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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

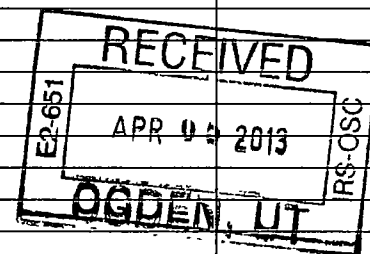
OMB No 1545-0052

2011**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements**For calendar year 2011 or tax year beginning****12/01, 2011, and ending****11/30, 2012**

Name of foundation THE EUGENE APPLEBAUM FAMILY FOUNDATION		A Employer identification number 38-2782955
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (248) 593-8840
39400 WOODWARD AVENUE 100		
City or town, state, and ZIP code BLOOMFIELD HILLS, MI 48304		
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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 ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 63,966.	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 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)	2,447,841.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	90.	90.	90.	ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	2,447,931.	90.	90.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 2	4,225.	2,113.	2,113.	2,112.
c Other professional fees (attach schedule) *	24,067.	12,034.	12,034.	12,033.
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4	415.	208.	208.	207.
24 Total operating and administrative expenses. Add lines 13 through 23	28,707.	14,355.	14,355.	14,352.
25 Contributions, gifts, grants paid	2,959,947.			2,959,947.
26 Total expenses and disbursements Add lines 24 and 25	2,988,654.	14,355.	14,355.	2,974,299.
27 Subtract line 26 from line 12	-540,723.			
a Excess of revenue over expenses and disbursements		0		
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)			0	



For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	-1,004,288.	63,966.	63,966.
	2 Savings and temporary cash investments	1,767,218.		
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule), . .			
	b Investments - corporate stock (attach schedule)			
	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)	762,930.	63,966.	63,966.	
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 ▶ ☐			
	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 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 . .	762,930.	63,966.		
30 Total net assets or fund balances (see instructions)	762,930.	63,966.		
31 Total liabilities and net assets/fund balances (see instructions)	762,930.	63,966.		

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	762,930.
2 Enter amount from Part I, line 27a	2	-540,723.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 5	3	2.
4 Add lines 1, 2, and 3	4	222,209.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 6	5	158,243.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	63,966.

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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					
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					
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) { 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) (see instructions) If (loss), enter -0- in Part I, line 8			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 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	1,575,916.	1,741,458.	0.904941
2009	4,412,083.	4,369,681.	1.009704
2008	614,918.	6,167,121.	0.099709
2007	3,915,008.	10,931,948.	0.358125
2006	4,467,532.	9,451,503.	0.472680
2 Total of line 1, column (d)			2 2.845159
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 0.569032
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 612,442.
5 Multiply line 4 by line 3			5 348,499.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 348,499.
8 Enter qualifying distributions from Part XII, line 4 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			8 2,974,299.

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

1 a. Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	0
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	0
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	0
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6 a	61,700.	
b Exempt foreign organizations - tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	61,700.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	61,700.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 61,700. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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?		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?		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses ATTACHMENT 7	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of PAMELA A. APPLEBAUM Telephone no 248-593-8840 Located at 39400 WOODWARD AVENUE #100, BLOOMFIELD HILLS, MI 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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b N/A		
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 N/A		
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) 2b N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here N/A		
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) 3b N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b X		

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7b

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		0	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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 MAYO FOUNDATION	
	660,000.
2 JEWISH FEDERATION OF METRO DETROIT	
	411,742.
3 DETROIT INSTITUTE OF ARTS	
	400,000.
4 BEAUMONT FOUNDATION	
	301,000.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

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	
b	Average of monthly cash balances	1b	621,769.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	621,769.
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	621,769.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,327.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	612,442.
6	Minimum investment return. Enter 5% of line 5	6	30,622.

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	30,622.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30,622.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	30,622.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	30,622.

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	2,974,299.
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	2,974,299.
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 instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,974,299.

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.

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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				30,622.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 4,016,240.				
b From 2007 3,372,941.				
c From 2008 307,885.				
d From 2009 4,196,613.				
e From 2010 1,489,925.				
f Total of lines 3a through e	13,383,604.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,974,299.				
a Applied to 2010, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				30,622.
e Remaining amount distributed out of corpus . .	2,943,677.			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,327,281.			
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	4,016,240.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	12,311,041.			
10 Analysis of line 9				
a Excess from 2007 . . . 3,372,941.				
b Excess from 2008 . . . 307,885.				
c Excess from 2009 . . . 4,196,613.				
d Excess from 2010 . . . 1,489,925.				
e Excess from 2011 . . . 2,943,677.				

Form 990-PF (2011)

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

NOT APPLICABLE

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)

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

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 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))

SEE STATEMENT

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

N/A

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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
<i>a Paid during the year</i>				
ATTACHMENT 9				
Total			3a	2,959,947.
<i>b Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.

N/A

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number

38-2782955

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number
38-2782955**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PAMELA A. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 2,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 3,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 583.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 3,600.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number
38-2782955**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 3,158.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
8	EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 600,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
9	EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 600,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
10	EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 600,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
11	EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	\$ 600,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number

38-2782955

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization THE EUGENE APPLEBAUM FAMILY FOUNDATION

Employer identification number

38-2782955

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
GOLDMAN SACHS BROKERAGE - INTEREST	9.	9.	9.
GOLDMAN SACHS TACTICAL - DIVIDENDS	81.	81.	81.
TOTAL	<u>90.</u>	<u>90.</u>	<u>90.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS - PREP	4,225.	2,113.	2,113.	2,112.
TOTALS	4,225.	2,113.	2,113.	2,112.

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GOLDMAN SACHS	67.	34.	34.	33.
ARBOR INVESTMENT GROUP	24,000.	12,000.	12,000.	12,000.
TOTALS	<u>24,067.</u>	<u>12,034.</u>	<u>12,034.</u>	<u>12,033.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
COMERICA BANK FEES	415.	208.	208.	207.
TOTALS	415.	208.	208.	207.

ATTACHMENT 5FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING

2.

TOTAL

2.

ATTACHMENT 6FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

WRITE OFF OF GOLDMAN SACHS INVESTMENT

158,243.

TOTAL

158,243.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORSATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
PAMELA A. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	05/15/2012	30,000.
LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	12/27/2011	2,500.
LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	02/17/2012	3,000.
LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	04/17/2012	5,000.
LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	05/18/2012	583.
LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	06/29/2012	3,600.
LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	08/16/2012	3,158.
EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	01/03/2012	600,000.

CONT'D ON NEXT PAGE

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORSATTACHMENT 7 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	06/04/2012	600,000.
EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	09/04/2012	600,000.
TOTAL CONTRIBUTION AMOUNTS		<u>1,847,841.</u>

THE EUGENE APPLEBAUM FAMILY FOUNDATION

38-2782955

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
EUGENE APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	PRESIDENT <i>PART-TIME</i>	0	0	0	0
MARCIA APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	V. PRESIDENT <i>PART-TIME</i>	0	0	0	0
LISA S. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	SECRETARY <i>PART-TIME</i>	0	0	0	0
PAMELA A. APPLEBAUM 39400 WOODWARD AVENUE, SUITE 100 BLOOMFIELD HILLS, MI 48304	TREASURER <i>PART-TIME</i>	0	0	0	0
GRAND TOTALS		0	0	0	0

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	N/A		GENERAL PURPOSE GRANT	2,959,947.
	501 (C) (3)			
			TOTAL CONTRIBUTIONS PAID	2,959,947.

FEDERAL FOOTNOTES

PAGE 2 BALANCE SHEET COLUMN C

THIS FOUNDATION HOLDS THE REMAINDER INTEREST IN THE EUGENE APPLEBAUM
CHARITABLE REMAINDER TRUST EIN: 38-3228858

Eugene Applebaum Family Foundation

Contributions for year ending 11/30/12

Foundation Fund

A Einstein College of Medicine	1300 Morris Park Avenue New York, NY 10461	Unrelated	Sec 501(c)(3)	Education & Research	1,000
American Friends of Israel Museum	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	10,000
American Friends of Israel Museum	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	205,000
American Friends of Reuth	545 Madison Ave 6th FL New York, NY 10022	Unrelated	Sec 501(c)(3)	Education & Research	500
American Red Cross	PO Box 4002018 Des Moines, IA 50340-2018	Unrelated	Sec 501(c)(3)	Education & Research	1,000
Artsserve Michigan	1 Clover Court Wixom, MI 48393	Unrelated	Sec 501(c)(3)	Education & Research	100
Beaumont Foundation	3711 W 13 Mile Rd Royal Oak, MI 48073	Unrelated	Sec 501(c)(3)	Education & Research	1,000
Beaumont Foundation	3711 W 13 Mile Rd Royal Oak, MI 48073	Unrelated	Sec 501(c)(3)	Education & Research	300,000
Capuchin Soup Kitchen-SOCK	1840 Mt Elliott Detroit, MI 48207	Unrelated	Sec 501(c)(3)	Education & Research	500
Cheder Lubavitch	5201 Howard St Skokie, IL 60077	Unrelated	Sec 501(c)(3)	Education & Research	500
College for Creative Studies	201 E Kirby Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	20,000
College for Creative Studies	201 E Kirby Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	20,000

Congregation Shaarey Zedek	27375 Bell Rd Southfield, MI 48037	Unrelated	Sec 501(c)(3)	Education & Research	540
Congregation Shaarey Zedek	27375 Bell Rd Southfield, MI 48037	Unrelated	Sec 501(c)(3)	Education & Research	25
Congregation Shaarey Zedek	27375 Bell Rd Southfield, MI 48037	Unrelated	Sec 501(c)(3)	Education & Research	50
Congregation Shaarey Zedek	27375 Bell Rd Southfield, MI 48037	Unrelated	Sec 501(c)(3)	Education & Research	5,000
Congregation Shaarey Zedek	27375 Bell Rd Southfield, MI 48037	Unrelated	Sec 501(c)(3)	Education & Research	20
Cornerstone School Partnership	6861 E Nevada Detroit, MI 48234	Unrelated	Sec 501(c)(3)	Education & Research	1,000
Cranbrook Schools and Academy	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	25,000
Cranbrook Schools and Academy	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	5,000
Cranbrook Schools and Academy	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	25,000
Cranbrook Schools and Academy	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	5,000
David Horodoker Organization	6953 Candlewood Trail W Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	565
Detroit Historical Society	5401 Woodward Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	20,000
Detroit Institute Of Arts	5200 Woodward Ave Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	400,000
Detroit Jewish News	29200 Northwestern Hwy, Suite 110 Southfield, MI 48034	Unrelated	Sec 501(c)(3)	Education & Research	575

Detroit Jewish News	29200 Northwestern Hwy, Suite 110 Southfield, MI 48034	Unrelated	Sec 501(c)(3)	Education & Research	12,500
Detroit Jewish News	29200 Northwestern Hwy, Suite 110 Southfield, MI 48034	Unrelated	Sec 501(c)(3)	Education & Research	12,500
Detroit Public TV	1 Clover Court Wixom, MI 48393-3900	Unrelated	Sec 501(c)(3)	Education & Research	10,000
Detroit Public TV	1 Clover Court Wixom, MI 48393-3900	Unrelated	Sec 501(c)(3)	Education & Research	10,000
Detroit Symphony Orchestra	3711 Woodward Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	70
Detroit Symphony Orchestra	3711 Woodward Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	10,000
Detroit Symphony Orchestra	3711 Woodward Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	25,000
Detroit Zoological Society	8450 W Ten Mile Road Royal Oak, MI 48067	Unrelated	Sec 501(c)(3)	Education & Research	1,250
Epilepsy Foundation GLA	5777 W Century Blv., Ste 820 Los Angeles, CA 90045	Unrelated	Sec 501(c)(3)	Education & Research	200
Hebrew Charter School Center	6 East 39th Street, 10th Floor New York, NY 10016	Unrelated	Sec 501(c)(3)	Education & Research	100,000
Am Friends of Hebrew University Hadassah Med	500 N Michigan Ave, Suite 1530 Chicago, IL 60611	Unrelated	Sec 501(c)(3)	Education & Research	50
Hermelin Brain Tumor Center - Henry Ford Hosp	2779 W Grand Blvd Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	1,000
Hillel Day School	32200 Middlebelt Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	1,800
Hillel Day School	32200 Middlebelt Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	20

Hillel of Metro Detroit	5221 Gulien Mall #667 Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	3,000
Holocaust Memorial Center	28123 Orchard Lake Rd Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	360
Holocaust Memorial Center	28123 Orchard Lake Rd Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	1,800
Janice Charach Gallery	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	1,000
JARC	30301 Northwestern Hwy, Ste 100 Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	20,000
JARC	30301 Northwestern Hwy, Ste 100 Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	25
Jewish Council For Public Affairs	PO Box 1415 New York, NY 10156-1415	Unrelated	Sec 501(c)(3)	Education & Research	1,000
Jewish Community Center of Metro Detroit	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	25,000
Jewish Community Center of Metro Detroit	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	5,000
Jewish Communal Fund	575 Madison Ave, Suite 703 New York, NY 10022	Unrelated	Sec 501(c)(3)	Education & Research	100
Jewish Ensemble Theatre	6600 West Maple West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	500
Jewish Federation of Metro Det	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	30,000
Jewish Federation of Metro Det	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	25
Jewish Federation of Metro Det	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	200,000

Jewish Federation of Metro Det	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	166,667
Jewish Federation of Palm Beach	4601 Community Drive West Palm Beach, FL 33417	Unrelated	Sec 501(c)(3)	Education & Research	20,000
Jewish Hospice & Chaplincy Net	6555 W Maple Road W Bloomfield Township, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	100
Jewish Senior Life	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	250
Jewish Senior Life	6600 W Maple Road West Bloomfield, MI 48322	Unrelated	Sec 501(c)(3)	Education & Research	750
Jewish Theological Seminary	6735 Telegraph Road, #310 Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	1,800
Jewish Theological Seminary	6735 Telegraph Road, #310 Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	360
Jewish Theological Seminary	6735 Telegraph Road, #310 Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	340
Kadima Center	15999 W Twelve Mile Road Southfield, MI 48076	Unrelated	Sec 501(c)(3)	Education & Research	5,000
Karmanos Cancer Institute	110 E Warren Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	1,000
Karmanos Cancer Institute	110 E Warren Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	1,000
Karmanos Cancer Institute	110 E Warren Ave Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	1,500
Kravis Center for the Performing Arts	701 Okeechobee Blvd. West Palm Beach, FL 33401	Unrelated	Sec 501(c)(3)	Education & Research	10,000

Kulanu	165 West End Ave 3R New York, NY 10023	Unrelated	Sec 501(c)(3)	Education & Research	250
Lighthouse PATH	46156 Woodward Ave Pontiac, MI 48342	Unrelated	Sec 501(c)(3)	Education & Research	250
Mayo Foundation	200 First Street SW Rochester, MN 55905	Unrelated	Sec 501(c)(3)	Education & Research	600,000
Mayo Foundation	200 First Street SW Rochester, MN 55905	Unrelated	Sec 501(c)(3)	Education & Research	60,000
Michigan Jewish Sports Foundat	2000 E Oakley Park Road, #1-4 Commerce Twp , MI 48390	Unrelated	Sec 501(c)(3)	Education & Research	250
Michigan Jewish Sports Foundat	2000 E Oakley Park Road, #1-4 Commerce Twp , MI 48390	Unrelated	Sec 501(c)(3)	Education & Research	250
Michigan Opera Theatre	1526 Broadway Detroit, MI 48226	Unrelated	Sec 501(c)(3)	Education & Research	250
Michigan Opera Theatre	1526 Broadway Detroit, MI 48226	Unrelated	Sec 501(c)(3)	Education & Research	10,000
MS Bike 2012	21311 Civic Center Drive Southfield, MI 48076	Unrelated	Sec 501(c)(3)	Education & Research	100
Myelin Repair Foundation	18809 Cox Avenue, Ste 190 Saratoga, CA 95070	Unrelated	Sec 501(c)(3)	Education & Research	10,000
Nancy Davis Found for MS	1801 Avenue of the Stars, Ste 1400 Los Angeles, CA 90067	Unrelated	Sec 501(c)(3)	Education & Research	2,000
National Museum of Am. Jew History	101 South Independence Mall East Philadelphia, PA 19106	Unrelated	Sec 501(c)(3)	Education & Research	10,000
Old Newsboy's Goodfellow Fund	PO Box 44444 Detroit, MI 48244	Unrelated	Sec 501(c)(3)	Education & Research	1,000
ORT America Michigan Region	6735 Telegraph Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	250

Palm Beach Civic Association	139 N County Rd, Ste 33 Palm Beach, FL 33480	Unrelated	Sec 501(c)(3)	Education & Research	500
Palm Beach Country Club Founda	760 N Ocean Boulevard Palm Beach, FL 33480	Unrelated	Sec 501(c)(3)	Education & Research	1,000
Racquet Up Detroit	PO Box 11404 Detroit, MI 48211	Unrelated	Sec 501(c)(3)	Education & Research	1,000
Tamarack Camps	6735 Telegraph Ste 310 Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	500
Temple Beth El	7400 Telegraph Road Bloomfield Hills, MI 48301	Unrelated	Sec 501(c)(3)	Education & Research	50
Temple Israel	5725 Walnut Lake Road West Bloomfield Township, MI 48323	Unrelated	Sec 501(c)(3)	Education & Research	500
Temple Jacob	PO Box 273 Hancock, MI 49930	Unrelated	Sec 501(c)(3)	Education & Research	250
The Areivim Philanthropic Group	6 E 39th St, Floor 10 New York, NY 10016-0112	Unrelated	Sec 501(c)(3)	Education & Research	50,000
The Perlman Music Program	19 West 69th Street, Ste 304 New York, NY 10023	Unrelated	Sec 501(c)(3)	Education & Research	1,000
The Society of the Four Arts	2 Four Arts Plaza Palm Beach, FL 33480	Unrelated	Sec 501(c)(3)	Education & Research	1,000
The Town School	540 E 76th St New York, NY 10021	Unrelated	Sec 501(c)(3)	Education & Research	20,000
United Jewish Foundation	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	50
University Cultural Center Association	3939 Woodward, Suite 100 Detroit, MI 48201	Unrelated	Sec 501(c)(3)	Education & Research	10,000
University of Michigan	9000 Wolverine Tower Ann Arbor, MI 48109	Unrelated	Sec 501(c)(3)	Education & Research	150,000

Wayne State University	4200 Faculty/Administration Bldg Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	50,000
Wayne State University	4200 Faculty/Administration Bldg Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	150,000
Wayne State University	4200 Faculty/Administration Bldg Detroit, MI 48202	Unrelated	Sec 501(c)(3)	Education & Research	25
Yad Ezra	2850 W 11 Mile Berkley, MI 48072	Unrelated	Sec 501(c)(3)	Education & Research	7,500
Yad Ezra	2850 W 11 Mile Berkley, MI 48072	Unrelated	Sec 501(c)(3)	Education & Research	7,500
Yeshiva Beth Yehudah	15751 West Lincoln Dr Southfield, MI 48076	Unrelated	Sec 501(c)(3)	Education & Research	10,000
Yeshiva Beth Yehudah	15751 West Lincoln Dr Southfield, MI 48076	Unrelated	Sec 501(c)(3)	Education & Research	25,000
ZERO-The Project to End Prostate Cancer	10 G Street NE, Ste 601 Washington, DC 20002	Unrelated	Sec 501(c)(3)	Education & Research	10,000

2,918,817

Marcia Applebaum Fund

Lisa Applebaum Fund

92nd Street Y	1395 Lexington Manhattan, NY 10128	Unrelated	Sec 501(c)(3)	Education & Research	3,000
92nd Street Y	1395 Lexington Manhattan, NY 10128	Unrelated	Sec 501(c)(3)	Education & Research	3,600
A Einstein College of Medicine	1300 Morris Park Avenue New York, NY 10461	Unrelated	Sec 501(c)(3)	Education & Research	1,000
American Friends of Israel Museum	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	2,500
American Friends of Israel Museum	500 Fifth Ave Ste 2540 New York, NY 10110	Unrelated	Sec 501(c)(3)	Education & Research	2,500
Brooklyn Museum	200 Eastern Parkway Brooklyn, NY 11238-6052	Unrelated	Sec 501(c)(3)	Education & Research	1,500
Ilene Ross Joseph Memorial Fund	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	50
Randall's Island Park Alliance	20 Randall's Island Park New York, NY 10035	Unrelated	Sec 501(c)(3)	Education & Research	1,000
The New 42nd Park Alliance	229 W 42nd Street New York, NY 10036	Unrelated	Sec 501(c)(3)	Education & Research	1,200
					16,350

Pamela Applebaum Fund

Beaumont Foundation	3711 W 13 Mile Rd Royal Oak, MI 48073	Unrelated	Sec 501(c)(3)	Education & Research	5,000
Beaumont Foundation	3711 W 13 Mile Rd Royal Oak, MI 48073	Unrelated	Sec 501(c)(3)	Education & Research	100
Congregation Shaarey Zedek	27375 Bell Rd Southfield, MI 48037	Unrelated	Sec 501(c)(3)	Education & Research	20
Congregation Shaarey Zedek	27375 Bell Rd Southfield, MI 48037	Unrelated	Sec 501(c)(3)	Education & Research	250
Cranbrook Schools and Academy	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	1,000
Cranbrook Schools and Academy	PO Box 801 Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	1,000
Hillel Day School	32200 Middlebelt Farmington Hills, MI 48334	Unrelated	Sec 501(c)(3)	Education & Research	2,000
Jewish Federation of Metro Det	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	15,000
Jewish Federation of Metro Det	6735 Telegraph Bloomfield Hills, MI 48303	Unrelated	Sec 501(c)(3)	Education & Research	50
Sisterhood Congregation Zedek	27375 Bell Rd Southfield, MI 48037	Unrelated	Sec 501(c)(3)	Education & Research	360

24,780

GRAND TOTAL ALL CONTRIBUTIONS

2,959,947