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 NOV 1, 2011 , and ending OCT 31, 2012

Name of foundation: CLANNAD FOUNDATION

A Employer identification number: 38-3209484

Number and street (or P O box number if mail is not delivered to street address): 40950 WOODWARD AVENUE

Room/suite: 306

B Telephone number: 248-594-5770

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 2417748.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received	360.			
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18.	18.	18.	Statement 1
	4 Dividends and interest from securities	23070.	23070.	23070.	Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17915.			
	b Gross sales price for all assets on line 6a 352548.				
	7 Capital gain net income (from Part IV, line 2)		17915.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	41363.	41003.	23088.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12000.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees Stmt 3	756.	0.	0.	0.
	17 Interest				
	18 Taxes Stmt 4	365.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13121.	0.	0.	0.
	25 Contributions, gifts, grants paid	147000.			147000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	160121.	0.	0.	147000.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-118758.			
	b **Net investment income** (if negative, enter -0-)		41003.		
	c **Adjusted net income** (if negative, enter -0-)			23088.	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	-4.	12606.	12606.
	2 Savings and temporary cash investments	144679.	115082.	115082.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 5	1348005.	1246234.	2290060.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1492680.	1373922.	2417748.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1083022.	1083022.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	409658.	290900.	
	30 **Total net assets or fund balances**	1492680.	1373922.	
	31 **Total liabilities and net assets/fund balances**	1492680.	1373922.	

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	1492680.
2	Enter amount from Part I, line 27a	2	-118758.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1373922.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1373922.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	See Attached Statements			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	352548.		334633.	17915.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				17915.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	17915.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	-9636.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	124640.	2344514.	.053162
2009	104771.	2172518.	.048226
2008	104500.	3235216.	.032301
2007	128696.	2618362.	.049151
2006	141631.	2813045.	.050348

2 Total of line 1, column (d)	2	.233188
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	.046638
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2307236.
5 Multiply line 4 by line 3	5	107605.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	410.
7 Add lines 5 and 6	7	108015.
8 Enter qualifying distributions from Part XII, line 4	8	294000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	410.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	410.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	410.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 360.		
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	360.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	50.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

			Yes	No
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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	[ ] Yes [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 6		12000.	0.	0.

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	2221277.
b	Average of monthly cash balances		1b	121095.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	2342372.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	2342372.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	35136.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2307236.
6	**Minimum investment return.** Enter 5% of line 5		6	115362.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	115362.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 410.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	410.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	114952.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	114952.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	114952.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	294000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	294000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	410.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	293590.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				114952.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			47734.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 294000.				
a Applied to 2010, but not more than line 2a			47734.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				114952.
e Remaining amount distributed out of corpus	131314.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	131314.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	131314.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011 131314.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

CLANNAD FOUNDATION, 248-594-5770
40950 WOODWARD AVENUE, SUITE 306, BLOOMFIELD HILLS, MI 48304

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

LETTER EXPLAINING PURPOSE AND COPY OF EXEMPT STATUS

c Any submission deadlines

NO

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

NO

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CAMP FEAR ACADEMY 3900 SOUTH COLLEGE ROAD WILMINGTON, NC 28412	NONE	501(c)(3)	EDUCATION	2000.
CENTRAL DETROIT CHRISTIAN 20 GLADSTONE DETROIT, MI 48202	NONE	501(c)(3)	HUMAN SERVICES	3500.
COTS 26 PETERBORO DETROIT, MI 48201	NONE	501(c)(3)	HUMAN SERVICES	4000.
COVENANT HOUSE - MICHIGAN 2959 MARTIN LUTHER KING, JR. BLVD. DETROIT, MI 48208	NONE	501(c)(3)	SHELTER/EDUCATION	2000.
CRANBROOK ACADEMY OF ART P. O. BOX 801 BLOOMFIELD HILLS, MI 48303	NONE	501(c)(3)	EDUCATION	30000.
Total See continuation sheet(s)			▶ 3a	147000.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					18.
4 Dividends and interest from securities			01		23070.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01		
8 Gain or (loss) from sales of assets other than inventory			01		17915.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		0.	41003.

13 Total. Add line 12, columns (b), (d), and (e) 13 41003.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Jeanne H Graham 2/11/13 President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

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

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

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

123622
12-02-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CRANBROOK HORIZONS UPWARD BOUND P. O. BOX 801 BLOOMFIELD HILLS, MI 48303	NONE	501(c)(3)	HUMAN SERVICES	3000.
CROSSROADS OF MI - HEART TO HEART 2424 WEST GRAND BLVD. DETROIT, MI 48208	NONE	501(c)(3)	HUMAN SERVICES	2500.
CYSTIC FIBROSIS FOUDNATION 6931 ARLINGTON ROAD, 2ND FLOOR BETHESDAY, MD 20814	NONE	501(c)(3)	HEALTH CARE	5000.
DETROIT ZOOLOGICAL SOCIETY 8450 W. 10 MILE ROAD ROYAL OAK, MI 48067	NONE	501(c)(3)	HUMANITIES	1500.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	501(c)(3)	HEALTH CARE	5000.
DOMESTIC VIOLENCE SHELTER OF WILMINGTON P. O. BOX 1555 WILMINGTON, NC 28402	NONE	501(c)(3)	HUMAN SERVICES	5000.
FOCUS : HOPE 1355 OAKMAN BOULEVARD DETROIT, MI 48238	NONE	501(c)(3)	HUMAN SERVICES	3000.
FORGOTTEN HARVEST 21455 MELROSE AVE., SUITE 9 SOUTHFIELD, MI 48075	NONE	501(c)(3)	HUMAN SERVICES	6000.
FOUR SEASONS HOSPICE & PALLIATIVE CARE 571 SOUTH ALLEN ROAD FLAT ROCK, NC 28731	NONE	501(c)(3)	HUMAN SERVICES	2000.
FRIENDSHIP CIRCLE 6892 W. MAPLE WEST BLOOMFIELD, MI 48322	NONE	501(c)(3)	HUMAN SERVICES	5000.
Total from continuation sheets				105500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GOOD SHEPHERD MINISTRIES OF WILMINGTON 811 MARTIN STREET WILMINGTON, NC 28401	NONE	501(c)(3)	HUMAN SERVICES	5000.
HAVEN P. O. BOX 431045 PONTIAC, MI 48343	NONE	501(c)(3)	HUMAN SERVICES	4000.
LIGHTHOUSE OF OAKLAND COUNTY 46156 WOODWARD AVENUE PONTIAC, MI 48342	NONE	501(c)(3)	HUMAN SERVICES	5000.
LITTLE BROTHERS-FRIENDS OF THE ELDERLY 527 HANCOCK AVENUE HANCOCK, MI 49930	NONE	501(c)(3)	HUMAN SERVICES	2500.
LITTLE TRAVERSE CONSERVANCY 3264 POWELL ROAD HARBOR SPRINGS, MI 49720	NONE	501(c)(3)	ENVIRONMENT	500.
LIVING ARTS 8701 W. VERNOR, SUITE 202 DETROIT, MI 48209	NONE	501(c)(3)	EDUCATION	2500.
MARINER'S INN 445 LEDYARD STREET DETROIT, MI 48201	NONE	501(c)(3)	HUMAN SERVICES	2000.
MICHIGAN ARCHITECTURAL FOUNDATION 553 EAST JEFFERSON AVENUE DETROIT, MI 48226	NONE	501(c)(3)	EDUCATION	3000.
MICHIGAN HISTORIC PRESERVATION NETWORK 107 E. GRAND RIVER AVENUE LANSING, MI 48906	NONE	501(c)(3)	HUMANITIES	2000.
MICHIGAN NATURE ASSOCIATION 326 E. GRAND RIVER AVENUE WILLIAMSTON, MI 48895	NONE	501(c)(3)	ENVIRONMENT	2000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIGRANT HEALTH PROMOTION 224 W. MICHIGAN AVENUE SALINE, MI 48176	NONE	501(c)(3)	HUMAN SERVICES	2500.
NATURE CONSERVANCY - MICHIGAN 101 E. GRAND RIVER LANSING, MI 48906	NONE	501(c)(3)	ENVIRONMENT	1500.
NATURE CONSERVANCY - NATIONAL 4245 N. FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE	501(c)(3)	ENVIRONMENT	500.
NATURE CONSERVANCY-ARIZONA 1510 EAST FORT LOWELL ROAD TUCSON, AZ 85719	NONE	501(c)(3)	ENVIRONMENT	2000.
NEW HANOVER REGIONAL MEDICAL CENTER P. O. BOX 9025 WILMINGTON, NC 28402	NONE	501(c)(3)	HEALTH CARE	1000.
NORTHERN MICHIGAN HOSPITAL FOUNDATION 3690 CONNABLE AVENUE PETOSKEY, MI 49770	NONE	501(c)(3)	HEALTH CARE	1500.
OAKLAND LITERACY COUNCIL 6239 THORNCREST DRIVE BLOOMFIELD HILLS, MI 48301	NONE	501(c)(3)	EDUCATION	500.
ORGANIZATION FOR BAT CONSERVATION P. O. BOX 801 BLOOMFIELD HILLS, MI 48303	NONE	501(c)(3)	ENVIRONMENT	2500.
PISGAH LEGAL SERVICES P. O. BOX 2276 ASHEVILLE, NC 28802	NONE	501(c)(3)	HUMAN SERVICES	3000.
SALVATION ARMY OF WILMINGTON 820 NORTH SECOND STREET WILMINGTON, NC 28402	NONE	501(c)(3)	HUMAN SERVICES	3000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SIX RIVERS REGIONAL LAND CONSERVANCY P. O. BOX 80902 ROCHESTER, MI 48308	NONE	501(c)(3)	ENVIRONMENT	1000.
ST. DOMINIC OUTREACH CENTER 4835 LINCOLN DETROIT, MI 48208	NONE	501(c)(3)	HUMAN SERVICES	4000.
ST. LUKE CLINIC 124 N. ELM AVENUE JACKSON, MI 49204	NONE	501(c)(3)	HEALTH CARE	2500.
TIP OF THE MITT WATERSHED COUNCIL 426 BAY STREET PETOSKEY, MI 49770	NONE	501(c)(3)	ENVIRONMENT	500.
WILDLIFE RECOVERY ASSOCIATION 531 S. COLEMAN ROAD SHEPHERD, MI 48883	NONE	501(c)(3)	HUMAN SERVICES	500.
WILMINGTON INTERFAITH HOSPITALITY NETWORK 411 NORTH 4TH STREET WILMINGTON, NC 28401	NONE	501(c)(3)	HUMAN SERVICES	4000.
WOMEN'S RESOURCE CENTER OF NORTHERN MIGHIGAN 423 PORTER STREET PETOSKEY, MI 49770	NONE	501(c)(3)	HUMAN SERVICES	3000.
FURNITURE BANK OF SOUTHEASTERN MICHIGAN 333 N. PERRY STREET PONTIAC, MI 48342	NONE	501(c)(3)	HUMAN SERVICES	2000.
THE GREENING OF DETROIT 1418 MICHIGAN AVENUE DETROIT, MI 48216	NONE	501(c)(3)	ENVIRONMENT	3500.
Total from continuation sheets				

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	1,400 SHS ABB LTD SPONS ADR	P	06/20/07	05/11/12
b	700 SHS AECOM TECHNOLOGY	P	05/11/09	02/03/12
c	200 SHS AGNICO EAGLE MINES	P	04/12/10	01/04/12
d	400 SHS CENTRAL FUND CANADA	P	11/15/11	04/30/12
e	200 SHS COACH	P	02/02/11	07/31/12
f	200 SHS COGNIZANT TECHNOLOGY	P	06/07/11	07/02/12
g	150 SHS COGNIZANT TECHNOLOGY	P	09/01/11	07/02/12
h	400 SHS CONOCOPHILLIPS	P	10/29/09	04/16/12
i	1,200 SHS CORNING	P	09/08/09	01/30/12
j	200 SHS DEERE	P	07/05/11	09/11/12
k	50 SHS DEERE	P	11/15/11	09/11/12
l	200 SHS HAWAIIAN ELECTRIC	P	04/22/99	02/24/12
m	400 SHS HAWAIIAN ELECTRIC	P	04/22/99	07/19/12
n	300 SHS KELLOGG	P	07/29/10	11/16/11
o	200 SHS KRAFT FOODS	P	05/19/10	09/18/12

	(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	24240.		30070.	-5830.
b	16065.		19454.	-3389.
c	7142.		11844.	-4702.
d	8376.		9439.	-1063.
e	11808.		10557.	1251.
f	11511.		15046.	-3535.
g	8634.		9768.	-1134.
h	29562.		20171.	9391.
i	15744.		19403.	-3659.
j	15352.		16302.	-950.
k	3838.		3697.	141.
l	5052.		3583.	1469.
m	11512.		7166.	4346.
n	14883.		15309.	-426.
o	7989.		7011.	978.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-5830.
b				-3389.
c				-4702.
d				** -1063.
e				** 1251.
f				-3535.
g				** -1134.
h				9391.
i				-3659.
j				-950.
k				** 141.
l				1469.
m				4346.
n				-426.
o				978.

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

123591
05-01-11

** (Short-term)

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	300 SHS LIBERTY GLOBAL	P	03/11/11	06/14/12
b	350 SHS LIFE TECHNOLOGIES	P	12/31/10	12/01/11
c	200 SHS MARKET VECTORS BRAZIL	P	11/19/10	12/22/11
d	150 SHS MARKET VECTORS GOLD MINERS	P	05/02/11	03/26/12
e	100 SHS NATIONAL-OILWELL VARCO	P	11/19/04	03/15/12
f	400 SHS NETAPP	P	12/08/11	05/31/12
g	250 SHS NEWMONT MINING	P	02/12/09	03/19/12
h	200 SHS NUANCE COMMUNICATIONS	P	02/02/11	02/24/12
i	100 SHS NUANCE COMMUNICATIONS	P	03/11/11	02/24/12
j	800 SHS NUANCE COMMUNICATIONS	P	10/26/10	06/15/12
k	300 SHS O'REILLY AUTOMOTIVE	P	03/31/11	09/19/12
l	100 SHS PLAINS ALL AMERICAN	P	01/24/02	03/15/12
m	50 SHS ROPER INDUSTRIES	P	02/05/10	04/30/12
n	200 SHS TEREX	P	09/07/11	02/24/12
o	700 SHS TEREX	P	01/23/09	03/02/12

	(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	13423.		12449.	974.
b	13052.		19463.	-6411.
c	8234.		11519.	-3285.
d	7459.		9140.	-1681.
e	7970.		3792.	4178.
f	11507.		15168.	-3661.
g	13492.		10392.	3100.
h	5138.		4018.	1120.
i	2569.		1745.	824.
j	16617.		12215.	4402.
k	24279.		17694.	6585.
l	7968.		2592.	5376.
m	4998.		2575.	2423.
n	5240.		3142.	2098.
o	18150.		9909.	8241.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				974.
b				** -6411.
c				-3285.
d				** -1681.
e				4178.
f				** -3661.
g				3100.
h				1120.
i				** 824.
j				4402.
k				6585.
l				5376.
m				2423.
n				** 2098.
o				8241.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

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

123591
05-01-11

** (Short-term)

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	Capital Gains Dividends			
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	744.			744.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				744.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	17915.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	-9636.

123591
05-01-11

** (Short-term)

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
JP MORGAN CHECKING ACCOUNT	8.
JP MORGAN SAVINGS	10.
Total to Form 990-PF, Part I, line 3, Column A	18.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
ABB LTD SPON ADR	984.	0.	984.
ABBOTT LABS	288.	0.	288.
AGNICO EAGLE MINES	32.	0.	32.
AMERICAN EXPRESS	120.	0.	120.
APPLE	66.	0.	66.
BAXTER INTERNATIONAL	582.	0.	582.
COACH	150.	0.	150.
COLUMBIA FS SER TR II	5.	0.	5.
CONOCOPHILLIPS	528.	0.	528.
CORNING	90.	0.	90.
CVS/CAREMARK	214.	0.	214.
DEERE & CO	415.	0.	415.
DEVON ENERGY	154.	0.	154.
GENERAL ELECTRIC	816.	0.	816.
HAWAIIAN ELEC INDS	2728.	0.	2728.
ISHARES BARCLAYS TIPS BOND FUND	251.	0.	251.
JP MORGAN CHASE	575.	0.	575.
JP MORGAN CHASE CAP XI	587.	0.	587.
JP MORGAN CHASE SHORT DURATION BOND FUND	705.	90.	615.
JP MORGAN CHASE STRATEGIC INCOME OPPORTUNITIES FUND	2262.	654.	1608.
KRAFT FOODS	870.	0.	870.
MARATHON PETROLEUM	340.	0.	340.
MARKET VECTORS BRAZIL SMALL CAP	22.	0.	22.
MCDONALDS	840.	0.	840.
MERCK & CO	1512.	0.	1512.
MICROSOFT	880.	0.	880.
NATIONAL OILWELL VARCO	108.	0.	108.
NEWMONT MINING	175.	0.	175.
PEPSICO	842.	0.	842.
PLAINS ALL AMERICAN	2680.	0.	2680.
PNC FINANCIAL SERVICES	240.	0.	240.
PROCTER & GAMBLE	870.	0.	870.
QUALCOMM	351.	0.	351.

ROPER INDUSTRIES	179.	0.	179.
SCHLUMBERGER	215.	0.	215.
SCOUT INTERNATIONAL	243.	0.	243.
SPDR GOLD	570.	0.	570.
ST. JUDE MEDICAL	138.	0.	138.
UNION PACIFIC	600.	0.	600.
US BANCORP	497.	0.	497.
WEYERHAUSER	90.	0.	90.
Total to Fm 990-PF, Part I, ln 4	23814.	744.	23070.

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADR FEES	14.	0.	0.	0.
JP MORGAN CUSTODY FEES	742.	0.	0.	0.
To Form 990-PF, Pg 1, ln 16c	756.	0.	0.	0.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAX PAID	5.	0.	0.	0.
ESTIMATED TAX PAYMENTS	360.	0.	0.	0.
To Form 990-PF, Pg 1, ln 18	365.	0.	0.	0.

Form 990-PF Other Investments Statement 5

Description	Valuation Method	Book Value	Fair Market Value
SECURITIES	COST	1246234.	2290060.
Total to Form 990-PF, Part II, line 13		1246234.	2290060.

Form 990-PF | Part VIII - List of Officers, Directors Trustees and Foundation Managers | Statement 6

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
JEANNE H. GRAHAM 3103 N. ADAMS ROAD BLOOMFIELD HILLS, MI 48304	PRESIDENT/TREASURER 5.00	0.	0.	0.
RALPH A. GRAHAM 3103 N. ADAMS ROAD BLOOMFIELD HILLS, MI 48304	EXECUTIVE VICE PRESIDENT 5.00	0.	0.	0.
WILLIAM A. GRAHAM 6005 FOREST CREEK CIRCLE WILMINGTON, NC 28043	DIRECTOR 15.00	6000.	0.	0.
ANNIE WEST GRAHAM 6005 FOREST CREEK CIRCLE WILMINGTON, NC 28043	RECORDING SECRETARY 15.00	6000.	0.	0.
DAVID LAUGHLIN 545 MADISON AVENUE NEW YORK, NY 10022	VICE PRESIDENT 0.00	0.	0.	0.
JAMES H. LOPRETE 40950 WOODWARD AVENUE, SUITE 306 BLOOMFIELD HILLS, MI 48304	SECRETARY 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		12000.	0.	0.