



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Name of foundation FREY FOUNDATION		A Employer identification number 23-7094777	
Number and street (or P O box number if mail is not delivered to street address) 40 PEARL STREET NW NO 1100		B Telephone number (see instructions) (616) 451-0303	
City or town, state, and ZIP code GRAND RAPIDS, MI 495033028		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </div> <div> <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </div> </div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ➤ \$ 136,566,394	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-3,224,332			
b	Net investment income (if negative, enter -0-)		5,861,976		
c	Adjusted net income (if negative, enter -0-)			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	200	200	200
	2	Savings and temporary cash investments	3,452,856	1,594,343	1,594,343
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	24		
	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 ▶ _____	45,000	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	6,193,941	6,344,497	6,344,497
	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)	117,011,032	128,135,143	128,135,143
	14	Land, buildings, and equipment basis ▶ 582,824 Less accumulated depreciation (attach schedule) ▶ 168,890	448,953	413,934	413,934
15	Other assets (describe ▶ _____)	18,323	78,277	78,277	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	127,170,329	136,566,394	136,566,394	
Liabilities	17	Accounts payable and accrued expenses	75,835	62,657	
	18	Grants payable	969,150	1,344,700	
	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 ▶ _____)	9,362	0	
	23	Total liabilities (add lines 17 through 22)	1,054,347	1,407,357	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	126,115,982	135,159,037	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	126,115,982	135,159,037	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	127,170,329	136,566,394	

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)	126,115,982
2	Enter amount from Part I, line 27a	-3,224,332
3	Other increases not included in line 2 (itemize) ▶ _____	13,691,325
4	Add lines 1, 2, and 3	136,582,975
5	Decreases not included in line 2 (itemize) ▶ _____	1,423,938
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	135,159,037

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	See Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
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	3,655,277
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	5,822,101	132,062,671	0 044086
2010	5,870,215	122,190,270	0 048042
2009	6,970,562	108,332,888	0 064344
2008	7,143,746	132,866,484	0 053766
2007	6,576,477	149,872,979	0 043880

2	Total of line 1, column (d).	2	0 254118
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 050824
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	131,242,768
5	Multiply line 4 by line 3.	5	6,670,282
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	58,620
7	Add lines 5 and 6.	7	6,728,902
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	8,612,207

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	58,620
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	58,620
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	58,620
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	105,274	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	105,274
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	132
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	46,522
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	46,522	Refunded	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)?			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	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see 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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW GUIDESTAR ORG				
14	The books are in care of ▶ MS JOYCE A BOBOLTS Telephone no ▶ (616) 451-0303			
	Located at ▶ 40 PEARL ST NW SUITE 1100 GRAND RAPIDS MI ZIP +4 ▶ 49503			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).	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
JOYCE A BOBOLTS	DIRECTOR OF FINANCE	103,560	23,769	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503	40 00			
LYNNETTE J ROBINSON	PROGRAM OFFICER	93,754	21,596	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503	40 00			
TERESA J CRAWFORD	GRANTS MANAGER	65,048	18,415	0
40 PEARL STREET NW SUITE 1100 GRAND RPAIDS, MI 49503	40 00			
KRISTEN L HUIZEN	PROGRAM OFFICER	68,346	11,095	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503	40 00			
DENISE J SIRONEN	OFFICE ADMINISTRATOR	58,804	7,784	0
40 PEARL STREET NW SUITE 1100 GRAND RPAIDS, MI 49503	40 00			
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
COMMONFUND CAPITAL INC	INVESTMENT MANAGEMENT	222,560
15 OLD DANBURY ROAD WILTON,CT 06897		
WILLOWRIDGE PARTNERS INC	INVESTMENT MANAGEMENT	120,816
25 EAST 86TH STREET NEW YORK,NY 10028		
FUND EVALUATION GROUP	INVESTMENT CONSULTANT	113,198
201 EAST FIFTH STREET STE 1600 CINCINNATI,OH 45202		
BLACKROCKQUELLOS	INVESTMENT MANAGEMENT	86,305
601 UNION STREET 56TH FLOOR SEATTLE,WA 98101		
WESTFIELD	INVESTMENT MANAGEMENT	67,654
ONE FINANCIAL CENTER BOSTON,MA 02111		
Total number of others receiving over \$50,000 for professional services.		1

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	0
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	133,209,844
b	Average of monthly cash balances.	1b	31,545
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	133,241,389
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	133,241,389
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,998,621
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	131,242,768
6	Minimum investment return. Enter 5% of line 5.	6	6,562,138

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	6,562,138
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	58,620
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	58,620
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	6,503,518
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	6,503,518
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	6,503,518

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	8,612,207
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	8,612,207
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	58,620
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,553,587
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				6,503,518
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			8,322,676	
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.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 8,612,207				
a Applied to 2011, but not more than line 2a			8,322,676	
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.				289,531
e Remaining amount distributed out of corpus	0			
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	0			
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.				6,213,987
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.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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))

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 or e-mail of the person to whom applications should be addressed

STEVEN M WILSON
40 PEARL STREET NW SUITE 1100
GRAND RAPIDS, MI 49503
(616) 451-0303
WILSON@FREYFDN.ORG

b

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

STANDARD APPLICATION FORM AVAILABLE UPON REQUEST FROM ADDRESS ABOVE OR AT THE FOUNDATION'S WEBSITE
WWW.FREYFDN.ORG

c

Any submission deadlines

DUE TWELVE WEEKS PRIOR TO SCHEDULED DATE OF BOARD FUNDING MEETING, USUALLY HELD IN FEBRUARY, MAY, AU

d

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

FOR COMMUNITY-BASED OR REGIONAL PROJECTS, THE FOUNDATION FOCUSES ON PROPOSALS FROM ORGANIZATIONS AND AGENCIES SERVING KENT, EMMET OR CHARLEVOIX COUNTIES. THE FOUNDATION ALSO ACCEPTS PROPOSALS FROM CHARITABLE ORGANIZATIONS WITH A STATE-LEVEL PRESENCE OR STATE GOVERNMENT AGENCIES WHOSE PROPOSAL MAY HAVE A DIRECT IMPACT ON THE FREY FOUNDATION'S GEOGRAPHIC TARGETS.

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	7,400,961
b Approved for future payment See Additional Data Table				
Total			3b	1,344,700

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	244	
4 Dividends and interest from securities.	900000	1,617	14	2,914,052	
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.			14	308,816	
8 Gain or (loss) from sales of assets other than inventory	900000	13,117	18	3,655,277	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a See Additional Data Table					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). . .		12,709		6,878,389	0
13 Total. Add line 12, columns (b), (d), and (e).			13		6,891,098

[illegible]

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
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

*****	2013-11-13	*****	<div style="border: 1px solid black; padding: 5px;"> May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00053844
	JAMES G THOMPSON CPA	JAMES G THOMPSON CPA			
	Firm's name <input type="checkbox"/>	PLANTE & MORAN PLLC		Firm's EIN <input type="checkbox"/> 38-1357951	
		750 TRADE CENTRE WAY STE 300			
Firm's address <input type="checkbox"/>	PORTAGE, MI 49002		Phone no (269) 567-4500		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BARROW HANLEY	P		
COMMONFUND PRIVATE EQUITY PARTNERS IV	P		
COMMONFUND PRIVATE EQUITY PARTNERS VI	P		
COMMONFUND VENTURE PARTNERS V	P		
COMMONFUND VENTURE PARTNERS VII	P		
DFA EMERGING MARKETS FUND	P		
DFA INTERNATIONAL SMALL CAP VALUE FUND	P		
DFA US SMALL CAP FUND	P		
FRANKLIN TEMPLETON GLOBAL BOND FUND	P		
ISHARES	P		
JCF III	P		
METROPOLITAN - MREP VII	P		
PIMCO TOTAL RETURN FUND	P		
QUELLOS/BLACKROCK REAL ASSETS II	P		
SIGULER GUFF	P		
VANGUARD INSTITUTIONAL INDEX FUND	P		
VANGUARD MID-CAP INDEX FUND	P		
WESTFIELD CAPITAL	P		
WILLOWRIDGE/AMBERBROOK V	P		
WILLOWRIDGE/AMBERBROOK V	P		
WILLOWRIDGE/AMBERBROOK VI	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		168,827	-168,827
381,636			381,636
162,985			162,985
92,332			92,332
125,992			125,992
133,796			133,796
90,359			90,359
362,526			362,526
48,442			48,442
1,550,130		1,481,741	68,389
24,592			24,592
683			683
342,924			342,924
155,842			155,842
65,889			65,889
520,340			520,340
123,640			123,640
4,539,191		3,918,770	620,421
57,909		2,175	55,734
415,799			415,799
31,783			31,783

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-168,827
			381,636
			162,985
			92,332
			125,992
			133,796
			90,359
			362,526
			48,442
			68,389
			24,592
			683
			342,924
			155,842
			65,889
			520,340
			123,640
			620,421
			55,734
			415,799
			31,783

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
DAVID G FREY	CHAIRMAN 18 00	58,290	0	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				
JOHN M FREY	VICE CHAIRMAN 5 00	25,200	0	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				
EDWARD J FREY JR	SECRETARY/TREASURER 10 00	40,600	0	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				
MARY CAROLINE FREY	TRUSTEE EMERITUS 0 00	0	0	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				
MARY FREY BENNETT	NEXT GEN ADVISORY COMM 1 00	15,484	0	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				
CAMPBELL W FREY	NEXT GEN ADVISORY COMM 1 00	2,000	0	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				
DAVID G FREY JR	NEXT GEN ADVISORY COMM 1 00	1,500	0	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				
ELEONORA H FREY	NEXT GEN ADVISORY COMM 1 00	14,239	0	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				
JOHANNES VH FREY	NEXT GEN ADVISORY COMM 1 00	554	0	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				
KATRINE E FREY	NEXT GEN ADVISORY COMM 1 00	0	0	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				
LAURA D FREY	NEXT GEN ADVISORY COMM 1 00	1,000	0	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				
WILLIAM O FREY	NEXT GEN ADVISORY COMM 1 00	1,500	0	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				
SARAH R FREY ROSE	NEXT GEN ADVISORY COMM 1 00	15,311	0	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				
CYNTHIA A YOUNG	NEXT GEN ADVISORY COMM 1 00	2,000	0	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				
STEVEN M WILSON	PRESIDENT 40 00	205,555	19,823	0
40 PEARL STREET NW SUITE 1100 GRAND RAPIDS, MI 49503				

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>				
ALACHUA COUNTY LIBRARY DISTRICT FOUNDATION 401 EAST UNIVERSITY AVENUE GAINESVILLE,FL 32601	NONE	509(A)(1)	COMMUNITY LITERACY PROGRAMS AT THE ALACHUA COUNTY PUBLIC LIBRARY	500
ALACHUA COUNTY PUBLIC SCHOOLS 620 EAST UNIVERSITY AVE GAINESVILLE,FL 32601	NONE	509(A)(1)	ARCHER ELEMENTARY SCHOOL ACTIVITIES	350
ALACHUA COUNTY PUBLIC SCHOOLS 620 EAST UNIVERSITY AVE GAINESVILLE,FL 32601	NONE	509(A)(1)	THEMATIC LEARNING ACTIVITIES AT ARCHER ELEMENTARY SCHOOL	3,000
ALACHUA HABITAT FOR HUMANITY 2317 SW 13TH ST GAINESVILLE,FL 32608	NONE	509(A)(1)	GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	500
AMERICAN CANCER SOCIETY INC 129 JEFFERSON AVENUE SE GRAND RAPIDS,MI 49503	NONE	509(A)(1)	RELAY FOR LIFE TEAM- HEFFRON FARMS	250
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY ST PHILADELPHIA,PA 19102	NONE	509(A)(1)	MEMORIAL GIFT IN HONOR OF ROBERT ROHWER	500
AMERICAN RIVERS 1845 N FARWELL AVE MILWAUKEE,WI 53202	NONE	509(A)(1)	CATCHING THE RAIN INITIATIVE	2,000
ARTISTS CREATING TOGETHER INC 1140 MONROE AVE NW GRAND RAPIDS,MI 49503	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	150
ARTISTS CREATING TOGETHER INC 1140 MONROE AVE NW GRAND RAPIDS,MI 49503	NONE	509(A)(1)	SUPPORT FOR A MULTI- YEAR EFFORT TO BUILD VSA'S INTERNAL CAPACITY	20,000
ARTSERVE MICHIGAN 1 CLOVER COURT WIXOM,MI 48393	NONE	509(A)(1)	MICHIGAN CULTURAL DATA PROJECT	25,000
ASHEVILLE SCHOOL 360 ASHEVILLE SCHOOL RD ASHEVILLE,NC 28806	NONE	509(A)(1)	SUPPORT TALIAFERRO/FREY SCHOLARSHIP FUND	12,500
BAXTER COMMUNITY CENTER INC 935 BAXTER SE GRAND RAPIDS,MI 49506	NONE	509(A)(1)	EXPAND THE CAPACITY OF A HIGH QUALITY CHILD DEVELOPMENT PROGRAM	20,000
BEHAVIORAL RESOURCES & INSTITUTE FOR NEUROPSYCHOLOGICAL SERVICES FOUNDATION 3351 EAGLE RUN DR NE GRAND RAPIDS,MI 49525	NONE	509(A)(1)	GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	500
BETTY FORD CENTER 39000 BOB HOPE DR RANCHO MIRAGE,CA 922703297	NONE	509(A)(1)	BETTY FORD INSTITUTE CHILDREN'S PROGRAM TRAINING ACADEMY	10,000
BLANDFORD NATURE CENTER 1440 HILLBURN NW GRAND RAPIDS,MI 49504	NONE	509(A)(1)	SPONSOR AN ANIMAL PROGRAM AND THE EDUCATIONAL PROGRAMS	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>				
BLISSFEST MUSIC ORGANIZATION 625 CONNABLE AVE PETOSKEY,MI 49770	NONE	509(A)(2)	GENERAL CHARITABLE ACTIVITIES OF THE ORGANIZATION	2,000
BRIDGE THE GAP MINISTRIES OF NORTH AMERICA PO BOX 7705 GRAND RAPIDS,MI 495107705	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	90
BROWN-HUTCHERSON MINISTRIES 618 JEFFERSON AVE SE GRAND RAPIDS,MI 49503	NONE	509(A)(1)	MR B'S BASKETBALL READING AND MATH CAMP	6,000
CAMP DAGGETT 03001 CHURCH RD PETOSKEY,MI 49770	NONE	509(A)(2)	SUPPORT FOR SCHOLARSHIP AND YOUTH PROGRAMS	2,000
CAMP DAGGETT 03001 CHURCH RD PETOSKEY,MI 49770	NONE	509(A)(2)	SCHOLARSHIP PROGRAM SUPPORT FOR ECONOMICALLY DISADVANTAGED CAMPERS	5,000
CELEBRATION UNITED METHODIST CHURCH 9501 SW ARCHER RD GAINESVILLE,FL 326085721	NONE	170(B)(1)(A)	SUPPORT FOR THE COMMUNITY MUSIC PROGRAM	500
CELEBRATION UNITED METHODIST CHURCH 9501 SW ARCHER RD GAINESVILLE,FL 326085721	NONE	170(B)(1)(A)	SUPPORT FOR COMMUNITY OUTREACH PROGRAMS	2,500
CHAR-EM UNITED WAY INC 2350 MITCHELL PARK DR 8 PETOSKEY,MI 497701701	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	1,000
CHAR-EM UNITED WAY INC 2350 MITCHELL PARK DR 8 PETOSKEY,MI 497701701	NONE	509(A)(1)	ANNUAL FUND SUPPORT	10,000
CHAR-EM UNITED WAY INC 2350 MITCHELL PARK DR 8 PETOSKEY,MI 497701701	NONE	509(A)(1)	THREE-YEAR CHALLENGE GRANT TO INCREASE TOTAL GIVING TO CHAR-EM UNITED WAY	10,000
CHAR-EM UNITED WAY INC 2350 MITCHELL PARK DR 8 PETOSKEY,MI 497701701	NONE	509(A)(1)	COMMUNITY CAMPAIGN FOR NON-PROFIT SECTOR IN CHARLEVOIX AND EMMET COUNTIES	20,000
CHARLEVOIX AREA HOSPITAL FOUNDATION 14700 LAKE SHORE DR CHARLEVOIX,MI 49720	NONE	509(A)(3) TYPE III	SCHOOL NURSE PARTNERSHIP INITIATIVE	14,000
CHARLEVOIX COUNTY COMMUNITY FOUNDATION PO BOX 718 EAST JORDAN,MI 49727	NONE	509(A)(1)	OFFICE ACQUISITION AND RENNOVATION PROJECT	14,900
CHARLEVOIX COUNTY COMMUNITY FOUNDATION PO BOX 718 EAST JORDAN,MI 49727	NONE	509(A)(1)	SUPPORT FOR THE FREY FAMILY DISCRETIONARY FUND	124,000
CHARLEVOIX-EMMET INTERMEDIATE SCHOOL DISTRICT 08568 MERCER BOULEVARD CHARLEVOIX,MI 49720	NONE	170(B)(1)(A)	AT TOOLS GROUP AT THE CHARLEVOIX-EMMET ISD	3,000

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>				
CITY OF GRAND RAPIDS 300 MONROE AVE NW GRAND RAPIDS, MI 49503	NONE	170(B)(1)(A)	STORMWATER MITIGATION DEMONSTRATION PROJECT ON PLAINFIELD AVE	10,000
CITY OF GRAND RAPIDS 300 MONROE AVE NW GRAND RAPIDS, MI 49503	NONE	170(B)(1)(A)	TRANSFORMATION INVESTMENT PLAN EFFORT TO CREATE A PUBLIC SAFETY OPERATION	27,000
CITY OF HARBOR SPRINGS 160 ZOLL ST HARBOR SPRINGS, MI 49740	NONE	170(B)(1)(A)	SUPPORT FOR THE DOWNTOWN ENHANCEMENT STUDY	6,250
COLORADO AVALANCHE INFORMATION CENTER 325 BROADWAY WS1 BOULDER, CO 80305	NONE	170(B)(1)(A)	SUPPORT FOR THE GENERAL FUND	200
CONNECTICUT CHILDREN'S MEDICAL CENTER FOUNDATION 282 WASHINGTON ST HARTFORD, CT 06106	NONE	509(A)(1)	CONNECTICUT SAFE KIDS PROGRAM	2,500
CONNECTICUT DEPARTMENT OF VETERANS' AFFAIRS 287 W ST ROCKY HILL, CT 06067	NONE	170(B)(1)(A)	SUPPORT FOR THE REHAB PROGRAM	2,500
CORNELL UNIVERSITY 1300 YORK AVENUE BOX 123 NEW YORK, NY 10065	NONE	509(A)(1)	SUPPORT FOR THE WEILL COLLEGE OF MEDICINE	500
COUNCIL OF MICHIGAN FOUNDATIONS INC ONE S HARBOR GRAND HAVEN, MI 49417	NONE	509(A)(1)	2012 MEMBERSHIP DUES FOR THE MICHIGAN FUNDERS FOR SUSTAINABLE REGIONS	1,500
COUNCIL OF MICHIGAN FOUNDATIONS INC ONE S HARBOR GRAND HAVEN, MI 49417	NONE	509(A)(1)	2012 MEMBERSHIP	9,600
COUNCIL OF MICHIGAN FOUNDATIONS INC ONE S HARBOR GRAND HAVEN, MI 49417	NONE	509(A)(1)	SUPPORT FOR THE START-UP OF THE GREAT LAKES FUNDERS COLLABORATIVE	15,000
DEVOS CHILDREN'S HOSPITAL FOUNDATION 100 MICHIGAN ST NE MC004 GRAND RAPIDS, MI 49503	NONE	509(A)(1)	DEVOS CHILDREN'S HOSPITAL'S PEDIATRIC ONCOLOGY RESOURCE TEAM	1,500
DEVOS CHILDREN'S HOSPITAL FOUNDATION 100 MICHIGAN ST NE MC004 GRAND RAPIDS, MI 49503	NONE	509(A)(1)	HOLIDAY CELEBRATIONS CHILDREN HOSPITALIZED AT DEVOS CHILDREN'S HOSPITAL	4,000
DISABILITY CONNECTION 27 E CLAY AVE MUSKEGON, MI 49442	NONE	509(A)(1)	SUPPORT THE GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	1,500
DOG STORY THEATER 716 COLLEGE AVE SE GRAND RAPIDS, MI 49503	NONE	509(A)(2)	SUPPORT TO ASSIST THIS SMALL START-UP WITH PROGRAM CAPACITY	5,000
DR THEODORE A ATLAS FOUNDATION 543 CARY AVE STATEN ISLAND, NY 10310	NONE	509(A)(1)	SUPPORT FOR HURRICANE SANDY RELIEF	50,000

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>				
DRUMMOND ISLAND MEDICAL CENTER PO BOX 98 DRUMMOND ISLAND,MI 49726	NONE	509(A)(1)	GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	5,000
DUCKS UNLIMITED INC ONE WATERFOWL WAY MEMPHIS,TN 381202351	NONE	509(A)(1)	INITIATIVE DESIGNED TO PROTECT, RESTORE, ENHANCE WETLAND & UPLAND HABITAT	44,800
DWIGHT LYDELL CHAPTER OF THE IZAAK WALTON LEAGUE OF AMERICA 5641 MYERS LAKE AVE BELMONT,MI 49306	NONE	509(A)(2)	SUPPORT THE GENERAL CHARITABLE ACTIVITIES	100
EARTH UNIVERSITY FOUNDATION EIGHT PIEDMONT CENTER ATLANTA,GA 303051509	NONE	509(A)(1)	SUPPORT FOR THE EARTH UNIVERSITY FINANCIAL AID PROGRAM	2,500
EAST GRAND RAPIDS SCHOOLS FOUNDATION 2915 HALL ST SE EAST GRAND RAPIDS,MI 495063091	NONE	509(A)(1)	VANGELDEREN STUDENT SCHOLARSHIP	1,500
EAST GRAND RAPIDS SCHOOLS FOUNDATION 2915 HALL ST SE EAST GRAND RAPIDS,MI 495063091	NONE	509(A)(1)	8TH BI-ANNUAL COMMUNITY SERVICE AND DISTINGUISHED ALUMNI AWARDS DINNER	2,000
EAST GRAND RAPIDS SCHOOLS FOUNDATION 2915 HALL ST SE EAST GRAND RAPIDS,MI 495063091	NONE	509(A)(1)	SUPPORT ACQUISITION "WE THE CHILDREN", PAINTING BY PAUL COLLINS	7,000
EAST HAMPTON VOLUNTEER FOOD BANK 20 EAST HIGH ST EAST HAMPTON,CT 06424	NONE	509(A)(1)	GENERAL OPERATING ACTIVITIES AND THE FOOD AND CLOTHING BANKS	10,000
EBONY HORSEWOMEN INC 337 VINE ST HARTFORD,CT 06112	NONE	509(A)(1)	SUPPORT FOR THE SUMMER PROGRAM	2,500
EMORY UNIVERSITY ALZHEIMER'S DISEASE RESEARCH CENTER 1841 CLIFTON RD ROOM 303 ATLANTA,GA 30329	NONE	509(A)(1)	"A FAMILY AFFAIR" EVENT TO BENEFIT ALZHEIMER'S DISEASE RESEARCH	10,000
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DR NEWYORK,NY 10115	NONE	509(A)(1)	2012 MEMBERSHIP DUES	1,297
FAMILY FUTURES 678 FRONT AVE NW GRAND RAPIDS,MI 49504	NONE	509(A)(1)	INCREASED ACCESS AND LOWER COST DISTRIBUTION OF THE DEVELOPMENTAL SCREENER	50,000
FARMING FOR OUR FUTURE AT POND HILL INC 5581 S LAKE SHORE DR HARBOR SPRINGS,MI 49740	NONE	509(A)(1)	PURCHASE AED MACHINE AND GENERAL CHARITABLE ACTIVITIES	5,000
FIRST STEPS KENT 118 COMMERCE AVE SW GRAND RAPIDS,MI 49503	NONE	509(A)(1)	FIRST STEPS INITIATIVE A COMPREHENSIVE EARLY CHILDHOOD SYSTEM	100,000
FIRST UNITED PRESBYTERIAN CHURCH 7940 CEMETERY RD HARBOR SPRINGS,MI 49740	NONE	170(B)(1)(A)	FUNDING SUPPORT FOR THE 2012-2013 HABITAT FOR HUMANITY PROJECT	3,000

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>				
FIVE MILE CREEK COMMUNITY 5699 S LAKE SHORE DR HARBOR SPRINGS, MI 49740	NONE	509(A)(1)	NEW ROOF FOR THE FIVE MILE CREEK SCHOOLHOUSE	2,000
FLORIDA COALITION FOR PRESERVATION 235 NE 6TH AVE DELRAY BEACH, FL 33483	NONE	170(B)(1)(A)	GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	5,000
FREDERIK MEIJER GARDENS AND SCULPTURE PARK 1000 EAST BELTLINE NE GRAND RAPIDS, MI 49525	NONE	509(A)(1)	THE DEVOS JAPANESE GARDEN AT FREDERIK MEIJER GARDEN & SCULPTURE PARK	25,000
FREDERIK MEIJER GARDENS AND SCULPTURE PARK 1000 EAST BELTLINE NE GRAND RAPIDS, MI 49525	NONE	509(A)(1)	THE DEVOS JAPANESE GARDEN AT FREDERIK MEIJER GARDENS & SCULPTURE PARK	250,000
FRESHWATER FUTURE PO BOX 2479 PETOSKEY, MI 497702479	NONE	509(A)(1)	ENGAGEMENT CAMPAIGN IN EFFORT TO KEEP THE GREAT LAKES ASIAN CARP FREE	1,674
FRESHWATER FUTURE PO BOX 2479 PETOSKEY, MI 497702479	NONE	509(A)(1)	STRENGTHEN THE ORGANIZATIONS DONOR BASE	10,000
FRESHWATER FUTURE PO BOX 2479 PETOSKEY, MI 497702479	NONE	509(A)(1)	ENGAGEMENT CAMPAIGN IN EFFORT TO KEEP THE GREAT LAKES ASIAN CARP FREE	22,000
FRIENDS OF GRAND RAPIDS PARKS PO BOX 3199 GRAND RAPIDS, MI 495013199	NONE	509(A)(1)	GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	4,000
FRIENDS OF GRAND RAPIDS PARKS PO BOX 3199 GRAND RAPIDS, MI 495013199	NONE	509(A)(1)	"PARKS ALIVE", A NEW PROGRAM TO RECLAIM AND SUSTAIN PARKS	25,000
FRIENDS OF THE BOYNE RIVER INC PO BOX 151 BOYNE CITY, MI 49712	NONE	509(A)(1)	FOR THE CREATION OF THE BOYNE RIVER NATURE AREA	8,200
FRIENDS OF THE NORTHWEST WEATHER AND AVALANCHE CENTER 15600 NE 8TH ST BELLEVUE, WA 98008	NONE	509(A)(2)	SUPPORT FOR THE GENERAL FUND	200
FRIENDS OF THE UTAH AVALANCHE CENTER PO BOX 521353 SALT LAKE CITY, UT 841521353	NONE	509(A)(1)	SUPPORT FOR THE GENERAL FUND	200
FUNDERS' NETWORK FOR SMART GROWTH AND LIVABLE COMMUNITIES 1500 SAN REMO AVE CORAL GABLES, FL 33146	NONE	509(A)(1)	2012 MEMBERSHIP SUPPORT	3,000
GRAND ACTION FOUNDATION 120 LYON ST NW GRAND RAPIDS, MI 49503	NONE	509(A)(1)	CAPITAL CAMPAIGN FOR GRAND RAPID'S URBAN FARMERS MARKET	1,000
GRAND ACTION FOUNDATION 120 LYON ST NW GRAND RAPIDS, MI 49503	NONE	509(A)(1)	CAPITAL CAMPAIGN FOR GRAND RAPID'S URBAN FARMERS MARKET	1,000,000

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>				
GRAND RAPIDS ART MUSEUM 101 MONROE CENTER GRAND RAPIDS, MI 49503	NONE	509(A)(1)	SUPPORT FOR THE SCHOOL TOUR PROGRAM	3,500
GRAND RAPIDS ART MUSEUM 101 MONROE CENTER GRAND RAPIDS, MI 49503	NONE	509(A)(1)	SUPPORT FOR THE REAL/SURREAL EXHIBITION	25,000
GRAND RAPIDS CABLE ACCESS INC 711 BRIDGE ST NW GRAND RAPIDS, MI 49504	NONE	509(A)(1)	WEALTHY THEATRE CENTENNIAL SUSTAINABILITY PROJECT	27,500
GRAND RAPIDS COMMUNITY COLLEGE FOUNDATION 143 BOSTWICK AVE NE GRAND RAPIDS, MI 495033295	NONE	509(A)(1)	RAY GILL JAZZ SCHOLARSHIP FUND	100
GRAND RAPIDS COMMUNITY COLLEGE FOUNDATION 143 BOSTWICK AVE NE GRAND RAPIDS, MI 495033295	NONE	509(A)(1)	VISUAL ARTS DEPARTMENT FILM PROGRAM TO PURCHASE EQUIPMENT AND SUPPLIES	2,500
GRAND RAPIDS COMMUNITY FOUNDATION 185 OAKES ST SW GRAND RAPIDS, MI 49503	NONE	509(A)(1)	SUPPORT FOR THE GENERAL FUND	2,000
GRAND RAPIDS COMMUNITY FOUNDATION 185 OAKES ST SW GRAND RAPIDS, MI 49503	NONE	509(A)(1)	NONPROFIT TECHNICAL ASSISTANCE FUND-RESOURCE FOR WEST MICHIGAN NONPROFITS	30,000
GRAND RAPIDS COMMUNITY FOUNDATION 185 OAKES ST SW GRAND RAPIDS, MI 49503	NONE	509(A)(1)	LEGACY OF EXCELLENCE - AN ENDOWMENT CAMPAIGN	650,000
GRAND RAPIDS PUBLIC MUSEUM 272 PEARL ST NW GRAND RAPIDS, MI 49504	NONE	509(A)(2)	SPONSORSHIP FOR THE 4TH ANNUAL JAY & BETTY VAN ANDEL LEGACY AWARDS	2,500
GRAND RAPIDS PUBLIC SCHOOLS 1331 FRANKLIN SE GRAND RAPIDS, MI 495010117	NONE	170(B)(1)(A)	CONSTRUCTION OF A PERMANENT FACILITY TO HOUSE THE BLANDFORD SCHOOL	100,000
GRAND RAPIDS ROWING CLUB PO BOX 3189 GRAND RAPIDS, MI 48901	NONE	509(A)(2)	COURSE DEVELOPMENT AND SITE IMPROVEMENTS TO THE GRAND RIVER	25,000
GRAND RAPIDS UNIVERSITY PREPARATORY ASSOCIATION 111 COLLEGE SE GRAND RAPIDS, MI 49503	NONE	170(B)(1)(A)	INSPIRE, ACHIEVE, REALIZE CAPITAL CAMPAIGN	25,000
GRAND RAPIDS UNIVERSITY PREPARATORY ASSOCIATION 111 COLLEGE SE GRAND RAPIDS, MI 49503	NONE	170(B)(1)(A)	INSPIRE, ACHIEVE, REALIZE CAPITAL CAMPAIGN	500,000
GRAND TRAVERSE COUNTY 400 BOARDMAN AVENUE TRAVERSE CITY, MI 49684	NONE	170(B)(1)(A)	REMOVAL OF THREE BOARDMAN RIVER DAMS AND THE MODIFICATION OF A FOURTH	250,000
GRAND VALLEY STATE UNIVERSITY 22 ZUMBERG LIBRARY ALLENDALE, MI 49401	NONE	509(A)(1)	GRAND VALLEY STATE UNIVERSITY CAMPAIGN TO BUILD THE MARY IDEMA PEW LIBRARY	700,000

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>				
GRANTMAKERS FOR CHILDREN YOUTH & FAMILIES INC 8757 GEORGIA AVE SILVER SPRING,MD 20910	NONE	509(A)(1)	2012 MEMBERSHIP	1,000
GRANTMAKERS IN THE ARTS 4055 21ST AVE W SEATTLE,WA 981191247	NONE	509(A)(1)	2012 MEMBERSHIP	400
GRANTS MANAGERS NETWORK 1666 K ST NW WASHINGTON,DC 20006	NONE	509(A)(1)	2012 MEMBERSHIP	2,000
GRANTS MANAGERS NETWORK 1666 K ST NW WASHINGTON,DC 20006	NONE	509(A)(1)	SUPPORT FOR PHASE IV OF PROJECT STREAMLINE	4,636
GREATER GRAND RAPIDS BICYCLE COALITION PO BOX 6204 GRAND RAPIDS,MI 49516	NONE	509(A)(1)	LAUNCH BROAD-BASED COALITION - BICYCLING BECOME DAILY ACTIVITY	20,000
GUIDESTAR 4801 COURTHOUSE ST WILLIAMSBURG,VA 23188	NONE	509(A)(1)	2012 MEMBERSHIP DUES	500
HARBOR SPRINGS COMMUNITY DAYCARE & PRESCHOOL INC 930 STATE ST UNIT 15 HARBOR SPRINGS,MI 49740	NONE	509(A)(2)	TO SUPPORT THE GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	5,000
HEADWATERS LAND CONSERVANCY INC 110 S ELM ST GAYLORD,MI 49735	NONE	509(A)(1)	AUSABLE RIVER WATERSHED PROGRAM	5,000
HEALTH DEPARTMENT OF NORTHWEST MICHIGAN 220 W GARFIELD CHARLEVOIX,MI 49720	NONE	170(B)(1)(A)	SUPPORT FOR THE EARLY CHILDHOOD MENTAL HEALTH INITIATIVE	40,000
HEART OF THE LAKES CENTER FOR LAND CONSERVATION POLICY 300 N BRIDGE ST GRAND LEDGE,MI 48837	NONE	509(A)(1)	SUPPORT FOR "ADVANCING CONSERVANCY EXCELLENCE"	10,000
HEART OF WEST MICHIGAN UNITED WAY 118 COMMERCE AVE SW GRAND RAPIDS,MI 495034106	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	25,000
HEBRON INTERFAITH HUMAN SERVICES INC PO BOX 634 HEBRON,CT 06248	NONE	509(A)(1)	SUPPORT THE GENERAL CHARITABLE ACTIVITIES OF THE ORGANIZATION	2,500
HEBRON INTERFAITH HUMAN SERVICES INC PO BOX 634 HEBRON,CT 06248	NONE	509(A)(1)	SUPPORT THE GENERAL CHARITABLE ACTIVITIES OF THE ORGANIZATON	10,000
HOBE SOUND COMMUNITY CHEST PO BOX 511 HOBE SOUND,FL 334750511	NONE	509(A)(1)	HOBE SOUND CHILD CARE CENTER AND THE GENERAL CHARITABLE ACTIVITIES	5,000
HOPE COLLEGE 100 E 8TH ST SUITE 210 HOLLAND,MI 49423	NONE	501(C)(3)	DEVELOPMENT OF CONCERT HALL AND DEPARTMENT OF MUSIC FACILITY	250,000

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>				
IMERMAN ANGELS 400 WERIE ST SUITE 405 CHICAGO,IL 60654	NONE	509(A)(1)	GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	2,500
INDIAN TRAILS CAMP INC 0-1859 LAKE MICHIGAN DR NW GRAND RAPIDS,MI 49544	NONE	501(C)(3)	NEW SEATING AND PICNIC AREA TO ACCOMMODATE AT LEAST 250 INDIVIDUALS	4,000
INLAND LAKES SCHOOLS 4363 S STRAITS HIGHWAY INDIAN RIVER,MI 49749	NONE	170(B)(1)(A)	INLAND LAKES 5TH GRADE CLASSES FIELD TRIP SUPPORT	5,000
INTERLOCHEN CENTER FOR THE ARTS PO BOX 199 INTERLOCHEN,MI 496430199	NONE	509(A)(1)	SUPPORT FOR THE SCHOLARSHIP FUND FOR THEATRICAL AND FILM DESIGN PRODUCTION	2,500
INTERLOCHEN CENTER FOR THE ARTS PO BOX 199 INTERLOCHEN,MI 496430199	NONE	509(A)(1)	SUPPORT FOR THE GUEST ARTISTS FUND	3,000
INTERLOCHEN CENTER FOR THE ARTS PO BOX 199 INTERLOCHEN,MI 496430199	NONE	509(A)(1)	ARTIST-IN-RESIDENCE AT INTERLOCHEN ARTS ACADEMY'S DE ROY CENTER FOR FILM	10,000
INTERLOCHEN CENTER FOR THE ARTS PO BOX 199 INTERLOCHEN,MI 496430199	NONE	509(A)(1)	CONSTRUCTION OF THE UPTON-MORLEY PERFORMING ARTS PAVILION	80,000
INTERNATIONAL MEDICAL ASSISTANCE PO BOX 2161 COLUMBUS,IN 47202	NONE	509(A)(1)	SUPPORT FOR THE MISSION WORK IN MEXICO	500
JOHN BALL ZOOLOGICAL SOCIETY 1300 WFULTON GRAND RAPIDS,MI 49504	NONE	509(A)(2)	JOHN BALL ZOO'S JUMP PROGRAM AND THE LIBRARY TRAVELING ZOO PROGRAM	2,500
JUPITER ISLAND MEDICAL CLINIC 100 ESTRADA SQUARE HOBE SOUND,FL 334552400	NONE	509(A)(1)	GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	2,000
JUVENILE DIABETES RESEARCH - INDIANA STATE CHAPTER 10401 N MERIDIAN ST INDIANAPOLIS,IN 46290	NONE	509(A)(1)	TO SUPPORT THE GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	4,500
KALAMAZOO COLLEGE 1200 ACADEMY ST KALAMAZOO,MI 490063295	NONE	509(A)(1)	FACULTY AND TEACHING RESOURCES	200
KALAMAZOO COLLEGE 1200 ACADEMY ST KALAMAZOO,MI 490063295	NONE	509(A)(1)	SUPPORT FOR THE FACULTY FUND	2,500
KIDS FOOD BASKET 2055 OAK INDUSTRIAL DR NE GRAND RAPIDS,MI 49505	NONE	509(A)(1)	BETTER AND LARGER SPACE TO HOUSE AN INNOVATIVE APPROACH TO REDUCING HUNGER	15,000
LAND CONSERVANCY OF WEST MICHIGAN 400 ANN ST NW GRAND RAPIDS,MI 49504	NONE	509(A)(2)	SUPPORT FOR THE GENERAL FUND	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>				
LAND CONSERVANCY OF WEST MICHIGAN 400 ANN ST NW GRAND RAPIDS, MI 49504	NONE	509(A)(2)	PACE OF CONSERVATION PROJECT	10,000
LITERACY CENTER OF WEST MICHIGAN 1120 MONROE NW GRAND RAPIDS, MI 49503	NONE	509(A)(2)	FAMILY LITERACY PROGRAM IN COLLABORATION WITH THE SCHOOLS OF HOPE PROGRAM	5,000
LITTLE TRAVERSE BAY HUMANE SOCIETY 1300 W CONWAY RD HARBOR SPRINGS, MI 49740	NONE	509(A)(1)	TO SUPPORT THE SPAY AND NEUTER PROGRAM	5,000
LITTLE TRAVERSE CONSERVANCY INC 3264 POWELL RD HARBOR SPRINGS, MI 497409469	NONE	509(A)(1)	SUPPORT FOR THE GENERAL FUND	1,000
LITTLE TRAVERSE CONSERVANCY INC 3264 POWELL RD HARBOR SPRINGS, MI 497409469	NONE	509(A)(1)	SUPPORT FOR THE GETTING KIDS OUTDOORS PROGRAM	2,000
LITTLE TRAVERSE CONSERVANCY INC 3264 POWELL RD HARBOR SPRINGS, MI 497409469	NONE	509(A)(1)	HARBOR SPRINGS GREENBELT PROJECT	25,000
LITTLE TRAVERSE SAILORS PO BOX 583 HARBOR SPRINGS, MI 49740	NONE	509(A)(2)	SCHOLARSHIP PROGRAM SUPPORT	2,000
LOWELL AREA RECREATION AUTHORITY PO BOX 98 LOWELL, MI 49331	NONE	170(B)(1)(A)	MASTER PLANNING EFFORT TO DEVELOP A ROUTE TO CONNECT LARA'S PHASE I TRAIL	2,300
MARY FREE BED HOSPITAL AND REHABILITATION CENTER 235 WEALTHY SE GRAND RAPIDS, MI 495035299	NONE	509(A)(1)	HOLIDAY CELEBRATIONS FOR CHILDREN HOSPITALIZED AT MARY FREE BED HOSPITAL	2,000
MASTER ARTS COMPANY 75 77TH ST SW GRAND RAPIDS, MI 49548	NONE	509(A)(2)	GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	500
MICHIGAN LEAGUE FOR PUBLIC POLICY 1223 TURNER ST LANSING, MI 48906	NONE	509(A)(1)	SUPPORT TO HELP BROADEN THE BASE OF SUPPORT	1,004
MICHIGAN LEAGUE FOR PUBLIC POLICY 1223 TURNER ST LANSING, MI 48906	NONE	509(A)(1)	SUPPORT TO HELP BROADEN THE BASE OF SUPPORT	21,210
MIDTOWN NEIGHBORHOOD ASSOCIATION 1147 EAST FULTON ST GRAND RAPIDS, MI 49503	NONE	509(A)(2)	SUPPLEMENTAL FUNDS FOR THE FULTON ST FARMERS MARKET PROJECT	30,000
MIDTOWN NEIGHBORHOOD ASSOCIATION 1147 EAST FULTON ST GRAND RAPIDS, MI 49503	NONE	509(A)(2)	SUPPORT FOR CAPITAL IMPROVEMENTS TO THE FULTON ST FARMERS MARKET	200,000
MOMSBLOOM PO BOX 522 CANNONSBURG, MI 49317	NONE	509(A)(1)	TO MOVE FORWARD WITH ANNUAL FUND-RAISING EFFORTS	10,000

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>				
MUSKEGON MUSEUM OF ART FOUNDATION 296 W WEBSTER AVE MUSKEGON,MI 49440	NONE	509(A)(3) TYPE III	INSPIRE THE INVESTMENT CAMPAIGN	350,000
NATIONAL AUDUBON SOCIETY INC 225 VARICK ST NEW YORK,NY 10014	NONE	509(A)(1)	TO SUPPORT THE GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	12,500
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1101 CONNECTICUT AVE NW WASHINGTON,DC 20036	NONE	509(A)(1)	2012 MEMBERSHIP	2,000
NEWSCHOOL 66 W 12TH ST NEW YORK,NY 10011	NONE	509(A)(1)	MILANO GRADUATE SCHOOL, NON-PROFIT MANAGEMENT PROGRAM	75
NEWSCHOOL 66 W 12TH ST NEW YORK,NY 10011	NONE	509(A)(1)	SUPPORT FOR THE MILANO GRADUATE SCHOOL'S NON-PROFIT MANAGEMENT PROGRAM	1,000
NEXT DOOR INC PO BOX 661 HOOD RIVER,OR 97031	NONE	509(A)(1)	SUPPORT FOR THE "GREATEST NEEDS" FUND	4,000
NORTH CENTRAL MICHIGAN COLLEGE FOUNDATION 1515 HOWARD ST PETOSKEY,MI 49770	NONE	509(A)(3) TYPE III	ADVANCE & STRENGTHEN THE NCMC FOUNDATION THROUGH EDUCATION AND OUTREACH	6,000
NORTHERN MICHIGAN REGIONAL HOSPITAL FOUNDATION 360 CONNABLE AVE PETOSKEY,MI 49770	NONE	509(A)(3) TYPE III	HOLIDAY CELEBRATIONS FOR CHILDREN AT NORTHERN MICHIGAN HOSPITAL	2,000
NORTHWEST MICHIGAN COMMUNITY ACTION AGENCY 3963 THREE MILE RD TRAVERSE CITY,MI 496869164	NONE	509(A)(1)	HEATING/UTILITY PROGRAMS FOR EMMET, CHARLEVOIX, & NORTH ANTRIM COUNTIES	3,000
OPEN CONCEPT GALLERY 50 LOUIS ST NW GRAND RAPIDS,MI 49503	NONE	509(A)(2)	SUPPORT TO EXPAND THE DISTRIBUTION OF THE GALLERY'S ONLINE NEWSLETTER	2,000
OPERA GRAND RAPIDS 1320 E FULTON ST GRAND RAPIDS,MI 49503	NONE	509(A)(2)	TO ADDRESS SPECIFIC CAPACITY ISSUES AT OPERA GRAND RAPIDS	45,000
ORBIS 520 8TH AVE 11TH FLOOR NEW YORK,NY 10018	NONE	509(A)(1)	GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	1,000
OUTDOOR DISCOVERY CENTER MACATAWA GREENWAY A-4214 56TH ST HOLLAND,MI 49423	NONE	509(A)(2)	POTTAWATOMIE MARSH PROJECT	10,000
OUTDOOR DISCOVERY CENTER MACATAWA GREENWAY A-4214 56TH ST HOLLAND,MI 49423	NONE	509(A)(2)	FUNDING SUPPORT TO PURCHASE EQUIPMENT FOR CONSERVATION PROJECTS	10,000
OUTDOOR DISCOVERY CENTER MACATAWA GREENWAY A-4214 56TH ST HOLLAND,MI 49423	NONE	509(A)(2)	SUPPORT FOR PHASE II OF THE BUILDING A SUSTAINABLE FUTURE CAMPAIGN	56,000

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>				
PETOSKEY-HARBOR SPRINGS AREA COMMUNITY FOUNDATION 616 PETOSKEY ST PETOSKEY, MI 49770	NONE	509(A)(1)	BOARD DEVELOPMENT TO ASSIST THE YMCA OF NORTHERN MICHGIAN	15,000
PETOSKEY-HARBOR SPRINGS AREA COMMUNITY FOUNDATION 616 PETOSKEY ST PETOSKEY, MI 49770	NONE	509(A)(1)	SUPPORT FOR THE EDWARD J FREY, JR CHARITABLE FUND	20,000
PLANNED PARENTHOOD OF WEST AND NORTHERN MICHIGAN 425 CHERRY ST SE GRAND RAPIDS, MI 495034691	NONE	509(A)(1)	TO SUPPORT THE GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	500
PLANNED PARENTHOOD OF WEST AND NORTHERN MICHIGAN 425 CHERRY ST SE GRAND RAPIDS, MI 495034691	NONE	509(A)(1)	SUPPORT FOR THE EDUCATION AND OUTREACH PROGRAMS	10,000
PRESERVATION ASSOCIATION OF BEAVER ISLAND PO BOX 494 BEAVER ISLAND, MI 49782	NONE	509(A)(1)	CAPITAL CAMPAIGN FOR THE BEAVER ISLAND COMMUNITY CENTER	75,000
PROJECT H DESIGN PO BOX 12021 SAN RAFAEL, CA 94912	NONE	509(A)(1)	EFFORTS ON U S PROJECTS PREFERABLY IN THE MIDWEST/GREAT LAKES AREA	3,000
PUBLIC SCHOOLS OF PETOSKEY 1130 HOWARD ST PETOSKEY, MI 49770	NONE	170(B)(1)(A)	GENERAL OPERATING SUPPORT FOR THE HIGH SCHOOL GOLF TEAMS	3,000
PUMH FOUNDATION INC 726 LOVEVILLE RD HOCKESSIN, DE 197071536	NONE	509(A)(3) TYPE III	SUPPORT FOR THE HERON POINT BENEVOLENCE FUND	12,500
RESEARCH AND TECHNOLOGY INSTITUTE OF WEST MICHIGAN 161 OTTAWA AVE NW SUITE 400 GRAND RAPIDS, MI 495032701	NONE	509(A)(2)	THE RIGHT PLACE INC 'S EFFORTS TO HELP TRANSITION THE ECONOMIC BASE	50,000
SAINT MARY'S DORAN FOUNDATION 200 JEFFERSON AVE SE GRAND RAPIDS, MI 49503	NONE	509(A)(1)	SUPPORT FOR THE NEW MOTHER'S CELEBRATION AT CLINICA SANTA MARIA	2,000
SENIOR NEIGHBORS INC 820 MONROE NW GRAND RAPIDS, MI 495031442	NONE	509(A)(1)	SENIOR NEIGHBORS CENTRAL OFFICE MOVE AND RENOVATION	15,000
SNOWBALL EXPRESS 2973 HARBOR BLVD 401 COSTA MESA, CA 92626	NONE	509(A)(1)	TO SUPPORT THE GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	2,500
SOS OUTREACH PO BOX 2020 AVON, CO 81620	NONE	509(A)(1)	TO SUPPORT THE GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	3,900
SPECTRUM HEALTH FOUNDATION 100 MICHIGAN NE GRAND RAPIDS, MI 49503	NONE	509(A)(1)	TO SUPPORT THE GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	5,000
ST CECILIA MUSIC SOCIETY 24 RANSOM AVE NE GRAND RAPIDS, MI 49503	NONE	509(A)(1)	SUPPORT FOR AN AFTER-SCHOOL STRINGS PROGRAM FOR YOUTH	3,500

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>				
ST CECILIA MUSIC SOCIETY 24 RANSOM AVE NE GRAND RAPIDS, MI 49503	NONE	509(A)(1)	SUPPORT FOR AN AFTER-SCHOOL STRINGS PROGRAM FOR YOUTH	5,000
ST STEPHEN CATHOLIC CHURCH 750 GLADSTONE SE EAST GRAND RAPIDS, MI 49506	NONE	170(B)(1)(A)	SUPPORT FOR THE TECHNOLOGY FUND	50
ST STEPHEN CATHOLIC CHURCH 750 GLADSTONE SE EAST GRAND RAPIDS, MI 49506	NONE	170(B)(1)(A)	CATHOLIC SERVICES APPEAL SUPPORT	50
ST STEPHEN CATHOLIC CHURCH 750 GLADSTONE SE EAST GRAND RAPIDS, MI 49506	NONE	170(B)(1)(A)	SUPPORT FOR THE MISSION PROGRAMS	200
ST STEPHEN CATHOLIC CHURCH 750 GLADSTONE SE EAST GRAND RAPIDS, MI 49506	NONE	170(B)(1)(A)	SUPPORT FOR THE TECHNOLOGY FUND	350
ST STEPHEN CATHOLIC SCHOOL 740 GLADSTONE SE EAST GRAND RAPIDS, MI 49506	NONE	170(B)(1)(A)	SUPPORT THE SCHOOLS SCHOLASTIC BOOK FAIR	50
STUTSMANVILLE CHAPEL 2988 STATE RD HARBOR SPRINGS, MI 49740	NONE	170(B)(1)(A)	MEGA SPORTS CAMP AND AWANA'S YOUTH PROGRAM	1,000
THE CENTER FOR MICHIGAN INC 4100 N DIXBORO RD ANN ARBOR, MI 48105	NONE	509(A)(1)	DEVELOPMENT OF A THINK-AND-DO TANK OF A RESULTS-DRIVEN PUBLIC SECTOR	30,000
THE FUND FOR PARK AVENUE 445 PARK AVE NEW YORK, NY 10022	NONE	509(A)(1)	SUPPORT THE 2011 - 2012 MALLS PLANTING PROJECT	6,000
THE GERALD R FORD PRESIDENTIAL FOUNDATION 303 PEARL ST NW GRAND RAPIDS, MI 49504	NONE	509(A)(1)	SPONSORSHIP FOR THE WILLIAM E SIMON LECTURE ON PUBLIC AFFAIRS	1,000
THE GERALD R FORD PRESIDENTIAL FOUNDATION 303 PEARL ST NW GRAND RAPIDS, MI 49504	NONE	509(A)(1)	2012 GERALD R FORD FOUNDATION TRUSTEES DINNER IN WASHINGTON DC	5,000
THE GERALD R FORD PRESIDENTIAL FOUNDATION 303 PEARL ST NW GRAND RAPIDS, MI 49504	NONE	509(A)(1)	CAMPAIGN FOR THE LEGACY OF PRESIDENT GERALD R FORD	25,000
THE GERALD R FORD PRESIDENTIAL FOUNDATION 303 PEARL ST NW GRAND RAPIDS, MI 49504	NONE	509(A)(1)	CAMPAIGN FOR THE LEGACY OF PRESIDENT GERALD R FORD	800,000
THE GRAND TRAVERSE REGIONAL LAND CONSERVANCY 3860 N LONG LAKE RD TRAVERSE CITY, MI 49684	NONE	509(A)(1)	FARMABILITY PROGRAM TO PROTECT FARMLAND ALONG THE US-31 CORRIDOR	25,000
THE GRAND TRAVERSE REGIONAL LAND CONSERVANCY 3860 N LONG LAKE RD TRAVERSE CITY, MI 49684	NONE	509(A)(1)	RAILROAD POINT NATURAL AREA	50,000

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>				
THE MANNA PROJECT INC 8791 MCBRIDE PARK COURT HARBOR SPRINGS, MI 49740	NONE	509(A)(2)	FUNDING FOR THE HOLIDAY DINNER PROGRAMS THANKSGIVING AND CHRISTMAS	5,000
THE MANNA PROJECT INC 8791 MCBRIDE PARK COURT HARBOR SPRINGS, MI 49740	NONE	509(A)(2)	FOOD 4 KIDS BACKPACK PROGRAM AND THE PURCHASE OF FOOD	10,000
THE POTTER'S HOUSE 810 VAN RAALTE SW GRAND RAPIDS, MI 495091149	NONE	501(C)(3)	GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	1,000
THE POTTER'S HOUSE 810 VAN RAALTE SW GRAND RAPIDS, MI 495091149	NONE	501(C)(3)	TUITION NEEDS AT POTTER'S HOUSE CHRISTIAN SCHOOL	4,000
THE REGENTS OF THE UNIVERSITY OF MICHIGAN 2074 FLEMING BUILDING ANN ARBOR, MI 481091340	NONE	509(A)(1)	MOTT CHILDREN'S HOSPITAL SUPPORT THE CHILDREN ACTIVITIES IN THE WING	3,000
THE REGENTS OF THE UNIVERSITY OF MICHIGAN 2074 FLEMING BUILDING ANN ARBOR, MI 481091340	NONE	509(A)(1)	DEAN'S GENERAL FUND AT THE ROSS SCHOOL OF BUSINESS	4,000
THE SALVATION ARMY 1215 EAST FULTON GRAND RAPIDS, MI 49503	NONE	509(A)(1)	LITTLE PINE ISLAND CABIN AND ROPE CHALLENGE COURSE CAPITAL CAMPAIGN	10,000
TOWN OF GLASTONBURY 2155 MAIN ST GLASTONBURY, CT 06033	NONE	170(B)(1)(A)	GENERAL CHARITABLE ACTIVITIES OF CAMP SUNRISE	2,500
TROUT UNLIMITED 1300 N 17TH ST ARLINGTON, VA 222093801	NONE	509(A)(1)	WESTERN WATER PROJECT AND EFFORTS LEAD BY TROUT UNLIMITED IN MICHIGAN	3,000
TROUT UNLIMITED 1300 N 17TH ST ARLINGTON, VA 222093801	NONE	509(A)(1)	HOME RIVERS PROJECT ON THE ROGUE RIVER NEAR ROCKFORD	10,000
UNITED WAY OF GENESEE COUNTY 328 S SAGINAW ST FLINT, MI 48501	NONE	509(A)(1)	RAISE IT UP! YOUTH ARTS & AWARENESS	250
UNITED WAY OF PALM BEACH COUNTY 2600 QUANTUM BOULEVARD BOYNTON BEACH, FL 334268627	NONE	509(A)(1)	COMMUNITY CARE FUND	10,000
UNIVERSITY OF FLORIDA FOUNDATION INC 1938 W UNIVERSITY AVE GAINESVILLE, FL 32603	NONE	509(A)(1)	EDUCATION PROGRAMS FOR CHILDREN AND FAMILIES AT THE HARN MUSEUM OF ART	500
UNIVERSITY OF FLORIDA FOUNDATION INC 1938 W UNIVERSITY AVE GAINESVILLE, FL 32603	NONE	509(A)(1)	COLLEGE OF MEDICINE'S COMMUNITY OUTREACH PROGRAMS	500
UNIVERSITY OF FLORIDA FOUNDATION INC 1938 W UNIVERSITY AVE GAINESVILLE, FL 32603	NONE	509(A)(1)	ARTS IN MEDICINE PROGRAMS AT THE UNIVERSITY OF FLORIDA'S SHANDS HOSPITAL	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>				
UNIVERSITY OF FLORIDA FOUNDATION INC 1938 W UNIVERSITY AVE GAINESVILLE,FL 32603	NONE	509(A)(1)	CREATION OF THE PERMANENT DISCOVERY ROOM AT THE NATURAL HISTORY MUSEUM	2,000
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL PO BOX 309 CHAPEL HILL,NC 27514	NONE	509(A)(1)	CAROLINA PERFORMING ARTS SOCIETY	1,500
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL PO BOX 309 CHAPEL HILL,NC 27514	NONE	509(A)(1)	JOHNSTON CENTER FOR UNDERGRADUATE EXCELLENCE PROGRAM	3,500
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL PO BOX 309 CHAPEL HILL,NC 27514	NONE	509(A)(1)	MINOR IN ENTREPRENEURSHIP GENERAL FUND AND THE DEAN'S GENERAL FUND	4,000
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL PO BOX 309 CHAPEL HILL,NC 27514	NONE	509(A)(1)	CAROLINA COLLECTS 150 YEARS OF ALUMNI COLLECTIONS	25,000
UNIVERSITY OF OREGON 5235 UNIVERSITY OF OREGON EUGENE,OR 974035235	NONE	170(B)(1)(A)	TO SUPPORT THE ARCHITECTURE & ALLIED ARTS PROGRAM	3,500
URBAN INSTITUTE FOR CONTEMPORARY ARTS 2 W FULTON GRAND RAPIDS,MI 49503	NONE	509(A)(1)	UICA BUILDING CAMPAIGN	2,500
URBAN INSTITUTE FOR CONTEMPORARY ARTS 2 W FULTON GRAND RAPIDS,MI 49503	NONE	509(A)(1)	UICA BUILDING CAMPAIGN	25,000
URBAN INSTITUTE FOR CONTEMPORARY ARTS 2 W FULTON GRAND RAPIDS,MI 49503	NONE	509(A)(1)	INTERIM STABILITY PLAN WITH DEVOS INSTITUTE FOR ARTS MANAGEMENT	50,000
VAN ANDEL INSTITUTE 333 BOSTWICK NE GRAND RAPIDS,MI 49503	NONE	509(A)(3) TYPE III	GEMS OF WONDER INITIATIVE	2,500
VOLUNTEER MISSIONARY MOVEMENT 5980 W LOOMIS RD GREENDALE,WI 53129	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	50
WEST MICHIGAN AVIATION ACADEMY 5363 44TH ST SE GRAND RAPIDS,MI 49512	NONE	170(B)(1)(A)	SUPPORT FOR THE LEADERS OF TOMORROW GALA	2,000
WEST MICHIGAN CENTER FOR ARTS AND TECHNOLOGY 98 EAST FULTON GRAND RAPIDS,MI 49503	NONE	509(A)(1)	GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	100
WEST MICHIGAN CHAPTER OF ASSOCIATION OF FUNDRAISING PROFESSIONALS PO BOX 6302 GRAND RAPIDS,MI 495166302	NONE	509(A)(2)	2012 NATIONAL PHILANTHROPY DAY	500
WEST MICHIGAN ENVIRONMENTAL ACTION COUNCIL EDUCATIONAL FOUNDATION 1007 LAKE DR SE GRAND RAPIDS,MI 495061536	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	150


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>				
WEST MICHIGAN SPORTS COMMISSION 171 MONROE AVE NW GRAND RAPIDS, MI 49503	NONE	509(A)(1)	EXPAND CAPACITY TO ATTRACT YOUTH & AMATEUR BASEBALL & SOFTBALL TOURNAMENTS	300,000
YALE UNIVERSITY 265 CHURCH ST NEW HAVEN, CT 06508	NONE	509(A)(2)	YALE ALUMNI FUND IN HONOR OF J GARDNER TALIAFERRO (CLASS OF '41)	12,500
YOUNG WOMEN'S CHRISTIAN ASSOCIATION 25 SHELDON BLVD SE GRAND RAPIDS, MI 495034295	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	125
Total				7,400,961

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)				
b <i>Approved for future payment</i>				
ARTISTS CREATING TOGETHER INC1140 MONROE AVE NW STE 4101 GRAND RAPIDS, MI 49503	NONE	509(A)(1)	MULTI-YEAR EFFORT TO BUILD VSA'S INTERNAL CAPACITY	26,000
BAXTER COMMUNITY CENTER INC935 BAXTER SE GRAND RAPIDS, MI 49506	NONE	509(A)(1)	EXPAND THE CAPACITY OF A HIGH QUALITY CHILD DEVELOPMENT PROGRAM	10,000
CELEBRATION UNITED METHODIST CHURCH9501 SW ARCHER RD GAINESVILLE, FL 32608	NONE	170(B)(1)(A)	COMMUNITY MUSIC PROGRAM	500
CHAR-EM UNITED WAY INC2350 MITCHELL PARK DR 8 PETOSKEY, MI 49770	NONE	509(A)(1)	SUPPORT FOR THE ANNUAL FUND	10,000
CHARLEVOIX AREA HOSPITAL FOUNDATION14700 LAKE SHORE DR CHARLEVOIX, MI 49720	NONE	509(A)(3)	SCHOOL NURSE PARTNERSHIP INITIATIVE	14,000
CONNECTICUT CHILDREN'S MEDICAL CENTER FOUNDATION282 WASHINGTON ST HARTFORD, CT 06106	NONE	509(A)(1)	CONNECTICUT SAFE KIDS PROGRAM IN HONOR OF THE GLASTONBURY ELKS LODGE	2,500
CONNECTICUT DEPARTMENT OF VETERANS' AFFAIRS287 W ST ROCKY HILL, CT 06067	NONE	170(B)(1)(A)	SUPPORT FOR THE REHAB PROGRAM	5,000
CROOKED TREE ARTS COUNCIL INC461 E MITCHELL ST PETOSKEY, MI 49770	NONE	509(A)(2)	GROW CROOKED TREE'S COMMUNITY ARTS EDUCATION OFFERINGS	20,000
EARTH UNIVERSITY FOUNDATION3525 PIEDMONT RD NE STE 520 ATLANTA, GA 30305	NONE	509(A)(1)	SUPPORT FOR THE EARTH UNIVERSITY FINANCIAL AID PROGRAM	2,500
EAST GRAND RAPIDS SCHOOLS FOUNDATION2915 HALL ST SE E GRAND RAPIDS, MI 49506	NONE	509(A)(1)	EGRFOREVER! CAMPAIGN	5,000
EBONY HORSEWOMEN INC337 VINE ST HARTFORD, CT 06112	NONE	509(A)(1)	SUPPORT FOR THE SUMMER PROGRAM	2,500
FIRST UNITED PRESBYTERIAN CHURCH7940 CEMETERY RD HARBOR SPRINGS, MI 49740	NONE	170(B)(1)(A)	FUNDING SUPPORT FOR THE 2012-2013 HABITAT FOR HUMANITY PROJECT	3,000
FLORIDA COALITION FOR PRESERVATION235 NE 6TH AVE BLDG F DELRAY BEACH, FL 33483	NONE	170(B)(1)(A)	TO SUPPORT THE GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	5,000
FRIENDS OF GRAND RAPIDS PARKSPO BOX 3199 GRAND RAPIDS, MI 49501	NONE	509(A)(1)	"PARKS ALIVE"PROGRAM TO RECLAIM AND SUSTAIN PARKS	15,000
GRAND RAPIDS COMMUNITY FOUNDATION185 OAKES ST SW GRAND RAPIDS, MI 49503	NONE	509(A)(2)	LEGACY OF EXCELLENCE - AN ENDOWMENT CAMPAIGN	350,000
GRAND VALLEY STATE UNIVERSITY22 ZUMBERG LIBRARY ALLENDALE, MI 49401	NONE	509(A)(1)	GRAND VALLEY STATE UNIVERSITY CAMPAIGN TO BUILD THE MARY IDEMA PEW LIBRARY	300,000
GREATER GRAND RAPIDS BICYCLE COALITIONPO BOX 6204 GRAND RAPIDS, MI 49516	NONE	509(A)(1)	ADVOCATES FOR BICYCLING TO BECOME A DAILY ACTIVITY IN GRAND RAPIDS	25,000
HEALTH DEPARTMENT OF NORTHWEST MICHIGAN220 W GARFIELD CHARLEVOIX, MI 49720	NONE	170(B)(1)(A)	EARLY CHILDHOOD MENTAL HEALTH INITIATIVE	60,000
IMERMAN ANGELS400 WERIE ST STE 405 CHICAGO, IL 60654	NONE	509(A)(1)	GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	5,000
INTERLOCHEN CENTER FOR THE ARTSPO BOX 199 INTERLOCHEN, MI 49643	NONE	509(A)(1)	GUEST ARTISTS FUND	3,000
MUSEUM OF AMERICAN FINANCE48 WALL ST NEW YORK, NY 10005	NONE	509(A)(1)	MUSEUM OF AMERICAN FINANCE GALA HONORING WILLIAM HARRISON	5,000
NORTHWEST MICHIGAN COMMUNITY ACTION AGENCY3963 THREE MILE RD TRAVERSE CITY, MI 49686	NONE	509(A)(1)	HEATING/UTILITY PROGRAMS FOR EMMET, CHARLEVOIX, AND NORTH ANTRIM COUNTIES	3,000
OPERA GRAND RAPIDS1320 E FULTON ST GRAND RAPIDS, MI 49503	NONE	509(A)(2)	ADDRESS SPECIFIC CAPACITY ISSUES AT OPERA GRAND RAPIDS	15,000
OPERA GRAND RAPIDS1320 E FULTON ST GRAND RAPIDS, MI 49503	NONE	509(A)(2)	ADDRESS SPECIFIC CAPACITY ISSUES AT OPERA GRAND RAPIDS	50,000
OUTDOOR DISCOVERY CENTER MACATAWA GREENWAYA-4214 56TH ST HOLLAND, MI 49423	NONE	509(A)(2)	POTTAWATOMIE MARSH PROJECT	30,000
PLANNED PARENTHOOD OF WEST AND NORTHERN MICHIGAN425 CHERRY ST SE GRAND RAPIDS, MI 49503	NONE	509(A)(1)	EDUCATION AND OUTREACH PROGRAMS	10,000
SAINT MARY'S HEALTH CARE200 JEFFERSON SE GRAND RAPIDS, MI 49503	NONE	170(B)(1)(A)	LEED-CERTIFIED RENOVATION OF A HISTORIC BUILDING	140,000
SNOWBALL EXPRESS2973 HARBOR BLVD 401 COSTA MESA, CA 92626	NONE	509(A)(1)	GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	5,000
ST PAUL'S EPISCOPAL CHURCH188 S SWINTON AVE DELRAY BEACH, FL 33444	NONE	170(B)(1)(A)	GROWING IN FAITH LEGACY ENDOWMENT CAMPAIGN	25,000
THE CENTER FOR MICHIGAN INC4100 N DIXBORO RD ANN ARBOR, MI 48105	NONE	509(A)(1)	DEVELOPMENT OF A THINK-AND-DO TANK OF RESULTS-DRIVEN PUBLIC SECTOR	20,000

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)				
b <i>Approved for future payment</i>				
THE FUND FOR PARK AVENUE445 PARK AVE STE 1000 NEW YORK,NY 10022	NONE	509(A)(1)	2012- 2013 MALLS PLANTING PROJECT AND THE HOLIDAY TREE LIGHTING	6,000
THE GERALD R FORD PRESIDENTIAL FOUNDATION303 PEARL ST NW GRAND RAPIDS,MI 49504	NONE	509(A)(1)	CAMPAIGN FOR THE LEGACY OF PRESIDENT GERALD R FORD	75,000
TOWN OF GLASTONBURY2155 MAIN ST GLASTONBURY,CT 06033	NONE	170(B)(1)(A)	GENERAL CHARITABLE ACTIVITIES OF CAMP SUNRISE	2,500
UNITED WAY OF PALM BEACH COUNTY2600 QUANTUM BLVD BOYNTON BEACH,FL 33426	NONE	509(A)(1)	COMMUNITY CARE FUND	10,000
UNIVERSITY OF FLORIDA FOUNDATION INC1938 W UNIVERSITY AVE GAINESVILLE,FL 32603	NONE	509(A)(1)	PERMANENT DISCOVERY ROOM AT THE NATURAL HISTORY MUSEUM	4,000
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILLPO BOX 309 CHAPEL HILL,NC 27514	NONE	509(A)(1)	2013 PLAYMAKERS BALL	25,000
URBAN INSTITUTE FOR CONTEMPORARY ARTS2 W FULTON GRAND RAPIDS,MI 49503	NONE	509(A)(1)	UICA BUILDING CAMPAIGN	50,000
WEST MICHIGAN CENTER FOR ARTS AND TECHNOLOGY98 E FULTON STE 202 GRAND RAPIDS,MI 49503	NONE	509(A)(1)	GENERAL CHARITABLE ACTIVITIES OF THIS ORGANIZATION	200
WEST MICHIGAN MIRACLE LEAGUE 1878 SUNTREE LANE ZEELAND,MI 49464	NONE	509(A)(1)	WEST MICHIGAN MIRACLE LEAGUE CAPITAL CAMPAIGN	5,000
Total  3b				1,344,700

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a COMMONFUND PRIVATE EQUITY IV K-1	900000	-7,348			
b COMMONFUND PRIVATE EQUITY VI K-1	900000	-4,303			
c COMMONFUND VENTURE PARTNERS V K-1	900000	3,348			
d COMMONFUND VENTURE PARTNERS VII K-1	900000	-3,062			
e BLACKROCK-QUELLOS REAL ASSETS II	900000	-1,261			
f SIGULER GUFF	900000	130			
g WILLOWRIDGE/AMBERBROOK V	900000	10,562			
h METROPOLITAN - MREP VII	900000	-73			
i WILLOWRIDGE/AMBERBROOK VI	900000	-18			

TY 2012 Accounting Fees Schedule

Name: FREY FOUNDATION

EIN: 23-7094777

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PLANTE & MORAN, PLLC	22,750	3,550	0	18,200

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

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: FREY FOUNDATION

EIN: 23-7094777

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
COMMONFUND PRIVATE EQUITY PARTNERS IV		PURCHASED				2,887		0	-2,887	
COMMONFUND PRIVATE EQUITY PARTNERS VI		PURCHASED				18		0	-18	
COMMONFUND VENTURE PARTNERS V		PURCHASED			2,517			0	2,517	
COMMONFUND VENTURE PARTNERS VII		PURCHASED				16		0	-16	
QUELLOS/BLACKROCK REAL ASSETS II		PURCHASED			4,254			0	4,254	
WILLOWRIDGE/AMBERBROOK V		PURCHASED			9,267			0	9,267	

TY 2012 General Explanation Attachment**Name:** FREY FOUNDATION**EIN:** 23-7094777

Identifier	Return Reference	Explanation
		THE FOUNDATION MADE DISTRIBUTIONS TO TWO DONOR ADVISED FUNDS (FUNDS) OVERWHICH THE FOUNDATION OR A DISQUALIFIED PERSON HAS ADVISORY PRIVILEGES THE FOUNDATION TREATED BOTH OF THESE AS QUALIFYING DISTRIBUTIONS BECAUSE THE MONEY WAS OR WILL BE REDISTRIBUTED BY THE FUNDS TO QUALIFIED SECTION 170(C)(2)(B) ORGANIZATIONS WHO WILL USE THE MONEY FOR THEIR CHARITABLE PURPOSES ALL DISTRIBUTIONS FROM THE FUNDS ARE PRE-APPROVED BY THE FUNDS' BOARD

TY 2012 Investments Corporate
Stock Schedule

Name: FREY FOUNDATION
EIN: 23-7094777

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALKERMES PLC 3020 SHARES	55,930	55,930
ALLIANCE DATA SYS CORP 1300 SHARES	188,188	188,188
AMERICAN EAGLE OUTFITTERS 4610 SHARES	94,551	94,551
ARCOS DORADOS HOLDINGS INC A 2510 SHARES	30,020	30,020
ARTHROCARE CORP 200 SHARES	6,918	6,918
AUTODESK INC (DEL) 1890 SHARES	66,812	66,812
BE AEROSPACE INC 2060 SHARES	101,764	101,764
BEACON ROOFING SUPPLY INC 2230 SHARES	74,214	74,214
CELANESE CORP DE COM SER A 1480 SHARES	65,904	65,904
COMERICA INC 3640 SHARES	110,438	110,438
CONCEPTUS INC 2000 SHARES	42,000	42,000
CONCUR TECHNOLOGIES INC 670 SHARES	45,238	45,238
COVENTRY HEALTH CARE INC 4500 SHARES	201,735	201,735
CRANE CO 1720 SHARES	79,602	79,602
CROWN HOLDINGS INC 3130 SHARES	115,215	115,215
CUBIST PHARMACEUTICALS INC 1320 SHARES	55,506	55,506
CYTEC INDUSTRIES INC 1320 SHARES	90,856	90,856
DENBURY RESOURCES INC COM NEW 7200 SHARES	116,640	116,640
DENTSPLY INTERNATIONAL INC 3980 SHARES	157,648	157,648
ELAN PLC ADR 6890 SHARES	70,347	70,347
EVEREST RE GROUP LTD 950 SHARES	104,452	104,452
FIRST REP BK SAN FRANCISCO CALIF COM 2760 SHARES	90,473	90,473
FLEETCOR TECHNOLOGIES INC 2210 SHARES	118,566	118,566
FOOT LOCKER INC 4300 SHARES	138,116	138,116
FORTINET INC 4910 SHARES	103,208	103,208
GARDNER DENVER INC 990 SHARES	67,815	67,815
GENPACT LTD 4090 SHARES	63,395	63,395
GENWORTH FINL INC CL A 5600 SHARES	42,056	42,056
GEORGIA GULF CORP 1410 SHARES	58,205	58,205
GNC HLDGS INC 1150 SHARES	38,272	38,272

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HERTZ GLOBAL HLDGS INC 5980 SHARES	97,295	97,295
HOLOGIC INC 4520 SHARES	90,446	90,446
HUBBELL INC CL B 1550 SHARES	131,176	131,176
IDEX CORP 2430 SHARES	113,068	113,068
IDEXX LABORATORIES INC 910 SHARES	84,448	84,448
IHS INC COM CL A 1065 SHARES	102,240	102,240
JABIL CIRCUIT INC 2000 SHARES	38,580	38,580
JDS UNIPHASE CORP 4510 SHARES	60,885	60,885
JONES LANG LASALLE INC 1340 SHARES	112,480	112,480
LANDSTAR SYSTEM INC 2240 SHARES	117,511	117,511
LAZARD LTD CL A 3790 SHARES	113,094	113,094
MANCHESTER UNITED PLC 3530 SHARES	49,596	49,596
MARTIN MARIETTA MATERIALS INC 545 SHARES	51,383	51,383
METTLER-TOLEDO INTL INC 745 SHARES	144,008	144,008
NUANCE COMMUNICATIONS INC 6190 SHARES	138,161	138,161
NVR INC 57 SHARES	52,440	52,440
NXP SEMICONDUCTORS NV 4340 SHARES	114,229	114,229
OWENS CORNING NEW 2390 SHARES	88,406	88,406
PACKAGING CORP OF AMERICA 2000 SHARES	76,940	76,940
PROTHENA CORP PLC 168 SHARES	1,231	1,231
QLIK TECHNOLOGIES INC 3740 SHARES	81,233	81,233
RALCORP HLDGS INC NEW 2260 SHARES	202,609	202,609
RAYMOND JAMES FINL INC 2870 SHARES	110,581	110,581
RIVERBED TECHNOLOGY INC COM 1810 SHARES	35,693	35,693
ROWAN COS INC 3230 SHARES	101,002	101,002
SBA COMMUNICATIONS CORP 460 SHARES	32,651	32,651
SIGNET JEWELERS LTD 2280 SHARES	121,752	121,752
SKYWORKS SOLUTIONS INC 3740 SHARES	75,922	75,922
TESORO CORPORATION 5920 SHARES	260,776	260,776
TIMKEN CO 2210 SHARES	105,704	105,704

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TRACTOR SUPPLY CO 660 SHARES	58,318	58,318
TRANSDIGM GROUP INC 870 SHARES	118,633	118,633
UNITED RENTALS INC 2230 SHARES	101,510	101,510
URBAN OUTFITTERS INC 2080 SHARES	81,869	81,869
VOLCANO CORP 1750 SHARES	41,317	41,317
WASTE CONNECTIONS INC 3870 SHARES	130,767	130,767
WESCO INTERNATIONAL INC 1940 SHARES	130,814	130,814
WESTLAKE CHEMICAL CORP 850 SHARES	67,405	67,405
WILLIAMS SONOMA INC 2610 SHARES	114,240	114,240

TY 2012 Investments - Other Schedule

Name: FREY FOUNDATION

EIN: 23-7094777

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMERICAN FUNDS - EURO PACIFIC	FMV	3,901,833	3,901,833
ARTISAN INTERNATIONAL	FMV	3,960,659	3,960,659
BARROW HANLEY MEWHINNEY & STRAUSS	FMV	7,113,229	7,113,229
BLACKROCK/QUELLOS REAL ASSETS II	FMV	1,769,303	1,769,303
COHEN & STEERS INSTITUTIONAL GLOBAL REALTY FUND	FMV	0	0
COMMON SENSE LONG BIASED	FMV	6,463,878	6,463,878
COMMONFUND - PRIVATE EQUITY PARTNERS IV	FMV	1,328,894	1,328,894
COMMONFUND - PRIVATE EQUITY PARTNERS VI	FMV	3,268,937	3,268,937
COMMONFUND - VENTURE CAPITAL PARTNERS V	FMV	1,475,606	1,475,606
COMMONFUND - VENTURE CAPITAL PARTNERS VII	FMV	1,894,474	1,894,474
DFA EMERGING MARKETS	FMV	7,002,039	7,002,039
DFA INTERNATIONAL SMALL CAP VALUE	FMV	6,894,605	6,894,605
DFA INTERNATIONAL VALUE	FMV	5,582,311	5,582,311
DFA US SMALL CAP VALUE FUND	FMV	6,711,918	6,711,918
FRANKLIN TEMPLETON GLOBAL BOND FUND	FMV	3,888,133	3,888,133
ING GLOBAL REAL ESTATE FUND I	FMV	3,168,901	3,168,901
IRONWOOD	FMV	7,829,184	7,829,184
ISHARES RUSSELL 1000 GROWTH	FMV	6,920,534	6,920,534
JC FLOWERS - JCF III	FMV	1,244,391	1,244,391
METROPOLITAN/MREP VII	FMV	398,882	398,882
PIMCO - ALL ASSET FUND	FMV	6,325,993	6,325,993
PIMCO - TOTAL RETURN FUND	FMV	14,844,615	14,844,615
POWERSHARES DB COMMODITY INDEX TRACKING FUND	FMV	2,698,383	2,698,383
SIGULER GUFF/DISTRESSED OPP FUND III	FMV	2,948,445	2,948,445
VANGUARD INSTITUTIONAL INDEX FUND	FMV	14,132,979	14,132,979
VANGUARD MID-CAP INDEX FUND	FMV	3,115,701	3,115,701
WILLOWRIDGE/AMBERBROOK V	FMV	2,736,313	2,736,313
WILLOWRIDGE/AMBERBROOK VI	FMV	515,003	515,003

TY 2012 Land, Etc. Schedule**Name:** FREY FOUNDATION**EIN:** 23-7094777

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE AND FIXTURES	146,081	12,301	133,780	133,780
OFFICE EQUIPMENT	86,551	86,551	0	0
LEASEHOLD IMPROVEMENTS	350,192	70,038	280,154	280,154

TY 2012 Legal Fees Schedule**Name:** FREY FOUNDATION**EIN:** 23-7094777

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CLARK HILL, PLC	17,032	610	0	16,422
DICKINSON WRIGHT, PLLC	4,472	0	0	4,472
MILLER JOHNSON SNELL & CUMMISKEY, PLC	450	90	0	360
WARNER NORCROSS & JUDD, LLP	16,086	8,598	0	7,488
MC SHANE & BOWIE, PLC	2,390	478	0	1,912
RHOADES MCKEE	4,785	0	0	4,785

TY 2012 Other Assets Schedule**Name:** FREY FOUNDATION**EIN:** 23-7094777

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER PREPAIDS	10,145	10,176	10,176
REFUNDABLE EXCISE TAXES	0	60,638	60,638
PREPAID INSURANCE	7,394	7,463	7,463
NOTE RECEIVABLE - ACCRUED INTEREST	784	0	0

TY 2012 Other Decreases Schedule

Name: FREY FOUNDATION

EIN: 23-7094777

Description	Amount
NET IMPACT OF K-1 ITEMS NOT REFLECTED IN FINANCIALS; INCLUDED IN C/Y 990-PF	1,423,938

TY 2012 Other Expenses Schedule

Name: FREY FOUNDATION

EIN: 23-7094777

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMPUTER SYSTEMS & SUPPORT	25,832	2,571	0	23,261
DUES	3,693	1,679	0	2,014
EQUIPMENT LEASE	1,379	276	0	1,103
FOUNDATION INITIATED AND ADMINISTERED PROGRAMS	9,007	0	0	9,007
INSURANCE	8,700	1,740	0	6,960
OFFICE EQUIPMENT AND FURNITURE	8,490	1,698	0	6,792
OFFICE SUPPLIES	5,767	1,152	0	4,615
OFFICE/EQUIPMENT MAINTENANCE	15,507	3,101	0	12,406
OUTSIDE EMPLOYMENT SERVICES	4,350	870	0	3,480
PARKING	11,994	2,399	0	9,595
POSTAGE	2,796	559	0	2,237
TELEPHONE	11,080	2,216	0	8,864
UTILITIES	4,888	978	0	3,910
OTHER MISCELLANEOUS EXPENSE	2,544	509	0	2,035
AMORTIZATION	35,019	7,004		0

TY 2012 Other Income Schedule

Name: FREY FOUNDATION

EIN: 23-7094777

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
COMMONFUND PRIVATE EQUITY IV	14	14	
COMMONFUND PRIVATE EQUITY VI	18,907	18,907	
COMMONFUND VENTURE PARTNERS V	937	937	
COMMONFUND VETURE PARTNERS VII	11,953	11,953	
METROPOLITAN - MREP VII	-319	-319	
BLACKROCK/QUELLOS-REAL ASSETS II	13,538	13,538	
SIGULER GUFF	146,244	146,244	
WILLOWRIDGE/AMBERBROOK V	23,899	23,899	
WILLOWRIDGE/AMBERBROOK VI	346	346	
OTHER INVESTMENT INCOME	93,297	93,297	
COMMONFUND PRIVATE EQUITY IV K-1	-7,348		0
COMMONFUND PRIVATE EQUITY VI K-1	-4,303		0
COMMONFUND VENTURE PARTNERS V K-1	3,348		0
COMMONFUND VENTURE PARTNERS VII K-1	-3,062		0
BLACKROCK-QUELLOS REAL ASSETS II	-1,261		0
SIGULER GUFF	130		0
WILLOWRIDGE/AMBERBROOK V	10,562		0
METROPOLITAN - MREP VII	-73		0
WILLOWRIDGE/AMBERBROOK VI	-18		0

TY 2012 Other Increases Schedule

Name: FREY FOUNDATION

EIN: 23-7094777

Description	Amount
NET IMPACT OF K-1 ITEMS REFLECTED IN FINANCIALS; INCLUDED IN P/Y 990-PF	1,619,830
UNREALIZED GAINS ON INVESTMENTS	12,071,495

TY 2012 Other Liabilities Schedule

Name: FREY FOUNDATION

EIN: 23-7094777

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED EXCISE TAXES	9,362	0

TY 2012 Other Professional Fees Schedule

Name: FREY FOUNDATION
EIN: 23-7094777

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMPUTER/TECHNOLOGY SUPPORT - TRIVALENT	17,800	3,560	0	14,240
CUSTODIAL SERVICES - COMERICA	10,000	10,000	0	0
INDEPENDENT FINANCIAL - GARY JOHNSON	3,500	3,500	0	0
INDEPENDENT FINANCIAL - THOMAS LOUPEE	7,000	7,000	0	0
INVEST MGR - BARROW HANLEY MEWHINNEY STRAUSS	58,469	58,469	0	0
INVEST MGR - BLACKROCK/QUELLOS REAL ASSETS II	86,305	86,305	0	0
INVEST MGR - COMMONFUND - PRIVATE EQUITY IV	35,454	34,933	0	0
INVEST MGR - COMMONFUND - PRIVATE EQUITY VI	85,266	80,425	0	0
INVEST MGR - COMMONFUND - VENTURE PARTNERS V	48,503	48,436	0	0
INVEST MGR - COMMONFUND - VENTURE PARTNERS VII	53,337	53,337	0	0
INVEST MGR - JPMORGAN - JCF III	4,030	4,030	0	0
INVEST MGR - METROPOLITAN MREP VII	20,149	20,149	0	0
INVEST MGR - SIGULER GUFF/DISTRESSED OPPORTUNITIES III	41,481	41,481	0	0
INVEST MGR - WESTFIELD CAPITAL	67,654	67,654	0	0
INVEST MGR - WILLOWRIDGE/AMBERBROOK V	99,215	97,402	0	0
INVEST MGR - WILLOWRIDGE/AMBERBROOK VI	21,601	21,601	0	0
INVESTMENT CONSULTANT - FUND EVALUATION GROUP	113,198	113,198	0	0
PAYROLL PROCESSING - FLEXCHECKS	3,107	621	0	2,486
IT REVIEW - PLANTE & MORAN, PLLC	6,149	1,230	0	4,919
PUBLIC RELATIONS - WONDERGEM CONSULTING, INC	6,666	0	0	6,666
RETIREMENT PLAN ADMINISTRATORS - FLEX ADMINISTRATORS	900	180	0	720
HUMAN RESOURCES - PONDERA - STAFF TEAM BUILDING	22,062	4,412	0	17,650
WEBSITE - BRIAN KELLY, LLC	1,195	0	0	1,195
HUMAN RESOURCES - ANDERSON KEEGIN & ASSOCIATES	2,000	400	0	1,600
HUMAN RESOURCES - CONNEXSOURCE	3,900	780	0	3,120
RJM DESIGN, INC	15,563	0	0	15,563
HUMAN RESOURCES - HIRING SOLUTIONS	8,784	1,757	0	7,027
PROGRAM - CQL	14,437	0	0	14,437
PROGRAM - JOHNSON CENTER FOR PHILANTHROPY	31,000	0	0	31,000
PROGRAM - LYNNE M SMITH	4,325	0	0	4,325
PROGRAM - NETHERCUT PHILANTHROPY ADVISORS, LLC	9,500	0	0	9,500
PROGRAM - WILLIAM JOHNSON	2,360	0	0	2,360
WEBSITE - DDM MARKETING & COMMUNICATIONS	4,246	0	0	4,246
WEBSITE - ROBERT NEUMANN PHOTOGRAPHY	4,158	0	0	4,158
WEBSITE - WAGNER DESIGN, INC	1,505	0	0	1,505
MISCELLANEOUS	1,533	161	0	1,372

TY 2012 Taxes Schedule**Name:** FREY FOUNDATION**EIN:** 23-7094777

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	75,000	0	0	0
TAXES PAID ON FOREIGN INVESTMENT INCOME	15,835	15,832	0	0