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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation TWO SEVEN OH INC		A Employer identification number 20-5576623	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1725		B Telephone number (see instructions) (313) 965-8300	
City or town, state, and ZIP code BIRMINGHAM, MI 480121725		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 ☒ 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) ☒ \$ 16,139,544		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u> </u> (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 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8	8		
	4 Dividends and interest from securities.	610,635	610,635		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	9,610			
	b Gross sales price for all assets on line 6a <u>2,278,632</u>				
	7 Capital gain net income (from Part IV , line 2)		9,610		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	620,253	620,253		
	13 Compensation of officers, directors, trustees, etc	12,000	6,000		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	6,577	3,289		0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	18,543	8,057		10,467
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,115	459		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	79	0		0
	22 Printing and publications	125	0		0
	23 Other expenses (attach schedule)	1,260	30		0
	24 Total operating and administrative expenses. Add lines 13 through 23	44,699	17,835		10,467
	25 Contributions, gifts, grants paid	895,250			895,250
	26 Total expenses and disbursements. Add lines 24 and 25	939,949	17,835		905,717
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-319,696			
	b Net investment income (if negative, enter -0-)		602,418		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	60,414	1,820	1,820
	2	Savings and temporary cash investments	137,088	145,433	145,433
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	4,388,300	 4,458,300	5,061,808
	b	Investments—corporate stock (attach schedule)	4,280,879	 3,930,804	2,504,276
	c	Investments—corporate bonds (attach schedule).	1,807,025	 1,485,851	1,642,564
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	 40,339	40,339
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	 6,432,000	 6,624,000	 6,743,304
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,105,706	16,686,547	16,139,544
	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 ▶ _____)	 399	 459	
	23	Total liabilities (add lines 17 through 22)	399	459	
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	18,000,000	18,000,000	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-894,693	-1,313,912	
	30	Total net assets or fund balances (see page 17 of the instructions)	17,105,307	16,686,088	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,105,706	16,686,547	

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	17,105,307
2	Enter amount from Part I, line 27a	2	-319,696
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	16,785,611
5	Decreases not included in line 2 (itemize) ▶  _____	5	99,523
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,686,088

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)
1 a	MORGAN STANLEY	P		
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 2,278,632		2,269,022	9,610
b			
c			
d			
e			

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			9,610
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	9,610
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,195,359	16,248,035	0 073569
2010	959,197	16,617,803	0 057721
2009	865,525	16,052,192	0 053919
2008	811,107	17,175,120	0 047226
2007	632,916	18,171,595	0 034830

2 Total of line 1, column (d).	2	0 267265
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 053453
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	15,832,786
5 Multiply line 4 by line 3.	5	846,310
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	6,024
7 Add lines 5 and 6.	7	852,334
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	905,717

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	6,024
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	0
3		Add lines 1 and 2.		3	6,024
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	6,024
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,640	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	5,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	11,640
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	4
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	5,612
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 5,612	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 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? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MI _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶JOSEPH A BONVENTRE ESQ Telephone no ▶(313) 965-8300 Located at ▶500 WOODWARD AVENUE SUITE 3500 DETROIT MI ZIP +4 ▶48226			
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 2012, 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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☒ 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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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 2012?.	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a

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

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

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

Yes

No

b

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

5b

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

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

7b

Part VIII

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

1

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

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

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

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the 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	15,812,175
b	Average of monthly cash balances.	1b	261,719
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	16,073,894
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	16,073,894
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	241,108
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,832,786
6	Minimum investment return. Enter 5% of line 5.	6	791,639

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	791,639
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	6,024
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,024
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	785,615
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	785,615
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	785,615

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	905,717
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	905,717
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	6,024
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	899,693
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				785,615
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				313,961
f Total of lines 3a through e.	313,961			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 905,717				
a Applied to 2011, but not more than line 2a			0	
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 2012 distributable amount.				785,615
e Remaining amount distributed out of corpus	120,102			
5 Excess distributions carryover applied to 2012 (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	434,063			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	434,063			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				313,961
e Excess from 2012. . . .				120,102

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

LYNN MORAN

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

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	895,250
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	8	
4	Dividends and interest from securities. . . .			14	610,635	
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.					
8	Gain or (loss) from sales of assets other than inventory			18	9,610	
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		620,253	0
13	Total. Add line 12, columns (b), (d), and (e).			13	620,253	

[illegible]

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)	No
(2) Other assets.	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No

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.

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

* * * * *

2013-07-29

* * * * *

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 P00451438
JOSEPH A BONVENTRE	JOSEPH A BONVENTRE			
Firm's name ☒	CLARK HILL PLC		Firm's EIN ☒ 38-0425840	
	500 WOODWARD AVE SUITE 3500			
Firm's address ☒	DETROIT, MI 48226		Phone no (313) 965-8300	

Form 990PF Part VIII Line 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
LYNN MORAN	PRESIDENT 10 00	0	0	0
2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326				
LYNN MORAN	SECRETARY 3 00	0	0	0
2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326				
LYNN MORAN	TREASURER 2 00	0	0	0
2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326				
KATHERINE LYNN MORAN	TRUSTEE 2 00	0	0	0
2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326				
AMANDA ANN MORAN	TRUSTEE 2 00	0	0	0
2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326				
MADISON DIANNE MORAN	TRUSTEE 2 00	0	0	0
2825 UNIVERSITY DRIVE AUBURN HILLS, MI 48326				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DETROIT EDUCATIONAL TELEVISION FOUNDATION 1 CLOVER COURT WIXOM,MI 48393	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
THE FRONT PORCH 11234 CRAFT DETROIT,MI 48224	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
ACCOUNTING AID SOCIETY 7700 SECOND AVE DETROIT,MI 48202	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
ADOPT A PET 13575 FENTON ROAD FENTON,MI 48430	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
HABITAT FOR HUMANITY DETROIT 14325 JANE STREET DETROIT,OH 48205	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
WORK SKILLS CORPORATION 100 SUMMIT PO BOX 570 BRIGHTON,MI 48116	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
BELLE ISLE CONSERVANCY 8109 EAST JEFFERSON DETROIT,MI 48214	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
ALL ABOUT ANIMALS RESCUE 23451 PINWOOD WARREN,MI 48091	NONE	501(C)(3)	GENERAL OPERATING BUDGET	7,000
ALL OF US EXPRESS CHILDREN'S THEATER PO BOX 1871 EAST LANSING,MI 48826	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
CRANBROOK EDUCATIONAL COMMUNITY PO BOX 801 BLOOMFIELD HILLS,MI 48303	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
ALLIANCE FOR THE GREAT LAKES 17 N STATE STREET CHICAGO,IL 60602	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
ALLIES FOR GREYHOUNDS OF W MICHIGAN PO BOX 63 GRANDVILLE,MI 49468	NONE	501(C)(3)	GENERAL OPERATING BUDGET/COMPLETION OF SHELTER	2,500
ALTERNATIVES FOR GIRLS 903 WEST GRAND BOULEVARD DETROIT,MI 48208	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
ALZHEIMER'S ASSOCIATION - GREATER MICHIGAN CHAPTER 20300 CIVIC CENTER DRIVE SUITE 100 SOUTHFIELD,MI 48076	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
DETROIT HISTORICAL SOCIETY 5401 WOODWARD AVE DETROIT,MI 48202	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GUARDIANS FOR ANIMALS 6353 CANMOOR TROY,MI 48098	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
MICHIGAN HUMANE SOCIETY 30300 TELEGRAPH ROAD STE 220 BINGHAM FARMS,MI 48025	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
NORTH AMERICAN BEAR CENTER PO BOX 161 ELY,MN 55731	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
ANIMAL RESCUE FUND PO BOX 593 CENTREVILLE,MI 49032	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
ANIMAL SERVICE LEAGUE 57845 CHERRY GROVE ROAD DOWAGIAC,MI 49047	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
PET ADOPTION ALTERNATIVE OF WARREN 28671 PANAMA WARREN,MI 48092	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
ANN ARBOR HANDS ON MUSEUM 200 EAST ANN ST ANN ARBOR,MI 48104	NONE	501(C)(3)	GENERAL OPERATING BUDGET	3,000
ANN ARBOR TEEN CENTER 310 EAST WASHINGTON ST ANN ARBOR,MI 48104	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
ANTRIM COUNTY PET & ANIMAL WATCH PO BOX 130 MANCELONA,MI 49659	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
FAIR FOOD MATTERS 323 NORTH BURDICK KALAMAZOO,MI 49007	NONE	501(C)(3)	GENERAL OPERATING BUDGET	10,000
ARTS & SCRAPS 16135 HARPER DETROIT,MI 48224	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
ASSISTANCE LEAGUE OF SOUTHEASTERN MICHIGAN 3128 WALTON BLVD ROCHESTER HILLS,MI 48309	NONE	501(C)(3)	GENERAL OPERATING BUDGET	10,000
COMMUNITY HEALING CENTER 2615 STADIUM DRIVE KALAMAZOO,MI 49008	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
AVKO EDUCATIONAL RESEARCH FOUNDATION 3084 WILLARD RD SUITE W BIRCH RUN,MI 48415	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
AVON PLAYERS PO BOX 80332 ROCHESTER,MI 48308	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CLEAN WATER FOR THE WORLD 3504 MADISON STREET KALAMAZOO,MI 49008	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
ADVOCACY SERVICES FOR KIDS 414 E MICHIGAN AVENUE KALAMAZOO,MI 49007	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
SOUTHWEST MICHIGAN LAND CONSERVANCY 6851 SPRINKLE ROAD PORTAGE,MI 49002	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
BERRIEN COUNTY COUNCIL FOR CHILDREN 4938 NILES ROAD ST JOSEPH,MI 49085	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
KALAMAZOO LOAVES & FISHES 913 EAST ALCOTT KALAMAZOO,MI 49001	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
BINDA DYSLEXIA CENTER 450 NORTH AVENUE BATTLE CREEK,MI 49017	NONE	501(C)(3)	GENERAL OPERATING BUDGET	10,000
BINDER PARK ZOOLOGICAL SOCIETY 7400 DIVISION DR BATTLE CREEK,MI 49014	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
KALAMAZOO HABITAT FOR HUMANITY 525 E KALAMAZOO AVE KALAMAZOO,MI 49007	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
BOTANICAL GARDEN SOCIETY OF NORTHWESTERN MI PO BOX 1247 TRAVERSE CITY,MI 49685	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
KALAMAZOO LITERACY COUNCIL 420 EAST ALCOTT KALAMAZOO,MI 49001	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
KALAMAZOO JUNIOR GIRLS ORGANIZATION 1114 W PATERSON KALAMAZOO,MI 49007	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
FIRST DAY SHOE FUND 4120 OLD FIELD TRAIL KALAMAZOO,MI 49008	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
BOYS AND GIRLS CLUB OF BENTON HARBOR 1200 E MAIN STREET BENTON HARBOR,MI 49022	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
CHEFF THERAPEUTIC RIDING CENTER 8450 NORTH 43TH STREET AUGUSTA,MI 49012	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
HOSPICE AT HOME 4025 HEALTH PARK LANE ST JOSEPH,MI 49085	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BOYS AND GIRLS CLUB OF KALAMAZOO 915 LAKE STREET KALAMAZOO,MI 49001	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
BOYS AND GIRLS CLUB OF LANSING 4315 PLEASANT GROVE LANSING,MI 48910	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
DICKINSON COUNTY HUMANE SOCIETY W 8459 SHELTER DRIVE IRON MOUNTAIN,MI 49801	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
MCCLLOUDS LAKE HAVEN 551 PICKEREL LAKE DR NEWAYGO,MI 49337	NONE	501(C)(3)	GENERAL OPERATING BUDGET	3,500
MICHIGAN PUG RESCUE 23927 WESLEY FARMINGTON,MI 48335	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
ONTONAGAN COUNTY ANIMAL PROTECTION PO BOX 315 ONTONAGAN,MI 48091	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,000
AID TO ANIMALS OF MICHIGAN 6441 E COLDWATER RD FLINT,MI 48506	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
C-SNIP 1675 VIEWPOND DRIVE SE KENTWOOD,MI 49508	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
CADILLAC AREA LAND CONSERVANCY 124 1/2 N MITCHELL ROOM 115 CADILLAC,MI 49601	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
CALHOUN COUNTY ANIMAL CENTER 165 SOUTH UNION ST BATTLE CREEK,MI 49014	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
CANINE COMPANIONS RESCUE CENTER 381 SHREWSBURY DRIVE CLARKSTON,MI 48348	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
CAPUCHIN SOUP KITCHEN 1820 MT ELLIOTT ST DETROIT,MI 48207	NONE	501(C)(3)	GENERAL OPERATING BUDGET	10,000
MISSAUKEE HUMANE SOCIETY PO BOX D LAKE CITY,MI 49651	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
GREAT LAKES MASTIFF RESCUE PO BOX 308 BOLINGBROOK,IL 60440	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
PRESERVE THE DUNES PO BOX 164 RIVERSIDE,MI 49084	NONE	501(C)(3)	GENERAL OPERATING BUDGET	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KALAMAZOO NATURE CENTER 7000 N WESTNEDGE AVE KALAMAZOO, MI 49009	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
MICHIGAN UNITED CONSERVATION CLUBS PO BOX 30235 LANSING, MI 48909	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
BLANDFORD NATURE CENTER 1715 HILLBURN AVE NW GRAND RAPIDS, MI 49504	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
CHILD AND FAMILY SERVICES OF NORTHWESTERN MICHIGAN 3785 VETERANS DRIVE TRAVERSE CITY, MI 49684	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
SARETT NATURE CENTER 2300 N BENTON CENTER RD BENTON HARBOR, MI 49022	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
CHRISTMAS IN ACTION OF SOUTHEAST MICHIGAN 2860 CLEAR LAKE GRASS LAKE, MI 49240	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
SEVEN PONDS NATURE CENTER 3854 CRAWFORD RD DRYDEN, MI 48428	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
CLEAN THE WORLD 8026 SUNPORT DRIVE ORLANDO, FL 32809	NONE	501(C)(3)	GENERAL OPERATING BUDGET	20,000
CHIPPEWA NATURE CENTER 400 S BADOUR RD MIDLAND, MI 48640	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
CLINTON RIVER WATERSHED COUNCIL 115 WAVON ROAD ROCHESTER HILLS, MI 48309	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
COMMUNITY ACTION NETWORK 815 TAYLOR STREET ANN ARBOR, MI 48105	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
MICHIGAN LAND USE INSTITUTE 148 E FRONT STREET SUITE 301 TRAVERSE CITY, MI 49684	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
COPPER COUNTY HUMANE SOCIETY PO BOX 453 HOUGHTON, MI 49931	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,000
CORY PLACE 581 NORTH SCHEURMANN ROAD BAY CITY, MI 48708	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
MICHIGAN AUDUBON SOCIETY 6011 W SAINT JOSEPH STE 403 LANSING, MI 48917	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PEACE RIVER REFUGE & RANCH PO BOX 1127 2545 STONER LANE ZOLFO SPRINGS,FL 33890	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
CROOKED TREE ARTS COUNCIL 461 E MITCHELL STREET PETOSKEY,MI 49770	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
CROSSROADS FOR YOUTH 930 E DRAHNER ROAD PO BOX 9 OXFORD,MI 48371	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
ROAR FOUNDATION 6867 SOLEDAD CANYON RD ACTON,CA 93510	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
LIONS TIGERS & BEARS 24402 MARTIN WAY ALPINE,CA 91901	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
WILDSIDE REHABILITATION & EDUCATION CENTER 8601 HOUSTON RD EATON RAPIDS,MI 48827	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
FRIENDS FOR LIFE OF OTSEGO COUNTY PO BOX 1596 GAYLORD,MI 49734	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
WEST MICHIGAN SPAY & NEUTER CLINIC 6130 AIRLINE RD FRUITPORT,MI 49415	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
REUBEN'S ROOM CAT RESCUE 673 KINNEY AVE NW WALKER,MI 49534	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
WISHBONE PET RESCUE ALLIANCE PO BOX 776 SAUGATUCK,MI 49453	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
VOLUNTEERS FOR MUSKEGON COUNTY ANIMAL CONTROL 3840 EASTBROOK DR MUSKEGON,MI 49444	NONE	501(C)(3)	GENERAL OPERATING BUDGET	8,000
DISABILITY NETWORK OF NORTHERN MI 333 E STATE STREET TRAVERSE CITY,MI 49684	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
DISABILITY NETWORK OF OAKLAND & MACOMB 16645 15 MILE ROAD CLINTON TWP,MI 48035	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
ANIMAL SHELTER OF CRAWFORD COUNTY PO BOX 384 GRAYLING,MI 49738	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
FAITHFUL FRIENDS ANIMAL RESCUE 46074 HULING STREET SHELBY TOWNSHIP,MI 48317	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EATON COUNTY HUMANE SOCIETY PO BOX 265 CHARLOTTE,MI 48813	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,500
ELK COUNTY ANIMAL SHELTER PO BOX 49709 ATLANTA,MI 49709	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
END VIOLENT ENCOUNTERS PO BOX 14149 LANSING,MI 48901	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
ALWAYS HOPE ANIMAL RESCUE PO BOX 32 HOWELL,MI 48844	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
EVA BURRELL ANIMAL SHELTER 6091 W HIGHWAY 2 MANISTIQUE,MI 49854	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
NORTHERN MI ANIMAL RESCUE NETWORK PO BOX 165 TOPINABEE,MI 49791	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
MIDWEST SHIBA INU RESCUE 1328 SOUTH ABINGTON LN ROUND LAKE,IL 60073	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
FLINT CHILDREN'S MUSEUM 1602 W UNIVERSITY AVENUE FLINT,MI 48504	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
FOOD GATHERERS PO BOX 131037 ANN ARBOR,MI 48113	NONE	501(C)(3)	GENERAL OPERATING BUDGET	10,000
HELP ORPHANED PETS EVERYWHERE PO BOX 261 IRONWOOD,MI 49938	NONE	501(C)(3)	GENERAL OPERATING BUDGET	3,000
ANIMAL WELFARE LEAGUE OF BENZIE 2188 PAUL ROSE RD FRANKFORT,MI 49635	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,000
CAROL'S FERALS PO BOC 150186 GRAND RAPIDS,MI 49515	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,000
SPCA OF SOUTHWEST MICHIGAN 6955 WEST KI AVE KALAMAZOO,MI 49009	NONE	501(C)(3)	GENERAL OPERATING BUDGET	4,000
FRIENDS OF ANIMALS PO BOX 23 CEDARVILLE,MI 48184	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
FRIENDS OF MICHIGAN ANIMAL RESCUE PO BOX 854 BELLEVILLE,MI 48112	NONE	501(C)(3)	GENERAL OPERATING BUDGET/ASSISTANCE WITH MEDICAL EXPENSES	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a Paid during the year				
HUMANE ANIMAL TREATMENT SOCIETY 6600 W SHORE DR WEIDMAN,MI 48893	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
FRIENDS OF POINTE BESTIE LIGHTHOUSE PO BOX 601 FRANKFORT,MI 49635	NONE	501(C)(3)	GENERAL OPERATING BUDGET	500
FRIENDS OF THE DETROIT RIVER PO BOX 725 TRENTON,MI 48183	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
FRIENDS OF THE JORDAN RIVER WATERSHED PO BOX 412 EAST JORDAN,MI 49727	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
FRIENDS OF THE ROUGE 4901 EVERGREEN ROAD SUITE 220ASC DEARBORN,MI 48128	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
ANIMALS BEST FRIEND FUND PO BOX 443 OSHTEMO,MI 49077	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
GLOBAL RELEAF OF MICHIGAN 1100 N MAIN STREET ANN ARBOR,MI 48104	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
GOLDEN YEAR ALASKAN MALAMUTE RESCUE 2430 LORENSEN ROAD MUSKEGON,MI 49445	NONE	501(C)(3)	GENERAL OPERATING BUDGET	500
GRACE CENTERS OF HOPE 35 EAST HURON PO BOX 420725 PONTIAC,MI 48342	NONE	501(C)(3)	GENERAL OPERATING BUDGET	10,000
THE PAWS CLINIC PO BOX 2184 RIVERVIEW,MI 48193	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
GRAND RAPIDS CHILDRENS MUSEUM 22 SHELDON AVENUE NE GRAND RAPIDS,MI 49503	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
GRAND TRAVERSE AREA CHILDRENS GARDEN 505 RIVERINE DR TRAVERSE CITY,MI 49684	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
GRAND TRAVERSE BAY WATERSHED COUNCIL 13272 SOUTH WEST BAY SHORE DRIVE TRAVERSE CITY,MI 49684	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
KALAMAZOO ANIMAL RESCUE PO BOX 3295 KALAMAZOO,MI 49003	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,000
GRAND TRAVERSE REGIONAL COMMUNITY FOUNDATION 250 EAST FRONT STREET TRAVERSE CITY,MI 49684	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000

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GRAND TRAVERSE REGIONAL LAND CONSERVACY 3860 NORTH LONG LAKE RD SUITE D TRAVERSE CITY,MI 49684	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
GRASS LAKE SANCTUARY PO BOX 130842 ANN ARBOR,MI 48113	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,000
GREAT LAKES CHILDRENS MUSEUM PO BOX 2326 TRAVERSE CITY,MI 49685	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
GREAT LAKES CLEAN WATER ORGANIZATION 3681 TRASK LAKE ROAD BARTON CITY,MI 48705	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
GREAT LAKES PERFORMING ARTIST ASSOCIATES 1100 N MAIN STREET SUITE 207 ANN ARBOR,MI 48104	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
MICHIGAN ANIMAL ADOPTION NETWORK 938 PORTSMOUTH TROY,MI 48084	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
CASCADE'S HUMANE SOCITY 1515 CARMEN DRIVE JACKSON,MI 49202	NONE	501(C)(3)	GENERAL OPERATING BUDGET/SUPPORT OF ANIMAL CARE AND MEDICAL EXPENSES	8,000
GROWING HOPE PO BOX 980129 YPSILANTI,MI 48197	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
GRYPHON PLACE 1104 S WESTNEDGE KALAMAZOO,MI 49008	NONE	501(C)(3)	GENERAL OPERATING BUDGET	10,000
GUARDIAN ANGEL ANIMAL RESCUE 31059 MERRITT WESTLAND,MI 48185	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
KALAMAZOO COUNTY HUMANE SOCIETY 4239 SOUTH WESTNEDGE AVE KALAMAZOO,MI 49008	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
DAWN FARM INC 507 WEST HURON ANN ARBOR,MI 48103	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
FRIENDS OF CASA 2270 PLATT ROAD ANN ARBOR,MI 48104	NONE	501(C)(3)	GENERAL OPERATING BUDGET	3,000
HARBOR HUMANE SOCIETY 14345 BAGLEY STREET WEST OLIVE,MI 49460	NONE	501(C)(3)	GENERAL OPERATING BUDGET	6,000
HAVEN INC 30400 TELEGRAPH ROAD SUITE 101 BINGHAM FARMS,MI 48025	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000

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HIDDEN HARVEST 940 EAST GENESEE SAGINAW,MI 48605	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
HOME FUR-EVER INC 4370 GILBERT DETROIT,MI 48210	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
ECOLOGY CENTER 339 EAST LIBERTY ST SUITE 300 ANN ARBOR,MI 48104	NONE	501(C)(3)	GENERAL OPERATING BUDGET	3,000
PARADISE ANIMAIL RESCUE 5380 LAPEER ROAD COLUMBIAVILLE,MI 48421	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
VOICELESS - MICHIGAN PO BOX 730 CHARLOTTE,MI 48813	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
MICHIGAN GREYHOUND CONNECTION PO BOX 725384 BERKLEY,MI 48076	NONE	501(C)(3)	GENERAL OPERATING BUDGET	500
HUMANE SOCIETY OF SOUTH CENTRAL MICHIGAN 2500 WATKINS ROAD BATTLE CREEK,MI 49015	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,500
HUMANE SOCIETY AND ANIMAL RESCUE OF MUSKEGON 2640 MARQUETTE MUSKEGON,MI 49443	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
IOSCO COUNTY HUMANE SOCIETY 3881 WM-55 TAWAS CITY,MI 48763	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
NOAH PROJECT 5205 AIRLINE ROAD MUSKEGON,MI 49444	NONE	501(C)(3)	GENERAL OPERATING BUDGET	3,000
HUMANE SOCIETY OF HURON VALLEY 3100 CHERRY HILL RD ANN ARBOR,MI 48105	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
PET ANGEL ADOPTION & RESCUE 380 LIST STREET FRANKENMUTH,MI 48734	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
WITH A LITTLE HELP FROM MY FRIENDS 3820 RITT ROAD BELLAIRE,MI 49615	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
MID MICHIGAN BOXER RESCUE PO BOX 134 MT MORRIS,MI 48458	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,000
HUMANE SOCIETY OF SAGINAW COUNTY PO BOX 1823 SAGINAW,MI 48605	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000

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HUMANE SOCIETY OF SOUTHWESTERN MICHIGAN PO BOX 305 ST JOSEPH,MI 49085	NONE	501(C)(3)	GENERAL OPERATING BUDGET	3,000
HURON RIVER WATERSHED COUNCIL 1100 N MAIN STREET SUITE 210 ANN ARBOR,MI 48104	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
MACOMB COUNTY HUMANE SOCIETY 11350 22 MILE ROAD UTICA,MI 48317	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
INLAND SEAS EDUCATION ASSOCIATION 101 DAME STREET PO BOX 218 SUTTONS BAY,MI 49682	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
INSTITUTE FOR SUSTAINABLE LIVING ART & NATURAL DESIGN 5870 COTTAGE DRIVE BELLAIRE,MI 49615	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
INTERFAITH HOSPITALITY NETWORK 4290 JACKSON ROAD ANN ARBOR,MI 48103	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
AIREDALE TERRIER RESCUE AND ADOPTION 1123 VESPER ROAD ANN ARBOR,MI 48103	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
FOREVER FRIENDS RESCUE PO BOX 114 DAVISON,MI 48423	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,500
SAVE A STRAY PO BOX 201 SAINT JOSEPH,MI 49085	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
FRIENDS FOR THE DEARBORN ANIMAL SHELTER 2661 GREENFIELD ROAD DEARBORN,MI 48120	NONE	501(C)(3)	GENERAL OPERATING BUDGET	4,000
LAND INFORMATION ACCESS ASSOCIATION 324 MUNSON AVENUE TRAVERSE CITY,MI 49686	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
FIDO DOG RESCUE PO BOX 2860 ANN ARBOR,MI 48106	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
HEADIN HOME PET RESCUE 185 PANTHER DRIVE HOLLAND,MI 49424	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
IDYLLIC CAT & DOG SANCTUARY PO BOX 1777 CASEVILLE,MI 48725	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
MIDLAND COUNTY HUMANE SOCIETY PO BOX 1034 MIDLAND,MI 48640	NONE	501(C)(3)	GENERAL OPERATING BUDGET	3,000

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HUMANE SOCIETY OF BAY COUNTY PO BOX 215 BAY CITY,MI 48707	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,500
LESLIE SCIENCE AND NATURE CENTER 1831 TRAVER ROAD ANN ARBOR,MI 48105	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
LIFT WOMEN'S RESOURCE CENTER 16180 MEYERS DETROIT,MI 48235	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
LIGHTHOUSE OF OAKLAND COUNTY 46156 WOODWARD AVE PONTIAC,MI 48342	NONE	501(C)(3)	GENERAL OPERATING BUDGET	10,000
LISTENING EAR CRISIS CENTER PO BOX 800 MT PLEASANT,MI 48804	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
LITTLE TRAVERSE BAY HUMANE SOCIETY 1300 W CONWAY RD PETOSKEY,MI 49770	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,000
LIVING ARTS PO BOX 09058 DETROIT,MI 48209	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
LIVINGSTON LAND CONSERVANCY PO BOX 236 BRIGHTON,MI 48116	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
FAMILY RESOURCE CENTER 3471 E GRAND RIVER HOWELL,MI 48843	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
GUARDIAN ANGELS FOR ANIMALS PO BOX 372 SAULT STE MARIE,MI 49783	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
PAWS FOR LIFE RESCUE 318 JOHN R ROAD 244 TROY,MI 48083	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
HOUSE OF CRITTERS ANIMAL RESCUE PO BOX 7381 BLOOMFIELD HILLS,MI 48302	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
MAKE A WISH 2300 GENOA BUSINESS PARK BRIGHTON,MI 48114	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
MARQUETTE COUNTY HUMANE SOCIETY PO BOX 968 MARQUETTE,MI 49855	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
NBS ANIMAL RESCUE 1457 EAST TWELVE MILE RD MADISON HEIGHTS,MI 48071	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000

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CAT TAIL ACRES PO BOX 183164 SHELBY TOWNSHIP,MI 48318	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
FAITHFUL TO FELINES 2525 HALL ROAD MUSKEGON,MI 49442	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
MICHAEL'S PLACE 1144 BOON STREET TRAVERSE CITY,MI 49686	NONE	501(C)(3)	GENERAL OPERATING BUDGET	10,000
MICHIGAN ANIMAL RESCUE LEAGUE 790 FEATHERSTONE PONTIAC,MI 48342	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
MICHIGAN ANTI-CRUELTY SOCIETY 13569 JOSEPH CAMPAU DETROIT,MI 48212	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
MICHIGAN BASSET RESCUE 3588 LOTUS DRIVE WATERFORD,MI 48329	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
MICHIGAN CITIZENS FOR WATER CONSERVATION PO BOX 1 MECOSTA,MI 49332	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
CRASH'S LANDING 1545 DIAMOND AVE NE GRAND RAPIDS,MI 49505	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
MICHIGAN DYSLEXIA INSTITUTE 532 E SHIAWASSEE STREET LANSING,MI 48912	NONE	501(C)(3)	GENERAL OPERATING BUDGET	10,000
MICHIGAN ENVIRONMENTAL COUNCIL 119 PETE MARQUETTE DRIVE NO 2A LANSING,MI 48912	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
FRIENDS OF THE ANIMAL SHELTER OF SAGINAW 300 GOLFVIEW SAGINAW,MI 48638	NONE	501(C)(3)	GENERAL OEPRATING BUDGET	1,000
MICHIGAN NATURE ASSOCIATION 326 E GRAND RIVER AVE WILLIAMSTON,MI 48895	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
MICHIGAN PET FUND ALLIANCE 2210 LANSCASTER BLOOMFIELD HILLS,MI 48302	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
MICHIGAN RECYCLING COALITION PO BOX 10070 LANSING,MI 48901	NONE	501(C)(3)	GENERAL OPERATING BUDGET	500
SANILAC COUNTY HUMANE SOCIETY PO BOX 27 CARSONVILLE,MI 48419	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000

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LENAWEE COUNTY HUMANE SOCIETY 705 WBEECHERS ST ADRIAN,MI 49221	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,000
OGEMAW COUNTY HUMANE SOCIETY PO BOX 231 WEST BRANCH,MI 48661	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
MANISTEE COUNTY HUMANE SOCIETY PO BOX 144 MANISTEE,MI 49660	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
YATOOMA'S FOUNDATION FOR KIDS 1900 S TELEGRAPH ROAD BLOOMFIELD HILLS,MI 48302	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
OPEN DOOR MINISTRIES 3855 SHELDON ROAD CANTON,MI 48188	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
PRESERVE HISTORIC SLEEPING BEAR DUES PO BOX 453 EMPIRE,MI 49630	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
SAFE TABLES OUR PRIORITY 3759 N RAVENSWOOD SUITE 224 CHICAGO,IL 60613	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 21311 CIVIC CENTER DRIVE SOUTHFIELD,MI 48076	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
NEIGHBORHOOD SENIOR SERVICES PO BOX 995 ANN ARBOR,MI 48106	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
NEW 1100 NORTH MAIN STREET SUITE 100 ANN ARBOR,MI 48104	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
ANIMAL AID FOUNDATION PO BOX 70033 ROCHESTER HILLS,MI 48307	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
NORTHWOODS ANIMAL SHELTER 492 W SUNSET LAKE ROAD IRON RIVER,MI 49935	NONE	501(C)(3)	GENERAL OPERATING BUDGET/PURCHASE OF EQUIPMENT FOR VET CLINIC	1,000
CENTER FOR ORANGUTAN AND CHIMPANZEE CONSERVATION PO BOX 488 WAUCHULA,FL 33873	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
OFFERING ALTERNATIVE THERAPY WITH A SMILE 3090 WEIDMANN DRIVE CLARKSTON,MI 48348	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
LIVINGSTON COUNTY ANIMAL CONTROL 418 S HIGHLANDER WAY HOWELL,MI 48843	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000

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VOLUNTEER CENTER OF WEST MICHIGAN 880 JEFFERSON SUITE A MUSKEGON,MI 49440	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
PAINT A MIRACLE 400 WATER STREET LL4 ROCHESTER,MI 48307	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
FRIENDS OF SLEEPING BEAR DUNES PO BOX 545 EMPIRE,MI 49630	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
RECYCLED TREASURES 12101 JOSEPH CAMPAU HAMTRAMCK,MI 48212	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
PEANUT GALLERY PLAYER 192 E HURST DR TROY,MI 48085	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
PET RESOURCE NETWORK 3529 MARKET KALAMAZOO,MI 49048	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
HIS EYE IS ON THE SPARROW 473 PRESTON CIRCLE DEXTER,MI 48130	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
ANIMAL AID OF BRANCH COUNTY PO BOX 70033 ROCHESTER HILLS,MI 48307	NONE	501(C)(3)	GENERAL OPERATING BUDGET/VETERINARIAN EXPENSE	1,000
POPEYE ANIMAL HOSPITAL 1776 LATHAM BIRMINGHAM,MI 48009	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
POTTER PARK ZOOLOGICAL SOCIETY 1301 S PENNSYLVANIA AVE LANSING,MI 48912	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
POVERTY AND SOCIAL REFORM INSTITUTE 8129 PACKARD STREET WARREN,MI 48089	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
PAWS OF MICHIGAN PO BOX 2184 RIVERVIEW,MI 48192	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
ALLIANCE FOR SPAY NEUTER & PET RESCUE PO BOX 2531 MONROE,MI 48461	NONE	501(C)(3)	GENERAL OPERATING BUDGET/TESTING SUPPLIES/VACCINATIONS/MEDICATIONS/SPAY -NEUTER SURGERIES	1,000
HURON HUMANE SOCIETY PO BOX 733 ALPENA,MI 49707	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
GRAND RIVER ROVER RESCUE 8444 EVELYN DRIVE LYONS,MI 48851	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000

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COMPANION CATS PO BOX 2568 BATTLE CREEK, MI 49016	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
READ ASSOCIATION OF SAGINAW COUNTY 100 S JEFFERSON AVE SAGINAW, MI 48607	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
READINESS CENTER 347 CATALPA BENTON HARBOR, MI 49022	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
REBUILD TOGETHER - INGHAM COUNTY PO BOX 1111 OKEMOS, MI 488051111	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
LEANING OAKS CAT HAVEN 8190 SOUTH OLD 27 GRAYLING, MI 49738	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
MICHIGAN PET RESCUE PO BOX 71394 MADISON HEIGHTS, MI 48071	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
HANDDS TO THE RESCUE PO BOX 1953 TRAVERSE CITY, MI 49685	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
RECYCLE LIVINGSTON PO BOX 1018 HOWELL, MI 48844	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
MOSAIC FELINE REFUGE 3562 W HURON RIVER DRIVE ANN ARBOR, MI 48103	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
FOCUS ON FERALS 4600 KNAPP NE GRAND RAPIDS, MI 49525	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
RECYCLING FOR NEWAYGO COUNTY 817 S STEWART AVE FREMONT, MI 49412	NONE	501(C)(3)	GENERAL OPERATING BUDGET/PURCHASE OF MICROCHIPS	2,500
RECYCLING JACKSON PO BOX 426 JACKSON, MI 49204	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,000
BEST OF FRIEND HUMANE SOCIETY 149 E 7 MILE ROAD SAULT STE MARIE, MI 49783	NONE	501(C)(3)	GENERAL OPERATING BUDGET/"LOW INCOME" PET OWNER FUND FOR ROUTINE AND SPECIAL PET CARE	1,000
REFURBISHED PETS OF SOUTHERN MI PO BOX 83 COLDWATER, MI 49036	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
ANIMAL RESOURCE NETWORK PO BOX 80376 LANSING, MI 48908	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500

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ROOFS FOR WOOFs PO BOX 83 HOLLY,MI 48442	NONE	501(C)(3)	GENERAL OPERATING BUDGET	250
SAFE HAVEN HUMANE SOCIETY PO BOX 55 IONIA,MI 48846	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
SCRAP BOX 581 STATE STREET ANN ARBOR,MI 48108	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
SHELTER TO HOME INC PO BOX 127 ALLEN PARK,MI 48101	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
SHIAWASSEE HUMANE SOCIETY 2752 WBENNINGTON ROAD OWOSSO,MI 48867	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,500
SILVER LAKE ANIMAL RESCUE LEAGUE 2850 DIXIE HIGHWAY WATERFORD,MI 48328	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
ST ANDREWS CATHOLIC CHURCH 1400 INGLEWOOD ROCHESTER,MI 48304	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
SUMMER IN THE CITY PO BOX 72144 BERKLEY,MI 48072	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
TEACHER'S PET 686 LAKE RIDGE ROCHESTER HILLS,MI 48307	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
THE PINK FUND 22122 METAMORA DRIVE BEVERLY HILLS,MI 48025	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
THE RESTORE FOUNDATION 5413 PLEASANT LAKE WEST BLOOMFIELD,MI 48322	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
THE THEATRE ENSEMBLE 207 WILSON HALL OAKLAND UNIVERSITY ROCHESTER,MI 48309	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
TWILIGHT WISH FOUNDATION PO BOX 1042 DOYLESTOWN,PA 18901	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
VICKY'S PET CONNECTION PO BOX 624 ADA,MI 49301	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,000
VOLUNTEER CENTER OF GREATER KALAMAZOO 709-A S WESTNEDGE KALAMAZOO,MI 49007	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WAGGIN TAILS DOG RESCUE PO BOX 438 NORTHVILLE,MI 48167	NONE	501(C)(3)	GENERAL OPERATING BUDGET	2,500
WEST MICHIGAN ENVIRONMENTAL ACTION COUNCIL 1007 LAKE DR SE GRAND RAPIDS,MI 49506	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
WILD SWAN THEATER 410 S MAPLE ROAD ANN ARBOR,MI 48103	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
WINGS OF MERCY 100 S PINE STREET SUITE 393 ZEELAND,MI 49464	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
WINGS OF MERCY EAST MI 15057 LINDBERGH CT LINDEN,MI 48451	NONE	501(C)(3)	GENERAL OPERATING BUDGET	10,000
WINGS OF WONDER 13035 S GREENWAY TRAIL EMPIRE,MI 49630	NONE	501(C)(3)	GENERAL OPERATING BUDGET	1,000
WOMEN EMPOWERING WOMEN PO BOX 2002 MONROE,MI 48161	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
WOMEN'S RESOURCE CENTER 678 FRONT NW SUITE 180 GRAND RAPIDS,MI 49504	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
WOMEN'S RESOURCE CENTER FOR GTA 720 S ELMWOOD NO 2 TRAVERSE CITY,MI 49684	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
INVEST DETROIT FOUNDATION 600 RENAISSANCE CENTER SUITE 1710 DETROIT,MI 48243	NONE	501(C)(3)	GENERAL OPERATING BUDGET	5,000
Total  3a				895,250

**TY 2012 Investments Corporate
Bonds Schedule****Name:** TWO SEVEN OH INC**EIN:** 20-5576623

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	1,485,851	1,642,564

TY 2012 Investments Corporate Stock Schedule

Name: TWO SEVEN OH INC

EIN: 20-5576623

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PREFERRED STOCKS	2,959,485	1,395,200
COMMON STOCKS	771,394	908,338
FIDELITY STOCKS	199,925	200,738

**TY 2012 Investments Government
Obligations Schedule****Name:** TWO SEVEN OH INC**EIN:** 20-5576623**US Government Securities - End of
Year Book Value:**

0

**US Government Securities - End of
Year Fair Market Value:**

0

**State & Local Government
Securities - End of Year Book
Value:**

4,458,300

**State & Local Government
Securities - End of Year Fair
Market Value:**

5,061,808

TY 2012 Investments - Other Schedule

Name: TWO SEVEN OH INC

EIN: 20-5576623

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	AT COST	40,339	40,339

TY 2012 Legal Fees Schedule

Name: TWO SEVEN OH INC

EIN: 20-5576623

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CLARK HILL PLC	6,577	3,289		0

TY 2012 Other Assets Schedule

Name: TWO SEVEN OH INC

EIN: 20-5576623

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CERTIFICATES OF DEPOSIT	6,432,000	6,624,000	6,743,304

TY 2012 Other Decreases Schedule**Name:** TWO SEVEN OH INC**EIN:** 20-5576623

Description	Amount
ADJUSTMENTS TO RETAINED EARNINGS FOR PRIOR YEAR	94,871
ADJUSTMENT TO BASIS FOR ASSETS SOLD	4,652

TY 2012 Other Expenses Schedule**Name:** TWO SEVEN OH INC**EIN:** 20-5576623

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE OF MICHIGAN FEE	20	0		0
BANK SERVICE CHARGES	30	30		0
SUPPLIES	600	0		0
POSTAGE AND MAILING EXPENSES	353	0		0
WEBSITE HOSTING	257	0		0

TY 2012 Other Liabilities Schedule**Name:** TWO SEVEN OH INC**EIN:** 20-5576623

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES	399	459

TY 2012 Other Professional Fees Schedule

Name: TWO SEVEN OH INC

EIN: 20-5576623

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KM SQUARED LLC	18,543	8,057		10,467

TY 2012 Taxes Schedule**Name:** TWO SEVEN OH INC**EIN:** 20-5576623

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2012 PAYROLL TAXES	918	459		0
2012 QUARTERLY ESTIMATES	5,197	0		0