED TO SUBMIT A TRANSCRIPT, A RESUME AND A PERSONAL ESSAY INCLUDING THEIR PURPOSED USE OF THE GRANTS AND TWO WORKS OF THE STUDENT. IN ADDITION EACH RECIPIENT WILL BE REQUIRED TO SUBMIT, WITHIN ONE YEAR AFTER RECEIVING A GRANT, A LETTER FROM ONE OF THEIR INSTRUCTORS/PROFESSORS IN THE FIELD OF ART SETTING FORTH THE STUDENT'S PROGRESS IN THE FIELD.

c

Any submission deadlines

NO SUBMISSION DEADLINES

d

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

RECIPIENTS WILL BE ENTITLED TO USE THE FUNDS IN ANY MANNER THAT MAY DIRECTLY OR INDIRECTLY BENEFIT HIS OR HER STUDY AND DEVELOPMENT IN THE FIELD OF TRADITIONAL CHINESE ART. THE STUDENT WILL BE REQUIRED TO SUBMIT A SHORT STATEMENT AS TO HOW THE GRANT/SCHOLARSHIP WAS USED.

**Part XV** **Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> TIAPEI NAT'L UNIVERSITY OF ART TIAWAN ROC CH	NONE		SCHOLARSHIPS	5,400
TUNG HAI UNIVERSITY CHUNG TIAWAN ROC CH	NONE		SCHOLARSHIPS	3,000
CHINESE CULTURE UNIVER TIAWAN ROC CH	NONE		SCHOLARSHIPS	3,000
<b>Total</b> . . . . .			<b>3a</b>	11,400
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . .			14	6,889	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	23,023	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). .				29,912	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		29,912

[illegible]

## Part XVII

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

[illegible]

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

<b>b</b> If "Yes," complete the following schedule				
<b>(a)</b> Name of organization		<b>(b)</b> Type of organization	<b>(c)</b> Description of relationship	
<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p> <p>***** 2013-08-09 *****</p> <p>Signature of officer or trustee Date Title</p>				
<div style="writing-mode: vertical-rl; transform: rotate(180deg);"> <b>Sign Here</b>   <b>Paid Preparer's Use Only</b> </div>	<div> <div>Preparer's Signature</div> <div>THOMAS K SHADE</div> </div>	<div>Date</div> <div>2013-08-15</div>	<div>Check if self-employed <input checked="" type="checkbox"/></div>	<div>PTIN</div>
	<div>Firm's name</div> <div>LEWIS &amp; KNOPF CPAS</div>	<div>Firm's EIN</div>		<div>Phone no (810) 238-4617</div>
	<div>Firm's address</div> <div>5206 GATEWAY CENTRE SUITE 100 FLINT, MI 48507</div>			

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

TY 2011 Accounting Fees Schedule

**Name:** CHANG FOUNDATION

**EIN:** 38-2796315

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,128	1,128		

TY 2011 Compensation Explanation

**Name:** CHANG FOUNDATION

**EIN:** 38-2796315

Person Name	Explanation
CHENG-YANG CHANG MD	



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

**TY 2011 Gain/Loss from Sale of Other Assets Schedule**

**Name:** CHANG FOUNDATION

**EIN:** 38-2796315

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SEE ATTACHED STATEMENT	2010-07	PURCHASE	2011-11		138,606	122,289			16,317	
ACME PACKET INC	2011-11	PURCHASE	2012-02		2,937	3,484			-547	
ALLERGAN INC	2011-11	PURCHASE	2012-02		8,284	7,989			295	
ARM HOLDING PLC	2011-11	PURCHASE	2012-02		3,730	4,215			-485	
BIOGEN IDEC INC	2011-11	PURCHASE	2012-02		4,155	3,963			192	
CAMERON INTERNATIONAL CRP	2011-11	PURCHASE	2012-02		6,188	5,672			516	
STARWOOD HOTELS & RESORTS	2011-11	PURCHASE	2012-02		6,201	5,484			717	
EMC CORP MASS	2010-09	PURCHASE	2012-02		5,503	4,551			952	
ISHARES TR	2011-12	PURCHASE	2012-01		12,683	9,160			3,523	
ISHARES TR	2011-12	PURCHASE	2012-01		21,109	16,202			4,907	
VANGUARD MSCI EMERGING	2011-12	PURCHASE	2012-01		21,886	24,630			-2,744	
ISHARES	2011-12	PURCHASE	2011-12		12,703	12,396			307	
EXPRESS SCRIPTS	2011-11	PURCHASE	2012-05		4,158	3,809			349	
POLYPORE INTERNATIONALS L INC	2011-11	PURCHASE	2012-05		2,605	3,881			-1,276	

TY 2011 Investments Corporate  
Stock Schedule

Name: CHANG FOUNDATION  
EIN: 38-2796315

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALEXIAN PHARMACEUTICALS INC	6,474	11,440
AMAZON INC	6,932	8,138
APPLE INC	11,109	18,679
BBT & T CORP		
BHP BILLITON LTD SPON ADR		
BORG WARNER		
CATERPILLAR	2,657	3,872
CBRE GROUP INC	3,503	3,866
CELGENE CORP		
CHECKPOINT SOFTWARE		
CHIPOTLE MEXICAN GRILL	5,368	5,081
CITIGROUP INC		
CITRIX SYSTEM	6,247	6,505
COACH INC		
COGNIZANT TECHNOLOGY	9,197	9,086
DISNEY WALT CO.	8,961	10,456
DOLLAR TREE STORES	4,720	5,795
EMC CORP		
GOOGLE INC.	7,891	9,809
IBM CORP		
INTUIT INC		
ISHARES S&P MIDCAP 400 INDEX FD		
ISHARES S&P SM CAP 600 INDEX FD		
ISHARES TR- S&P 500 INDEX		
LAB CORP OF AMER HLDGS		
LULULEMON ATHLETICA	5,101	6,655
MACYS INC		
MICROSOFT CORP		
MONSANTO CO NEW	5,889	7,282
NYSE EURONEXT		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OCCIDENTAL PETRO	4,629	4,733
PERRIGO COMPANY	6,740	8,713
POTASH CORP OF SASKATCHEWAN	3,419	3,039
PRICELINE COM INC	10,815	12,381
QUALCOMM INC	6,799	7,496
ROPER INDS INC NEW		
SCHLUMBERGER LTD	5,446	6,510
TRAVELERS COS INC		
UNION PACIFIC CORP	6,026	7,122
VANGUARD EMERG MKTS STK ETF		
CALAMOS STRATEGIC FUND	18,870	20,340
EATON VANCE TAX ADVANTGD DIV IN FUND	18,794	19,677
EATON VANCE TAX ADVANTGD GLOBAL FUND	22,361	24,725
FIRST TRUST ENHANCE EQUITY INCOME FU	20,136	21,978
JOHN HANCOCK HEDGED EQ & INC FUND	22,223	23,780

**TY 2011 Other Expenses Schedule****Name:** CHANG FOUNDATION**EIN:** 38-2796315

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
TAXES AND LICENSE	20	20		
FOREIGN TAX	4	4		

## TY 2011 Other Professional Fees Schedule

**Name:** CHANG FOUNDATION

**EIN:** 38-2796315

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	2,849	2,849		

## Sales

11/14/11	SOLD 180 SHS BB&T CORP ON 11/08/2011 AT 23.8105 THRU SIDCO / CONVERGEX COMMISSIONS PAID 10.80 EXPENSES PAID 0.08	4,275.01	4,702.36-	427.35-
11/14/11	SOLD 100 SHS BHP BILLITON LTD SPON ADR ON 11/08/2011 AT 79.0708 THRU SIDCO / CONVERGEX COMMISSIONS PAID 6.00 EXPENSES PAID 0.15	7,900.93	8,482.74-	581.81-
11/14/11	SOLD 200 SHS BORG WARNER ON 11/08/2011 AT 70.6002 THRU SIDCO / CONVERGEX COMMISSIONS PAID 12.00 EXPENSES PAID 0.27	14,107.77	10,338.00-	3,769.77
11/14/11	SOLD 155 SHS CATERPILLAR INC ON 11/08/2011 AT 94.6105 THRU SIDCO / CONVERGEX COMMISSIONS PAID 9.30 EXPENSES PAID 0.29	14,655.04	12,410.10-	2,244.94
11/14/11	SOLD 100 SHS CELGENE CORP ON 11/08/2011 AT 64.371 THRU SIDCO / CONVERGEX COMMISSIONS PAID 6.00 EXPENSES PAID 0.13	6,430.97	5,804.12-	626.85
11/14/11	SOLD 200 SHS CITIGROUP INC ON 11/08/2011 AT 30.7725 THRU SIDCO / CONVERGEX COMMISSIONS PAID 12.00 EXPENSES PAID 0.12	6,142.38	9,935.00-	3,792.62-
11/14/11	SOLD 20 SHS COACH INC ON 11/08/2011 AT 64.09 THRU SIDCO / CONVERGEX COMMISSIONS PAID 1.20 EXPENSES PAID 0.03	1,280.57	1,120.20-	160.37
11/14/11	SOLD 90 SHS EMC CORP ON 11/08/2011 AT 24.7502 THRU SIDCO / CONVERGEX COMMISSIONS PAID 5.40 EXPENSES PAID 0.04	2,222.08	1,950.06-	272.02
11/14/11	SOLD 100 SHS IBM CORP ON 11/08/2011 AT 185.9102 THRU SIDCO / CONVERGEX COMMISSIONS PAID 6.00 EXPENSES PAID 0.36	18,584.66	13,226.60-	5,358.06

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# Account Statement

Page 11

Account Number: 1045004750

335

Statement Period: November 01, 2011 Through November 30, 2011

## Transaction Detail ( Continued )

Date	Description	Principal Cash	Income Cash	Cost	Gain / Loss
11/14/11	SOLD 150 SHS INTUIT INC ON 11/08/2011 AT 53.461 THRU SIDCO / CONVERGEX COMMISSIONS PAID 9.00 EXPENSES PAID 0.15	8,010.00		6,805.05-	1,204.95
11/14/11	SOLD 100 SHS LABORATORY CORP OF AMER HLDGS ON 11/08/2011 AT 83.875 THRU SIDCO / CONVERGEX COMMISSIONS PAID 6.00 EXPENSES PAID 0.17	8,381.33		7,650.70-	730.63
11/14/11	SOLD 80 SHS MACYS INC ON 11/08/2011 AT 31.4502 THRU SIDCO / CONVERGEX COMMISSIONS PAID 4.80 EXPENSES PAID 0.05	2,511.17		2,398.72-	112.45
11/14/11	SOLD 120 SHS MICROSOFT CORP ON 11/08/2011 AT 26.7805 THRU SIDCO / CONVERGEX COMMISSIONS PAID 7.20 EXPENSES PAID 0.07	3,206.39		3,164.40-	41.99
11/14/11	SOLD 230 SHS NYSE EURONEXT ON 11/08/2011 AT 27.3205 THRU SIDCO / CONVERGEX COMMISSIONS PAID 13.80 EXPENSES PAID 0.12	6,269.80		6,417.67-	147.87-
11/14/11	SOLD 65 SHS OCCIDENTAL PETROLEUM CORP ON 11/08/2011 AT 98.8903 THRU SIDCO / CONVERGEX COMMISSIONS PAID 3.90 EXPENSES PAID 0.12	6,423.85		5,471.31-	952.54
11/14/11	SOLD 100 SHS ROPER INDS INC NEW ON 11/08/2011 AT 83.7603 THRU SIDCO / CONVERGEX COMMISSIONS PAID 6.00 EXPENSES PAID 0.17	8,369.86		6,501.10-	1,868.76
11/14/11	SOLD 10 SHS SCHLUMBERGER LTD ON 11/08/2011 AT 74.99 THRU SIDCO / CONVERGEX COMMISSIONS PAID 0.60	749.30		605.07-	144.23
11/14/11	SOLD 200 SHS TRAVELERS COS INC ON 11/08/2011 AT 58.4933 THRU SIDCO / CONVERGEX COMMISSIONS PAID 12.00 EXPENSES PAID 0.23	11,686.43		10,250.51-	1,435.92
11/14/11	SOLD 100 SHS CHECK POINT SOFTWARE TECH ADR ON 11/08/2011 AT 58.5902 THRU SIDCO / CONVERGEX COMMISSIONS PAID 6.00	5,853.02		3,509.73-	2,343.29
	NET CASH MANAGEMENT	1,545.79	0.00	1,545.79-	
<b>Total Sales</b>		<b>138,606.35</b>	<b>0.00</b>	<b>122,289.23-</b>	<b>16,317.12</b>
<b>Ending Balance</b>		<b>11,889.23-</b>	<b>11,889.23</b>	<b>245,070.78</b>	<b>16,317.12</b>