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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

A Employer identification number
26-4094446

Number and street (or P O box number if mail is not delivered to street address) Room/suite
280 DAINES STREET NO 300

B Telephone number (see instructions)
(248) 645-9220

City or town, state, and ZIP code
BIRMINGHAM, MI 48009

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,017,670

J Accounting method ☑ Cash ☐ Accrual ☐ 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 ☐

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,552	1,552		
	4	Dividends and interest from securities	36,453	36,453		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	144,333			
	b	Gross sales price for all assets on line 6a 544,479				
	7	Capital gain net income (from Part IV, line 2)		144,333		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-910	-910		
	12	**Total.** Add lines 1 through 11	181,428	181,428		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,440	0		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,106	142		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	21,089	21,089		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	27,635	21,231		0
	25	Contributions, gifts, grants paid	166,525			166,525
	26	**Total expenses and disbursements.** Add lines 24 and 25	194,160	21,231		166,525
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-12,732			
	b	**Net investment income** (if negative, enter -0-)		160,197		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2,554	4,625	4,625
	2 Savings and temporary cash investments	411,092	271,255	271,255
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,263,383	1,373,006	1,732,363
	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)	970,216	985,627	1,009,427
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,647,245	2,634,513	3,017,670
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,647,245	2,634,513	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	0	0	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	2,647,245	2,634,513	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,647,245	2,634,513	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,647,245
2	Enter amount from Part I, line 27a	2	-12,732
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,634,513
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,634,513

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	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	144,333
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	157,032	2,779,560	0 056495
2010	179,088	2,840,607	0 063046
2009	20,205	1,821,371	0 011093
2008			
2007			

2	**Total** of line 1, column (d).	2	0 130634
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 043545
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,943,190
5	Multiply line 4 by line 3.	5	128,161
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,602
7	Add lines 5 and 6.	7	129,763
8	Enter qualifying distributions from Part XII, line 4.	8	166,525

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	1,602
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	1,602
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	1,602
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,540		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,040
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	15
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	1,423
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,423	**Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶PAUL ZLOTOFF Telephone no ▶(248) 645-9220

Located at ▶280 DAINES STREET SUITE 300 BIRMINGHAM MI ZIP+4 ▶48009

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

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

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(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
PAUL ZLOTOFF 280 DAINES STREET SUITE 300 BIRMINGHAM, MI 48009	PRESIDENT, TRUSTEE 1 00	0	0	0

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services . . . . ▶	0

Part IX-A **Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,587,002
b	Average of monthly cash balances	1b	401,008
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,988,010
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	2,988,010
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,820
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,943,190
6	**Minimum investment return.** Enter 5% of line 5	6	147,160

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	147,160
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,602		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,602
3	Distributable amount before adjustments Subtract line 2c from line 1	3	145,558
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	145,558
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	145,558

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	166,525
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	166,525
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	1,602
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	164,923

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					145,558
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				11,384	
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 ▶ $ 166,525					
a Applied to 2011, but not more than line 2a				11,384	
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.					145,558
e Remaining amount distributed out of corpus		9,583			
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		9,583			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		9,583			
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. . . .	9,583				

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)

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

Part XV Supplementary Information (Complete this part only if the 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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				166,525
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

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	1,552	
4 Dividends and interest from securities. . . .			14	36,453	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	144,333	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a RMPS INVESTORS, LLC			14	18,971	
b AKAHI FUND, L P			14	-19,881	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		181,428	0

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 181,428

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

******	2013-10-16	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
RAYMOND J GHERSI	RAYMOND J GHERSI	2013-10-16		P00177156

Firm's name ▶	BERGER GHERSI & LADUKE PLC	Firm's EIN ▶ 38-2517534
	43940 WOODWARD AVE SUITE 200	
Firm's address ▶	BLOOMFIELD HILLS, MI 483025026	Phone no (248) 333-3680

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)
AKAHI FUND, L P	P		
AKAHI FUND, L P	P		
50 SHS AIR PRODUCTS & CHEMICAL INC	P		2012-04-10
25 SHS CHEDK POINT SOFTWARE TECH LTD COM SHS	P	2012-01-17	2012-09-21
100 SHS CISCO SYS INC COM	P		2012-05-11
150 SHS CISCO SYS INC COM	P		2012-06-01
150 SHS CORNING INC COM	P		2012-01-17
100 SHS FORD MOTOR COMPANY	P	2012-01-17	2012-06-01
100 SHS GENERAL ELECTRIC CO COM	P	2012-05-04	2011-08-17
200 SHS GENERAL ELECTRIC CO COM	P		2012-05-09
5 SHS GOOGLE INC-A	P	2012-01-17	2012-05-11
50 SHS HOME DEPOT INC COM	P	2012-01-17	2012-06-01
25 SHS JOY GLOBAL INC	P		2012-05-14
25 SHS LAUDER ESTEE COS INC CL A	P	2011-06-30	2012-05-14
25 SHS LAUDER ESTEE COS INC CL A	P		2012-06-01
100 SHS MICROSOFT CORP COM	P	2012-05-11	2012-12-05
50 SHS MOLYCORP INC	P	2011-10-18	2012-05-25
25 SHS PPG INDUSTRIES INC COM	P	2011-08-15	2012-01-17
50 SHS POTASH CORP SASK INC COM	P		2012-05-04
50 SHS SCHLUMBERGER LTD COM	P	2011-08-30	2012-05-14
10 SHS SM ENERGY CO	P	2012-02-17	2012-06-01
25 SHS SM ENERGY CO	P	2012-02-03	2012-10-18
50 SHS UNITED TECHNOLOGIES CORP COM	P		2012-04-25
50 SHS WEYERHAEUSER CO CAP	P	2012-01-17	2012-12-05
25 SHS EXXON MOBIL CORPORATION	P	2011-03-22	2012-04-18
100 SHS FORD MOTOR COMPANY	P	2011-01-31	2012-06-01
25 SHS ITC HOLDINGS CORP	P	2011-05-10	2012-05-29
35 SHS OCCIDENTAL PETE CORP COM	P		2012-11-07
25 SHS UNITED TECHNOLOGIES CORP COM	P	2011-04-07	2012-04-25
25 SHS ALLERGAN INC COM	P		2012-05-14

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)
50 SHS DEVON ENERGY CORPORATION NEW	P		2012-02-03
40 SHS FEDEX CORPORATION	P		2012-11-30
25 SHS ITC HOLDINGS CORP	P		2012-05-29
75 SHS REPUBLIC SVCS INC CL A	P		2012-05-14
25 SHS ROCHE HLDG LTD SPONSORED ADR	P		2012-05-11
98 SHS APPLE INC	P	2011-04-20	2012-02-16
53 SHS APPLE INC	P	2011-04-20	2012-03-23
193 SHS CME GROUP INC	P	2012-03-20	2012-05-23
308 SHS C H ROBINSON WORLDWIDE INC	P	2010-03-11	2012-05-04
52 SHS MASTERCARD INC	P	2009-04-22	2012-02-06
464 SHS TERADATA CORP	P	2009-08-12	2012-02-15
119 SHS TERADATA CORP	P	2009-08-12	2012-05-09
303 SHS TERADATA CORP	P	2010-06-30	2012-05-09
557 SHS EXPRESS SCRIPTS HLDG CO COM	P	2010-11-29	2012-08-14
755 SHS ROCKWELL COLLINS INC	P	2008-01-24	2012-08-22
309 SHS ROCKWELL COLLINS INC	P	2011-02-04	2012-08-22
122 SHS ROCKWELL COLLINS INC	P	2011-05-24	2012-08-22
397 SHS ACCENTURE PLC IRELAND CL A	P	2009-08-18	2012-10-19
648 SHS SUNCOR ENERGY INC NEW COM	P	2009-03-24	2012-10-02
571 SHS SUNCOR ENERGY INC NEW COM	P	2009-03-30	2012-10-02
11 601 SHS ARTISAN INTL VALUE FUND INV CL	P	2009-09-10	2012-01-18
15 09 SHS ARTISAN INTL VALUE	P	2009-09-10	2012-05-08
19 387 SHS ARTISAN INTERNATIONAL	P	2009-09-10	2012-07-25
22 873 SHS JANUS INTERNATIONAL EQUITY FUND CLASS I	P	2009-09-10	2012-10-18
90 SHS SOLUTIA INC COM NEW	P	2011-02-16	2012-01-27
250 SHS FEDERAL SIGNAL CORP	P	2010-05-07	2012-01-25
100 SHS SOLUTIA INC COM NEW	P	2010-05-18	2012-01-27
20 SHS DINEEQUITY INC COM	P	2007-03-27	2012-02-27
200 SHS BRINKS CO COM	P	2010-11-18	2012-02-28
60 SHS ACUITY BRANDS INC COM	P	2007-11-05	2012-03-02

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)
60 SHS WRIGHT EXPRESS CORP COM	P	2007-03-26	2012-03-02
60 SHS WALTER ENERGY INC COM	P	2007-03-26	2012-03-27
440 SHS SUPERVALUE INC COM	P	2011-06-28	2012-04-04
170 SHS ICONIX BRAND GROUP INC COM	P	2011-08-10	2012-04-26
50 SHS ICONIX BRAND GROUP INC COM	P	2012-04-19	2012-04-26
30 SHS KANSAS CITY SOUTHN COM NEW	P	2007-03-26	2012-04-19
20 SHS WABTEC COM	P	2007-03-26	2012-04-19
100 SHS ITC HLDGS CORP	P	2009-12-04	2012-05-07
70 SHS TIMKEN CO COM	P	2007-03-26	2012-05-17
150 SHS SALLY BEAUTY HLDGS INC COM	P	2010-01-27	2012-06-07
70 SHS TIMKEN CO COM	P	2007-03-26	2012-08-01
130 SHS WYNDHAM WORLDWIDE CORP COM	P	2007-03-26	2012-08-01
30 SHS KANSAS CITY SOUTHN COM NEW	P	2007-03-26	2012-09-19
30 SHS WRIGHT EXPRESS CORP COM	P	2007-03-26	2012-09-19
140 SHS TREEHOUSE FOODS INC COM	P	2009-06-23	2012-10-22
450 SHS ACCO BRANDS CORP COM	P	2012-08-01	2012-12-03
110 SHS KBW INC COM	P	2012-03-27	2012-12-03
120 SHS KBW INC COM	P	2012-06-07	2012-12-03
180 SHS WESTFIELD FINL INC NEW COM	P	2007-03-26	2012-12-10
100 SHS WESTFIELD FINL INC NEW COM	P	2009-02-04	2012-12-21
110 SHS AVIS BUDGET GROUP INC COM	P	2010-12-13	2012-12-21
30 SHS KANSAS CITY SOUTHN COM NEW	P	2007-03-26	2012-12-21
20 SHS WABTEC COM	P	2007-03-26	2012-12-21
CAPITAL GAINS DIVIDENDS	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)
			31,063
			9,256
4,386		4,836	-450
1,166		1,350	-184
1,675		1,827	-152
2,402		2,466	-64
2,128		2,093	35
1,017		1,217	-200
1,922		1,629	293
3,776		3,208	568
3,056		3,145	-89
2,425		2,196	229
1,587		2,163	-576
1,436		1,316	120
1,310		1,243	67
2,635		3,119	-484
1,003		1,960	-957
2,203		1,913	290
2,101		2,619	-518
3,363		3,856	-493
516		814	-298
1,435		1,809	-374
3,980		4,413	-433
1,329		1,022	307
2,146		2,086	60
1,017		1,604	-587
1,726		1,831	-105
2,710		3,078	-368
1,990		2,138	-148
2,297		1,809	488

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)
3,180		3,533	-353
3,578		2,355	1,223
1,726		1,331	395
1,933		2,227	-294
1,051		962	89
48,133		33,615	14,518
31,722		18,180	13,542
48,780		57,184	-8,404
18,714		16,453	2,261
20,163		8,526	11,637
28,706		12,503	16,203
8,648		3,207	5,441
22,021		9,450	12,571
33,916		29,063	4,853
37,748		46,956	-9,208
15,449		20,444	-4,995
6,100		7,340	-1,240
27,166		14,306	12,860
21,677		15,214	6,463
19,102		11,722	7,380
300		264	36
400		342	58
500		441	59
250		260	-10
2,448		2,316	132
1,066		1,601	-535
2,720		1,524	1,196
1,027		1,167	-140
5,016		5,135	-119
3,676		2,318	1,358

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)
3,709		1,830	1,879
3,682		1,510	2,172
2,368		3,950	-1,582
2,482		3,069	-414
730		1,022	-292
2,171		1,080	1,091
1,598		689	909
7,315		4,709	2,606
3,417		2,085	1,332
4,011		1,275	2,736
2,773		2,084	689
6,835		4,442	2,393
2,343		1,080	1,263
2,096		915	1,181
7,553		3,995	3,558
3,153		3,827	-674
1,889		2,094	-205
2,061		1,932	129
1,307		1,908	-601
726		1,008	-282
2,207		1,666	541
2,517		1,080	1,437
1,759		689	1,070
124			124

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	
			31,063
			9,256
			-450
			-184
			-152
			-64
			35
			-200
			293
			568
			-89
			229
			-576
			120
			67
			-484
			-957
			290
			-518
			-493
			-298
			-374
			-433
			307
			60
			-587
			-105
			-368
			-148
			488

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	
			-353
			1,223
			395
			-294
			89
			14,518
			13,542
			-8,404
			2,261
			11,637
			16,203
			5,441
			12,571
			4,853
			-9,208
			-4,995
			-1,240
			12,860
			6,463
			7,380
			36
			58
			59
			-10
			132
			-535
			1,196
			-140
			-119
			1,358

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	
			1,879
			2,172
			-1,582
			-414
			-292
			1,091
			909
			2,606
			1,332
			2,736
			689
			2,393
			1,263
			1,181
			3,558
			-674
			-205
			129
			-601
			-282
			541
			1,437
			1,070
			124

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BRANDEIS UNIVERSITY THE BERNIE REISMAN BOLLI FUND PO BOX 549110 MS 126 WALTHAM, MA 024549110	NONE	501(C)(3)	SUPPORT FOR THE ARTS	5,000
HENRY FORD HEALTH CARE SYSTEMS ONE FORD PLACE DETROIT, MI 48202	NONE	501(C)(3)	MEDICAL RESEARCH	10,000
LOCAL MOTION 16824 KERCHEVAL PLACE SUITE B100 GROSSE POINTE, MI 48230	NONE	501(C)(3)	EDUCATIONAL	5,000
MAKE A WISH FOUNDATION 1003 K STREET NW SUITE 200 WASHINGTON DETROIT, MI 48201	NONE	501(C)(3)	PROVIDE WISHES FOR CHILDREN WITH LIFE THREATENING ILLNESS	200
SOUTH HERO LAND TRUST 6 SOUTH ST SOUTH HERO, VT 054864912	NONE	501(C)(3)	CONSERVATION	14,500
SOUTHWEST SOLUTIONS 5716 MICHIGAN AVE SUITE 3000 DETROIT, MI 48210	NONE	501(C)(3)	HOUSING/COUNSELING/LITERACY PROGRAMS	1,000
ZLOTOFF FOUNDATION PO BOX 2030 BLOOMFIELD HILLS, MI 483032030	TRUSTEE	501(C)(3)	BUILDING RENOVATION	100,000
AMERICAN FRIENDS FOR BAR-LLAN UNIVERSITY 6735 TELEGRAPH ROAD SUITE 350 BLOOMFIELD HILLS, MI 48301	NONE	501(C)(3)	EDUCATION	22,000
REBUILD ROCHESTER FOUNDATION INC 122 S MAIN STREET ROCHESTER, VT 05767	NONE	501(C)(3)	CONSERVATION	6,500
URBAN FARMING 19785 WEST 12 MILE ROAD 537 SOUTHFIELD, MI 48076	NONE	501(C)(3)	SUPPORT ESTABLISHMENT OF GARDENS ON UNUSED LAND	200
HOSPICE OF PALM BEACH 5300 EAST AVE WEST PALM BEACH, FL 33407	NONE	501(C)(3)	HOSPICE CARE AND END OF LIFE SERVICES	25
AISH HATORAAH DETROIT 25725 COOLIDGE HWY OAK PARK, MI 48237	NONE	501(C)(3)	EDUCATIONAL	2,000
RAILS-TO-TRAILS CONSERVANCY 2121 WARD COURT NW 5TH FLOOR WASHINGTON, DC 20037	NONE	501(C)(3)	CONSERVATION	100
Total . . . . ▶ **3a**				166,525

TY 2012 Accounting Fees Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	3,440	0		0

TY 2012 Investments Corporate Stock Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Name of Stock	End of Year Book Value	End of Year Fair Market Value
200 SHS FORD MOTOR CO	2,201	2,590
75 SHS HAIN CELESTIAL GROUP INC	3,896	4,067
200 SHS COCA COLA CO	5,483	7,250
150 SHS CHURCH & DWIGHT CO INC	6,263	8,036
70 SHS NIKE INC-B	3,551	3,612
25 SHS PERRIGO CO	2,701	2,601
25 SHS ALLERGAN INC	1,756	2,293
50 SHS BRISTOL MYERS SQUIBB CO	5,055	6,518
25 SHS EDWARD LIFESCIENCES CORP	2,125	2,254
75 SHS DISNEY (THE WALT) COMPANY	2,620	3,734
50 SHS MCDONALDS CORP	3,265	4,411
75 SHS COSTCO WHOLESALE CORP	4,887	7,405
100 SHS HOME DEPOT	3,592	6,185
25 SHS PETSMART INC	1,694	1,709
10 SHS SHERWIN WILLIAMS CO	1,504	1,538
10 SHS EQUINIX INC	1,857	2,062
5 SHS GOGGLE INC	2,388	3,537
100 SHS ORACLE CORP	2,551	3,332
25 SHS QUALCOMM INC	1,437	1,546
75 SHS CATERPILLAR INC	4,295	6,721
10 SHS CUMMINS INC	1,013	1,083
75 SHS BOEING CO	4,831	5,652
15 SHS APPLE INC	1,722	7,983
100 SHS XEROX CORP	1,493	682
50 SHS CORNING INC	4,343	4,327
100 SHS PEABODY ENERGY CORP	2,375	2,661
100 SHS KINDER MORGAN INC	3,158	3,533
50 SHS NATIONAL OILWELL VARCO INC	3,927	3,418
150 SHS FREEPORT-MCMORAN COPPER & GOLD	5,657	5,130
50 SHS MONSANTO CO	3,069	4,732

Name of Stock	End of Year Book Value	End of Year Fair Market Value
50 SHS ECOLAB INC	3,355	3,595
150 SHS WEYERHAEUSER CO	2,745	4,173
50 SHS UNION PACIFIC CORP	3,008	6,286
200 SHS WELLS FARGO & CO	5,809	6,836
50 SHS AMERICAN EXPRESS CO	2,065	2,874
50 SHS PRUDENTIAL FINANCIAL	2,629	2,666
75 SHS VISA INC CL A	6,554	11,368
50 SHS AMERICAN TOWER CORP-CL A	3,425	3,863
150 SHS AMERICAN WATER WORKS	4,529	5,570
50 SHS DIAGEO PLC ADR	3,918	5,829
75 SHS NESTLE SA	4,007	4,888
804 SHS ACCENTURE PLC	31,203	53,466
593 SHS AFFILIATED MANAGERS GROUP	47,784	77,179
767 SHS ANSYS INC	40,505	51,650
3383 SHS EMC CORP-MASS	51,047	85,590
1053 SHS EXPEDITORS INTL OF WASH IN	44,595	41,646
894 SHS EXPRESS SCRIPTS INC.COMMON	47,043	48,276
1761 SHS HOSPIRA INC CL A	59,795	55,014
136 SHS MASTERCARD INC	32,108	66,814
1659 SHS QUALCOMM	56,901	102,625
2624 SHS ROBERT HALF INTERNATIONAL	70,107	83,496
1417 SHS SCRIPPS NETWORK INTERACTIVE	49,639	82,073
1138 SHS STANLEY BLACK & DECKER INC	84,249	84,178
1376 SHS STARWOOD HOTELS & RESORTS	75,208	78,927
2421 SHS SUNCOR ENERGY INC	69,913	79,844
677 SHS WATERS CORP	56,565	58,980
720 SHS WYNN RESORTS LTD	74,770	80,993
90 SHS ACUITY BRANDS INC	3,477	6,096
130 SHS ALLETE INC COM NEW	3,868	5,327
430 SHS AVIS BUDGET GROUP INC	6,289	8,523

Name of Stock	End of Year Book Value	End of Year Fair Market Value
195 SHS BABCOCK & WILCOX CO NEW	4,152	5,109
410 SHS BENEFICIAL MUT BANCORP	4,054	3,895
350 SHS BROADRIDGE FINANCAIL SOLUTIONS	5,939	8,008
660 SHS CAPITOL FED FINL INC COM	7,999	7,715
150 SHS CARRIZO OIL & GAS INC	5,204	3,138
220 SHS CBOE HOLDINGS COM USDO.01	6,087	6,481
450 SHS CHEMTURA CORP COM NEW	7,679	9,567
230 SHS CHICAGO BRIDGE & IRON CO	7,308	10,661
110 SHS CIRCOR INTL INC	3,912	4,355
60 SHS COMPASS MINERALS INTL INC	4,379	4,483
63 SHS COMVERSE INC COM	1,903	1,797
1,160 SHS COMVERSE TECHNOLOGY INC	6,171	4,454
330 SHS DANA HOLDINGS CORP COM	5,645	5,151
100 SHS DELTIC TIMBER CORP	4,606	7,062
990 SHS DENNYS CORP COM	3,502	4,831
110 SHS DINEEQUITY INC COM	6,416	7,370
100 SHS DRESSER RAND GROUP INC COM	3,452	5,614
190 SHS ENPRO INDS INC	7,227	7,771
340 SHS FIRST AMERICAN FINANCIAL CORP	4,842	8,191
630 SHS FIRST NIAGARA FINL GROUP INC	7,320	4,996
301 SHS FIRSTMERIT CORP	5,915	4,271
450 SHS FLOWERSFOODS INC	6,209	10,471
70 SHS FLOWSERVE CORP	4,606	10,276
230 SHS FORESTAR GROUP	5,226	3,986
110 SHS FORTUNE BRANDS HOME & SECURITY	1,758	3,214
90 SHS FOSTER L B CO	1,913	3,910
70 SHS GENESEE & WYO INC CL A	3,718	5,326
220 SHS GULFPORT ENERGY CORP	6,716	8,408
340 SHS HANESBRANDS INC	9,590	12,179
220 SHS HANOVER INS GROUP INC	8,555	8,523

Name of Stock	End of Year Book Value	End of Year Fair Market Value
250 SHS HILL ROM HLDGS COM	6,822	7,125
130 SHS IBERIABANK CORP	5,826	6,386
350 SHS ITT CORPORATION COM	7,336	8,211
220 SHS JOHN BEAN TECHNOLOGIES	3,433	3,909
130 SHS KAISER ALUM CORP COM	8,736	8,020
50 SHS KANSAS CITY SOUTHERN	1,882	4,174
100 SHS KOPPERS HLDGS INC COM	3,540	3,815
200 SHS MANNING & NAPIER INC COM	2,481	2,520
530 SHS MCDERMOTT INTL INC	5,917	5,841
290 SHS NCR CORP	4,834	7,389
600 SHS NORTHWEST BANCSHARES INC OCM	7,021	7,284
170 SHS NORTHWESTERN CORP COM NEW	5,947	5,904
190 SHS OASIS PETROLEUM INC COM	5,707	6,042
170 SHS PATTERSON COS	3,406	5,819
170 SHS PENSKE AUTOMOTIVE GROUP INC	6,026	8,425
380 SHS PHH CORP COM NEW	7,147	8,645
210 SHS PNM RES INC COM	4,411	4,307
90 SHS REGAL BELOIT CORP COM STK	5,602	6,342
310 REGIS CORP MINN COM	5,557	5,245
130 SHS RAYLAND GROUP INC COM	4,099	4,745
280 SHS SALLY BEAUTY HLDGS INC COM	4,093	6,600
140 SHS SMITH A O CORP	5,266	8,830
420 SHS SUNCOKE ENERGY INC COM	6,113	6,548
220 SHS TRINITY INDS INC	4,848	7,880
140 SHS VAIL RESORTS INC	6,230	7,573
190 SHS VECTREN CORP	4,769	5,586
370 SHS VIEWPOINT INC MD COM	5,122	7,748
100 SHS WABTEC	3,444	8,754
110 SHS WADDELL & REED FINL CL A	3,303	3,830
130 SHS WEX INC COM	3,965	9,798

Name of Stock	End of Year Book Value	End of Year Fair Market Value
170 SHS WINTRUST FINL CORP COM	5,790	6,239
110 SHS WYNDHAM WORLDWIDE CORP	3,944	5,853
300 SHS SABRA HEALTH CARE REIT INC COM	6,567	6,516

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TY 2012 Investments - Other Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
5,212.749 SHS ARTISAN INTL VALUE FUND INV CL	AT COST	119,213	158,363
11,268.672 SHS JANUS INTL EQUITY CLASS	AT COST	128,187	128,012
INVESTMENT - AKAHI FUND, L.P.	AT COST	527,283	512,108
INVESTMENT - RMPS INVESTORS, LLC	AT COST	210,944	210,944

TY 2012 Other Expenses Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT & ADVISORY FEES	21,089	21,089		0

TY 2012 Other Income Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RMPS INVESTORS, LLC	18,971	18,971	18,971
AKAHI FUND, L P	-19,881	-19,881	-19,881

TY 2012 Taxes Schedule

Name: ZLOTOFF GENERATIONS FUND CO PAUL ZLOTOFF

EIN: 26-4094446

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	142	142		0
FEDERAL EXCISE TAX	2,924	0		0
OFFICE EXPENSE	40	0		0